# A YEAR OF CHANGE AND GROWTH

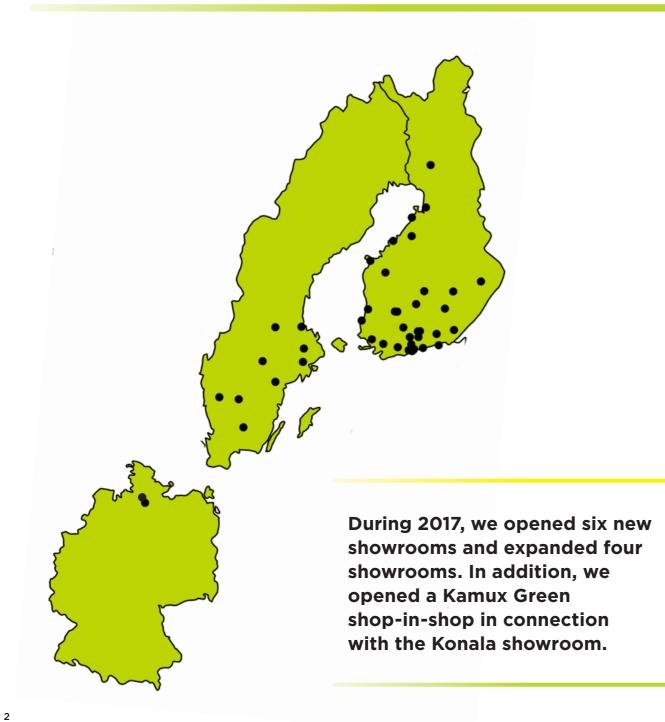
Kamux Corporation Annual Report



WWW.KAMUX.COM

# We continued our growth in 2017.

At the end of the year, we served our customers in 53 showrooms.



# KAMUX

Kamux's year 20

### **KAMUX IN 2017**

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### **FINANCIAL STATE**

The Annual Report is published in Finnish and English. In case of doubt, the Finnish version is authoritative

# **ANNUAL REPORT 2017**

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**KAMUX'S YEAR 2017** 

# HIGHLIGHTS OF 2017

The year 2017 included significant milestones for Kamux. We were listed on the Nasdaq Helsinki main market and continued our growth and our journey to become the leading retail chain specializing in used cars sales in Europe. We expanded our showroom network and also our organization in the areas of internationalization.

### >JANUARY>

• Official opening of Kamux's showroom in Nedderfeld, Germany, which opened its doors in December 2016.

## >FEBRUARY>

Finland's 37th showroom opened in Länsikeskus, Turku.
Kamux opened an online store in Finland during 2017. The consumer can now buy a car directly online.
Tero Törmänen started as Kamux's Purchasing Director and Management Team member.

### >APRIL>

• Olli Kilpi was appointed as Director of International Business and Management Team member.

## >MAY>

Kamux was listed on the Nasdaq Helsinki main market. The company raised EUR 20.5 million in gross proceeds in the share issue.
Finland's 38th showroom was opened in lisalmi.



 Finland's 39th showroom was opened in Koskelo, Espoo. The showroom was also Kamux's 50th showroom.
 Germany's revenue exceeded EUR 2 million for the first time.

### >JUNE>

• An extension to the showroom in Örebro, Sweden was opened.

## >JULY>

A new lease was signed for Jönköping, Sweden.
The new premises, which enabled nearly tripling the size of the car selection in Jönköping, were taken into use at the start of 2018.

## >AUGUST>

 Finland's 40th showroom was opened in Olarinluoma, Espoo.
 The Kamux Vantaa Airport showroom was expanded by 1,300 square meters, bringing additional space for the passenger car and utility vehicle selections.

### >SEPTEMBER>

Kamux was no,1 in the used car dealership category in the Auto Bild Finland Service 1 purchase study.
During Q3 2017, a quarterly record was achieved in the revenue, profit and number of used cars sold.
Record revenue was also reached in integrated services.

## >OCTOBER>

• A utility vehicle point was opened in the Kuopio showroom.

• Oliver Michels was appointed as Country Director, Germany and Managing Director of Kamux Auto GmbH. Michels started in his position on January 1, 2018.

• A Training Manager in charge of training sales personnel started working in Finland. Kamux is increasingly investing in the training of its sales personnel.

### >NOVEMBER>

• The first Kamux Green was opened in the Konala, Helsinki showroom. The shop-in-shop concept houses a





collection of hybrid, electric, gas and ethanol-powered cars in one location.
Finland's 41st showroom was opened in Kaarina,

 Mikko-Heikki Inkeroinen was appointed as Kamux's Chief Digital Officer and Management Team member. Inkeroinen started in his position on February 24, 2018.

#### >DECEMBER>

• Sweden's 10th showroom was opened in Karlstadt. • Robin Toss was appointed as Country Director, Sweden. He started in his position on January 1, 2018. • The decision to open Kamux's training center in 2018 was made. The training center will enable training and further training to be tailored even better and according to each employee's needs. • During 2017, we recruited 175 new employees for Kamux in total for full-time and permanent positions.

**YEAR 2017** 

# A YEAR OF CHANGE AND GROWTH

Our vision is to be the leading retail chain specialising in used car sales in Europe.



# KAMUX'S UNIQUE, OMNICHANNEL BUSINESS MODEL FOR USED CAR SALES

### THE CORNERSTONES OF KAMUX'S BUSINESS MODEL

#### PROFESSIONAL SOURCING AND SALES

 A wide selection of competitively priced used cars
 Efficient car inventory management enables Kamux to acquire high volumes of used cars
 Diverse selection of sourcing channels

#### **RAPID INVENTORY TURNOVER**

 A key component of Kamux's pricing model for both sourcing and sales
 Minimizes depreciation in the value of its car inventory and the amount of capital tied up in the inventory

#### LOW FIXED COSTS

 The majority of Kamux's operating expenses adapt, which mitigates the effect of fluctuations in revenue on Kamux's profitability
 Kamux's operating expense model adapts to customers' changing purchasing habits

#### INTEGRATED SERVICE OFFERING

+ Kamux aims to increase the penetration rates of current integrated services and introduce new integrated services in the future.

### THE CORNERSTONES OF KAMUX'S CUSTOMER PROMISE

ATTRACTIVE PRICING FOR CUSTOMERS - AFFORDABILITY Kamux offers used cars for prices that are attractive to customers

> **RELIABILITY** Kamux is a reliable partner for its customers

BEST CUSTOMER EXPERIENCE Kamux offers the best customer service in the market

>KAMUX WANTS TO BE A TRENDSETTER IN CAR SALES AND A FORERUNNER IN THE DIGITALIZATION OF THE BUSINESS

## INTEGRATED SERVICES

Enable serving the customer comprehensively

FINANCING + Quick and effortless financing through installment plan packages

 Approximately 45% of Kamux's customers purchase financing

INSURANCE + Affordable comprehensive car insurance with If's vehicle insurance

**KAMUX PLUS** + A liability extension for possible car repair expenses

HOME DELIVERY + Delivery of the car to the customer's home or workplace

# AN OMNICHANNEL CUSTOMER

 Nearly all Kamux's customers search for information on cars through digital channels before making a purchase decision

**EXPERIENCE** 

Internet is Kamux's most important marketing channel and Kamux has an online store through which the consumer can buy a car directly

+Kamux's entire car selection – including cars from different countries – is available to customers at all of Kamux's showrooms

 Over 25% of Kamux's sales are cars located in other showrooms

+ The car is delivered to the showroom selected by the customer

The home delivery service is valued by customers

+ Customers are served by an extensive network of showrooms combined with an online presence

# SOLD CARS

Over 160,000 sold cars between 2003 and 2017

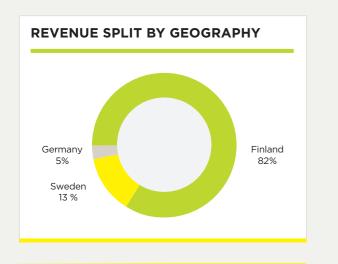
# **KAMUX'S VISION**

To become the leading retail chain specialising in used car sales in Europe.



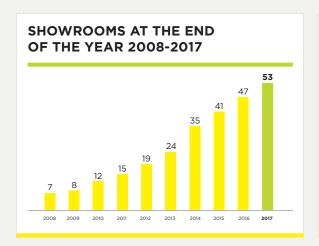
# WE CONTINUED OUR GROWTH

Our revenue grew 12.4 percent since last year.



# **Our revenues grew** on average by 28.3 percent

between the years 2015-2017.



**Kamux has sold** over 160,000 cars

Kamux Plus

1%

Finance and

insurance

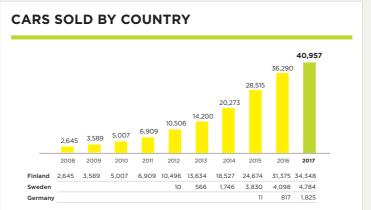
4%

**REVENUE SPLIT BY PRODUCT** 

Used cars

95%

during it's history.



# **KEY FIGURES**

EUR million
Revenue
Gross profit
as percentage of revenue, %
Operating profit (EBIT)
as percentage of revenue, %
Adjusted operating profit*
as percentage of revenue, %
Revenue from integrated services
as percentage of revenue, %
Number of cars sold
Gross profit per sold car, EUR
Sales growth of like-for-like showrooms, %
Net debt
Inventories
Inventory turnover, days
Capital expenditures
Average number of employees during the period
Return on equity (ROE), %
Return on capital employed (ROI), %
Equity ratio, %
Earnings per share, basic, EUR

\* Operating profit adjusted for the costs related to the initial public offering, special items related to strategy planning, strategy implementation, geographical expansion and a cash settled share-based payment in the comparison period, totaling EUR 2.4 million for 1-12/2017 (1-12/2016: EUR 2.3 million).

2017	2016	Change, %
454.9	404.8	12.4%
53.8	49.2	9.3%
11.8 %	12.2%	
16.2	15.7	3.6%
3.6%	3.9%	
18.6	18.0	3.4%
4.1%	4.4%	
22.8	19.3	18.6%
5.0%	4.8%	
40,957	36,290	12.9%
1,314	1,357	-3.1%
-4.9%	12.2%	
7.3	30.9	-76.5%
55.2	47.9	15.1%
46.8	43.1	8.8%
1.2	2.1	-42.5%
418	343	21.9%
26.6%	43.8%	
17.2%	22.5%	
57.2%	36.9%	
0.30	0.29	2.5%

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# CEO'S REVIEW ON 2017

2017 was a year of change and growth for Kamux. Our key accomplishments of the year were profitable growth, listing, strengthening the company's management, developing processes and investing in training our personnel.

model, proven by the company's strong, organic and profitable growth. We want to renew used car sales and serve customers better than traditional sales channels. We ers, seeking to offer the best overall service and pricing that is attractive to customers. Factors important for our success include the ability to purchase the right cars for the right price and low fixed costs. We also want to reward our sales personnel for clos-

#### STOCK EXCHANGE LISTING WAS ONE OF THE YEAR'S MILESTONES

One milestone of the year was our listing on the Nasdaq Helsinki main shareholders for the company. The listing was an important step for us on our journey towards becoming the leading retail chain specialising in used car sales in Europe. The status as a listed company has increased awareness of the company, and in- sales and a forerunner in digitalization creased interest in Kamux as an em- in the industry. In February 2017, we ployer both in Finland and abroad. Our goal is to be a trendsetter and pioneer in used car sales and to renew industry practices.

#### **OUR GROWTH** CONTINUED

ing sales.

Our revenue, operating profit and number of employees increased, and our customer satisfaction remained high. Our profitability decreased slightly due to the relative decrease in gross profit, increase in operating ing items mainly related to the listing and strategy planning and implementation. Our revenue grew by 12.4 percent from the previous year and the operating profit margin was 3.6 rooms during the year and expanded four showrooms. In addition, in October, we opened a Kamux Green shop- Kamux has managed well in a chal-

AMUX HAS A UNIQUE in-shop in the Konala showroom to lenging market situation. concept and business respond to consumers' interest towards alternative fuel cars.

As proof of successful work for our customers, we were number 1 in the used car dealership category in the Auto Bild Finland Service 1 purchase study. We want to be a service-oriare a reliable partner for our custom- ented and easily approachable car dealership where it is easy and pleasant to do business. The number one position in the mystery shopping based purchase study demonstrates that we have fulfilled our promise successfully.

#### WE STRENGTHENED THE **COMPANY'S MANAGEMENT**

During the year, we strengthened our company's management. With capable leadership, we support the company's growth. We also focused market, resulting in over 1,200 new strongly on developing and unifying our processes and codes of practice as well as deploying them with our personnel and partners.

> Nearly all of Kamux's customers use digital channels to search for cars. We want to be a trendsetter in car opened an online store in Finland and at the end of the year, we appointed a Chief Digital Officer to lead the company's digital development.

#### A MULTIFACETED **BUSINESS YEAR**

The success of 2017 was the result of hard work. The year was extraordinary, marked by the question of car taxes connected to the Ministry of Transport and Communications' road transport report, published at expenses and operating profit adjust- the start of the year in Finland as well as the fuel discussion that took place throughout the year. These resulted in uncertainty among consumers and increased inventory levels, which affected pricing and the competitive percent. The profit growth was main- landscape. On the other hand, the ly due to the opening of new show- boost in the economy has strengthrooms. We opened six new show- ened consumers confidence in the future, particularly at the end of the year. Due to its operating model,

When looking at Kamux's operating countries, 2017 was a multifaceted vear. New operators have entered the Finnish market, and some of the car industry's established names have become more active in used car sales. We are responding to this challenge by investing in the training and competencies of our personnel. A Training Manager started working at Kamux in 2017 and in February 2018 we opened the Kamux training center, allowing us to provide more focused and tailored training for all our sales personnel.

In Sweden, we finetuned our processes and focused on building the right kind of skills. The right implementation of the business concept improved Sweden's result in 2017. In Germany, we are still building our operations, and the implementation of Kamux's ways of working is ongoing. We hired a Country Director for Germany to complement Kamux concept with local market expertise.

#### **OUR OPERATING MODEL BENEFITS OUR CUSTOMERS**

Kamux's operating model is efficient, agile, and flexible. We are well positioned in our home market, and Kamux's culture provides a clear competitive advantage. We will continue our work in 2018 and focus on profitable growth according to our strategy. We will open new showrooms, develop the skills of our personnel and invest in the digital customer experience. Inventory management will continue to play a key part in our operations along with competitive pricing. Our vision is to be the leading retail chain specializing in used car sales in Europe

JUHA KALLIOKOSKI CEO, Kamux Corporation

# **MARKET SITUATION** SUPPORTS KAMUX'S GROWTH

Kamux's operating environment is different in different market regions. A continuous need for cars, the digitalization of car sales, and creating a seamless and high-quality customer experience will characterize used car sales in the future.

#### **USED CAR MARKET CHARACTERISTICS**

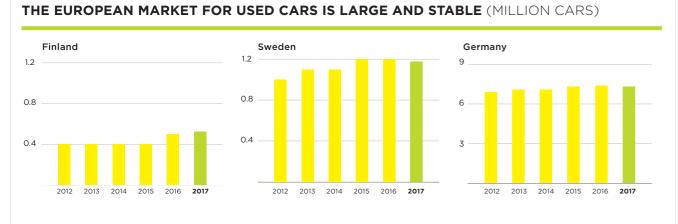
market is affected most by the general economic levels in the industry grew, which affected pricing situation as well as the development of the size of the population and urbanization. In recent years, the boost in the economy has strengthened conthe general economic situation has had a positive sumers confidence in the future, especially at the effect, which is expected to continue. There has end of the year. been an observable change in consumer behavior and willingness to own a car in recent years. How- decline during 2017. However, Kamux increased its ever, different sharing economy models and new revenue and improved its profitability. The Swedish ways of transport are expected to have a minor im- market is different from the Finnish market, as a pact on used car sales. There is political discussion large part of used car sales takes place between around possible emission restrictions and bans, car or fuel taxing and increased minimum safety requirements, which may affect the development of imately under 0.5% market share in Sweden and the used car market, if realized.

Kamux's operating countries had different market situations in 2017. In Finland, the year was extraor- dards in the centers of certain big cities, where air dinary and quite challenging for the car sales in- quality is a concern. In 2017, diesel cars in Germany dustry. The year was marked by the question of car taxes connected to the Ministry of Transport and 30% of all private cars. The number of cars pow-Communications' road transport report at the start ered by energy other than gas or diesel accounted of the year as well as the fuel discussion that took for less than two percent of the market in 2017.

place throughout the year. These created tempo-The development and growth of the used car rary uncertainty among consumers, and inventory and the competitive landscape. On the other hand,

> In Sweden, the used car market saw a slight consumers. There is no similar national used car dealership in Sweden. Kamux has only approxhence there is plenty of growth potential.

During the year, there was discussion in the KAMUX'S OPERATING ENVIRONMENT IN 2017 German media around diesel emissions and limiting the use of diesel cars of older emission stantotaled approximately 15 million, and accounted for



Kamux's estimate of the end user market for used cars

# THERE ARE FOUR DIFFERENT **MARKET TRENDS IN THE USED CAR INDUSTRY**

#### **CONTINUOUS NEED** FOR CARS

Kamux's market regions include several different factors that strengthen and maintain the demand for cars. The number of registered cars has increased in all Kamux's markets since 2010, which increases the potential trade-in car stock. In Finland and Sweden, distances are long and the population is relatively small, which weakens the competitiveness of public transport outside of large cities compared to driving. In Germany, demand for cars is supported especially by the relatively long commuting distances and the popularity of commuting by car.

It is estimated that the amount of money spent on used cars is typically among the five largest categories of household consumption in all of Kamux's markets. The decrease in the average household size also supports demand for cars in Kamux's markets.

> Kamux has a professional business model focused on used cars retail, which the company develops continuously. Kamux is able to offer its customers a wide selection of competitively priced used cars and integrated services, serving consumer needs better than traditional sales channels

#### **CONVENIENCE OF SELLING AND BUYING A USED CAR**

One of the most important consumer trends has been the desire of consumers to make buying easy and convenient. Therefore, consumers selling their used cars may also be willing to pay extra for a new car if they can sell their old car as easily and conveniently as possible at the same time. This is believed to benefit online car dealers and brokerage sites, but also the procurement operations of car dealers that acquire used cars, if consumers find selling to them easier than selling directly to another consumer. Consumers seeking ease and convenience are believed to receive added value from having all of the services they need available from the same player.

>Kamux provides a fast and justified price appraisal for a trade-in car. Consumers have provided positive feedback on the pricing of trade-in cars, for example in the purchase study conducted by Auto Bild Finland. In addition to selling and procuring trade-in cars. Kamux offers its customers integrated solutions through financing products, insurance, and Kamux Plus. The customer service concept also includes a home delivery service. Hence the customer can get all the services they need to purchase a used car from Kamux.

#### **INTERNET AND MARKET** TRANSPARENCY

The importance of digital channels in retail has increased significantly. Since 2000, approximately three guarters of the growth in retail has come through digital channels. Consumers are increasingly using several different channels for buying individual products. The retail customer experience of today combines traditional stores alongside online visibility. Buyers are also using the internet to seek out other customers' opinions on different players. A good customer experience and comprehensive communication are central in the operations of used car showrooms.

Internet is Kamux's most important marketing channel. The majority of Kamux's marketing is done through digital channels. The company opened an online store in February 2017. Kamux also launched a new Code of Conduct during the year to support the creation of a first-rate customer experience.

#### SMART SHOPPING TREND

There is more information available to consumers nowadays on products and their sellers than ever before and, accordingly, consumers are better able to compare various alternatives. Therefore, the so-called

smart shopping trend is seen to have gained popularity. The smart shopping trend is believed to make consumers even more price-conscious and more active in comparing prices. The trend is also believed to decrease consumers' willingness to pay for what they consider to be unnecessary features, services or settings.

> The procurement of the right cars at the right prices and offering used cars for the consumer with an attractive price has a significant role in Kamux's business model. The goal of Kamux's business model is to offer customers a total service offering that serves their needs better than traditional sales channels



# **KAMUX'S STRATEGY**

At the core of our strategy are continuous profitable growth, improving profitability, offering excellent customer experience and the motivation and continuous professional development of our skilled personnel. For our customers, we are a reliable partner that aims to offer the best overall service and pricing that is attractive to customers. We want to be a trendsetter in used car sales and a forerunner in the digital customer experience. Recruiting the right people and training them is an important factor in implementing the strategy.

Kamux's stock exchange listing was of strategic importance and an important step on our journey to become the leading retail chain specialising in used car sales in Europe. The trading of Kamux's shares on the Nasdag Helsinki main market started in May. The additional visibility resulting from the listing has increased the company's recognition and transparency, thereby creating trust in Kamux among consumers, and improving the company's competitiveness.

### THE CORNERSTONES OF KAMUX'S STRATEGY ARE:

#### CONTINUING PROFITABLE GROWTH BY **INCREASING MARKET SHARE IN THE** MARKETS IN WHICH KAMUX **CURRENTLY OPERATES**

•Opening new car showrooms and increasing sales at existing car showrooms is a part of Kamux's growth strategy.

•Growing its digital footprint is one of the cornerstones of Kamux's growth strategy.

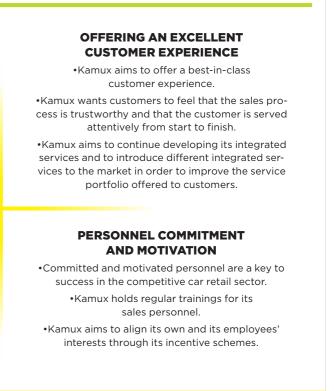
#### **IMPROVING PROFITABILITY**

•In Finland, Kamux focuses on improving its profitability by streamlining operations through constant development of its functions, processes and concept.

•In Sweden and Germany, Kamux focuses on growing the business while gradually improving its profitability.

•Kamux aims to utilize benefits of scale to improve profitability, for example in negotiations with external partners.

·Kamux aims to improve profitability by introducing new integrated services.





# **IMPLEMENTING** KAMUX'S **STRATEGY** IN 2017

BY OPENING NEW SHOWROOMS, STRENGT-HENING THE COMPANY'S MANAGEMENT AND **DEVELOPING PROCESSES AND CODES OF** PRACTICE ACCORDING TO GROWTH TARGETS

In 2017, Kamux opened six car showrooms in total, five in Finland and one in Sweden. The Kamux Green shop-in-shop was also opened in the Konala showroom in Helsinki. The Kamux Green concept helps consumers easily explore alternative energy-powered cars in both the store and online channels. The utility car selections in Kuopio and Lahti showrooms were expanded along with the showrooms in Vantaa Airport and Örebro, Sweden.

To support growth, Kamux strengthened its management by appointing a Director of International Business and Country Directors in Sweden and Germany. Skilled and target-oriented management enables Kamux to reach its growth targets and implement its strategy. A Chief Digital Officer was appointed as a member of the Management Team in November to further develop and build the Kamux customer experience, marketing and digital processes.

Also other company processes and codes of practice were advanced; concept elements have been sharpened and operations have been unified. Kamux also drafted and implemented Kamux's Code of Conduct for personnel and cooperation partners.

#### BY SUPPORTING AN EXCELLENT CUSTOMER **EXPERIENCE AND SERVICE THROUGH THE DEVELOPMENT OF ONLINE SERVICES**

As part of its investments in digital channels, Kamux opened an online store in February 2017 where the customer can purchase a used car. If necessary, the customer can use a chat service when making online purchases.

In accordance with its strategy, Kamux's goal is to introduce different integrated services to customers to improve the service portfolio. The company will continue to further develop its integrated services.

Kamux was recognized for its successful work on a first class customer experience by ranking first in the Auto Bild Finland Service 1 purchase study in the used car dealership category. The mystery-shopping based study reveals how customers evaluate and experience car dealership service. The study measured, among other things, customer service, friendliness and politeness of sales personnel, and the functionality of online services.

Kamux received the full one hundred points for friendliness of sales personnel, appraisal of tradein cars, and checking contact information. Kamux was the best of all dealerships in online services. Kamux also received particular commendation for polite service and trade-in car appraisal. The study also commended Kamux's way of assessing the needs of their customers.

#### **IMPROVING PROFITABILITY BY** FOLLOWING THE CONCEPT

During 2017, measures were taken in Sweden to improve profitability and efficiency of operations. The effect of said measures were reflected in the development of 2017. Sweden's result in the third quarter was positive. In Germany, the focus continued to be on uniform implementation of the Kamux concept and bestablishing our business in the Hamburg economic region.

In Finland, Kamux continued to develop, im-

In 2017, Kamux appointed a Training Manager prove and implement processes and codes of practice. Internal processes of the Group were unified. who started working in December. Kamux Training Center was opened in February. A training **INVESTMENTS IN THE COMPETENCE,** plan will be made for each year, and all Kamux TRAINING AND WELL-BEING OF PERSONNEL employees will regularly take part in trainings. The focus of trainings is on new salespersons, as Work well-being and satisfaction is a central theme a well-executed orientation to Kamux's operating at Kamux. Kamux wants to offer its personnel tools model forms a solid base for salepersons' success for developing their own well-being. The HeiaHeia as well as the success and growth of Kamux. The application was introduced to personnel in 2017 to Kamux Training Center allows training to be taienable them to monitor and compete in maintainlored according to each salesperson's needs and ing and developing their physical condition in a fun for further training to be customized better.

#### **FINANCIAL TARGETS**

#### Increasing revenue

to at least EUR 700 million in 2019

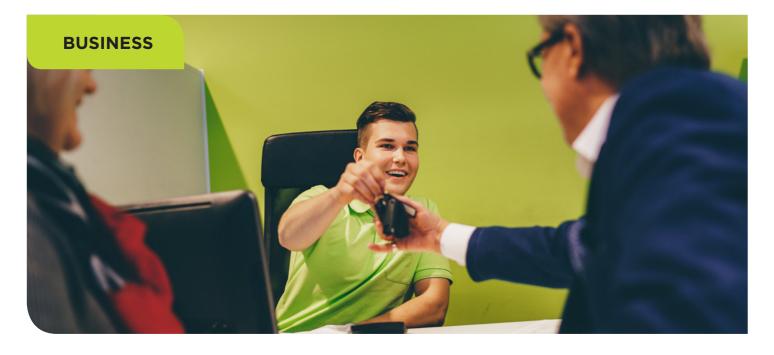
## An operating profit margin of 4 to 5 percent in 2019 and an operating profit margin of at least 5 percent in the long term

In 2017 we purposefully moved towards our strategic targets.

way. The company wants to provide tools which the employees can use to improve their personal well-being

### **Distributing** at

least 30 percent of the profit for the year as dividends



# BUSINESS IN 2017

Kamux's concept is based on professional procurement and sales of used cars, low fixed costs, rapid inventory turnover and sales of integrated services to the customer. Kamux's reporting segments are the geographical regions of Finland, Sweden and Germany.

# FINLAND

vious year's EUR 343.2 million to EUR 372.4 million in 2017. The operating profit increased cor- tions and managed well in a challenging market respondingly from EUR 22.2 million to EUR 23.1 situation. On the other hand, the boost in the ecomillion. At the end of 2017, Kamux had 41 car sho- nomy has strengthened consumer confidence in wrooms in Finland, compared to 36 at the end of the future, particularly during the later part of the 2016. The increase in revenue was mainly due to year. the opening of new showrooms.

It was a multifaceted and challenging year for Kamux Finland. The discussion around car taxes tered the market. New car dealerships became and fuels since the start of the year caused uncer- interested in the used car market. The competitainty in the market and delays in consumers' de- tive landscape has also affected recruitment. Kacision-making. Regardless of this, Kamux further mux aims to increasingly invest in the training and strengthened its position in the Finnish markets. skills development of its personnel in the future.

IN FINLAND, THE REVENUE increased from the pre- Due to its customer centric business model, Kamux can quickly react to different market situa-

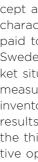
> Competition in Finland increased and new players specialized in the sales of used cars en-



# SWEDEN

vious year's EUR 60.9 million to EUR 73.2 million cept and takes into consideration the particular in 2017. The operating loss decreased from EUR characteristics of the market. Attention has been -1.5 million to EUR -0.1 million. At the end of 2017, paid to recruiting the right type of expertise in Kamux had 10 car showrooms in Sweden. The Sweden, and resources are aligned with the marincrease in revenue was due to the opening of ket situation and Kamux's targets. Improvement a new showroom as well as measures taken in measures have also been taken with regards to Sweden to develop processes.

The year 2017 was a turning point in Sweden. results started to show during 2017, and during Clarifying the operating model and correcti- the third guarter 2017 Sweden achieved a posive measures were begun in Sweden at the end tive operating profit. Sweden also returned to a of 2016 and completed at the end of 2017. The growth path in 2017.

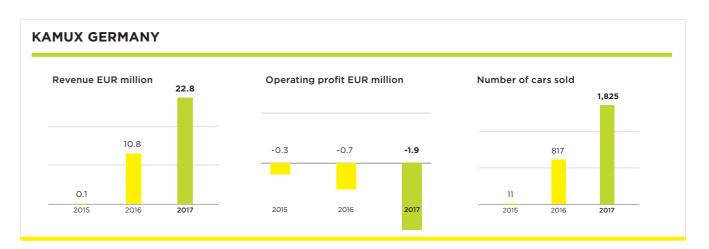




# GERMANY

IN GERMANY, THE REVENUE increased from the ting Kamux's concept and ways of working to previous year's EUR 10.8 million to EUR 22.8 million in 2017. The operating loss increased from EUR -0.7 million to EUR -1.9 million. At the end of implemented for example in purchasing and 2017, Kamux had 2 car showrooms in Germany. marketing. The work continues in the coming The increase in revenue was due to the new car years while we continue to grow in Germany. showroom opened in December 2016.

The focus of operations was on implemen- recruitment.



IN SWEDEN, REVENUE increased from the pre- operating model is aligned with the Kamux coninventory and different internal processes. The

> the new market. We continue this work in every area. Best practices have succesfully been One key success factor is right and successful



# **KAMUX'S STOCK EXCHANGE** LISTING WAS ONE OF THE MOST SIGNIFICANT EVENTS OF 2017

The stock exchange listing was an important step on Kamux's journey towards becoming the **leading retail chain** specializing in used car sales in Europe.

THE OBJECTIVE OF THE LISTING WAS to support Kamux's growth strategy and internationaliza- mux. Our vision is to be the leading retail chain tion, as well as to increase Kamux's visibility in specializing in used car sales in Europe. Going Finland and abroad, among the public and as an public provides us with better opportunities to employer. The initial public offering (IPO) was realize this vision. I want to thank all of our new an important step on the journey towards beco-shareholders for their trust and for the year 2017. ming the leading industry player in Europe.

2017 on the pre-list of Nasdaq Helsinki and on employees," said Kamux's CEO Juha Kalliokoski the main market on May 16, 2017. Kamux recei- in connection to the listing. ved gross proceeds of approximately EUR 20.5 million in the IPO. In addition to the issuing of **KAMUX WANTS TO BE** a good dividend distribunew shares, the IPO consisted of the sale of Intera Partners' and certain other Kamux sharehol- pany's target is to distribute at least 30% of the ders' shares.

excited to continue this work in the listed Ka-We will continue to work on Kamux's growth to Trading on Kamux's shares started on May 12, the benefit of our shareholders, customers and

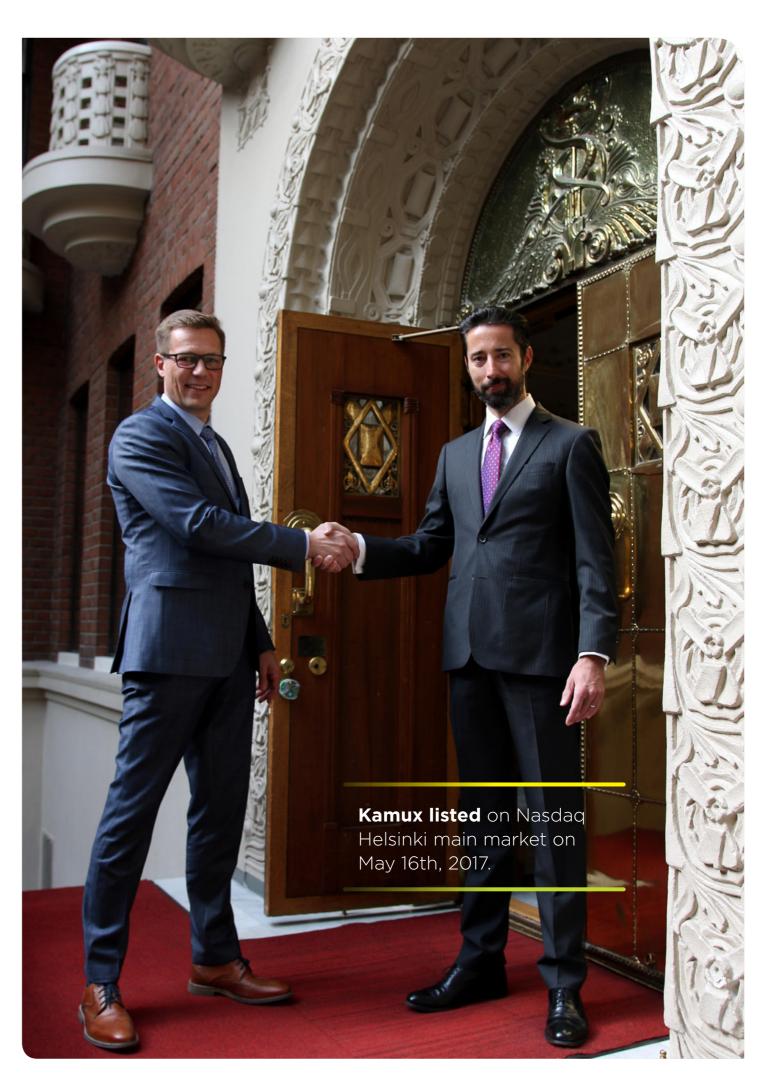
> tor to its shareholders in the future. The comprofit for the year as dividends.

SHARES WERE OFFERED to private individuals and entities in Finland, Kamux's employees and institutional investors in Finland and internationally. Kamux's IPO and growth story interested investors, and the IPO was oversubscribed. The final subscription price of the IPO was EUR 7.20 per share, and the listing resulted in 1,200 new shareholders for the company. The total amount of shares, excluding treasury shares increased to 39,987,294 due to the listing.

"I FOUNDED KAMUX IN 2003 and have been involved in the company's success ever since. I'm

The objective of the initial public offering was to support the growth strategy and internalization.





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# **UNIQUE BUSINESS MODEL** WITH ATTRACTIVE **GROWTH POTENTIAL**

#### LARGE AND GROWING USED CAR MARKET WHERE THE OFFERING AND CUSTOMER SERVICE OF THE TRADITIONAL SALES CHANNELS DO NOT MEET DEMAND

• The European used car market is large, growing and fragmented.

• The total used car market size of Finland, Sweden and Germany was estimated to amount to over EUR 100 billion at the end of 2016, according to a company commissioned study.

amount of money spent on used cars is estimated to typically be among the five largest categories of household consumption in all of Kamux's markets.

er needs better than traditional sales channels.

• The professional business model provides Kamux capital tied up in the inventory. a strong foundation for growing its market share in • Financial flexibility of Kamux's business model is the fragmented used car market.

• The demand is expected to remain good in of operating expenses being variable. Kamux's domestic market due to market character- • Offering integrated services forms an important istics such as long geographical distances, weaker part of Kamux's business model. Kamux aims to incompetitiveness of public transport outside the crease the share of customers who buy integrated largest cities and decreasing average household services and expand the integrated services offersize.

#### **STRONG AND PROFITABLE ORGANIC GROWTH COMBINED WITH FUTURE GROWTH PROSPECTS**

joyed strong growth based on increased sales at its existing car showrooms, opening of new car showrooms and a good customer experience.

mately 28.3 percent during the years 2015-2017.

nels in used car sales and aims to be a forerunner • Kamux's management can access daily and longin the field.

• Kamux's international growth is directed at mar- CRM/ERP system.

kets in which Kamux believes it can achieve a strong position as a retail chain specialising in used car sales.

• Achieving strong growth in Finland has created know-how within Kamux, which it aims to utilize when expanding abroad.

#### **PROFESSIONAL BUSINESS MODEL** FOCUSED ON TRADING IN USED CARS

• The professional procurement and sales of used According to a company commissioned study, the cars aims at enabling Kamux to offer its customers a broad selection of competitively priced used cars. Kamux's efficient car inventory management enables Kamux to procure high volumes of used cars.

• Kamux's business model is based on profession- • A key component of Kamux's pricing model for al procurement and sales of used cars, and Kamux both procurement and sales is fast inventory turnaims to offer an overall service that serves custom- over, the aim of which is to minimize depreciation in the value of its car inventory and the amount of

also reflected in low fixed costs and high proportion

ing in the future.

#### **CRM/ERP SYSTEM CONTROLLING KAMUX'S PROCESSES**

• The CRM/ERP system directs car sales person-• Since launching its operations, Kamux has en- nel's actions towards a certain process model defined by Kamux, the purpose of which is to increase the sales personnel's efficiency.

• The CRM/ERP system's customer, car, inventory • Kamux's revenue grew on average by approxi- and price information are updated in real time, enabling high sales volumes of cars and integrated ser-• Kamux recognizes the importance of digital chan-vices and reliability of operations.

term figures and development of sales using the

#### **EXPERIENCED, SKILLED AND MOTIVATED** MANAGEMENT AND PERSONNEL

• Kamux believes that its management's knowledge of the industry and experience, together with skilled personnel, provide it with a competitive advantage in the used car business.

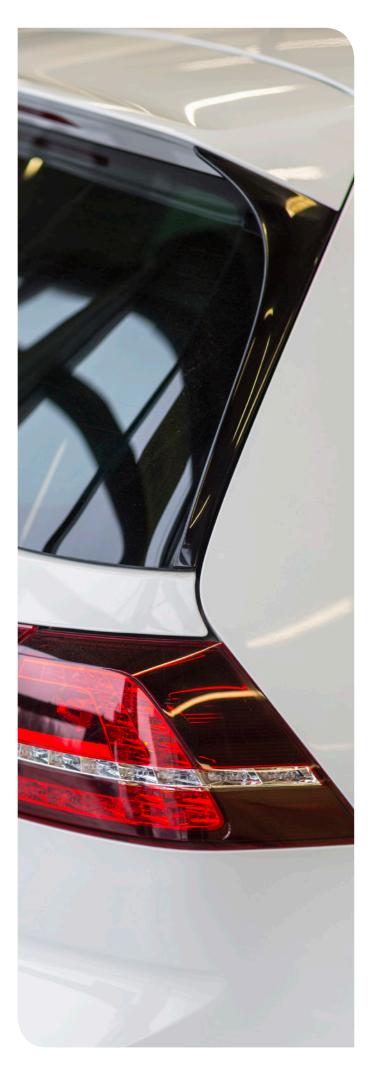
• Kamux has a committed and experienced Management Team with extensive experience in the used car business. The management has the ability to make quick decisions and, therefore, Kamux is able to quickly react to any changes occurring in the market and take advantage of them.

• Kamux considers its professional, motivated and committed personnel to be one of its most important strengths and actively seeks to improve its personnel's competence, commitment to Kamux's strategy and to promote job satisfaction and proactivity in a changing operating environment.

· Kamux aims to align its own and its employees' interests through its incentive scheme. The sales personnel's incentive scheme takes into account sales, car procurements, car trade-ins and sales of integrated services when determining the amount of remuneration.

# Market potential, strong growth and large growth

potential as well as a professional business model focused on used cars are Kamux's strengths.





# **CORPORATE RESPONSIBILITY AT KAMUX**

The material themes of Kamux's corporate responsibility work include the Code of Conduct. fair and rewarding employer, excellent customer experience, profitable growth, and reasonable use of resources.

Kamux is 100 percent focused on selling used cars and and as such, Kamux's business is recycling business. In autumn 2017, Kamux defined the key material corporate responsibility themes of its operations. The definition of materiality was based on information gathered from Kamux's management, personnel and stakeholder groups in a Management Team workshop and stakeholder interviews. The criteria used for the themes were the economic effects of operations, including risks and opportunities; environmental impact, and the effects on people. A summary of Kamux's material corporate responsibility themes is presented on the following page.



#### THE CODE OF CONDUCT

A key business principle for Kamux is to operate responsibly and do things right. Kamux wants to be a car retail forerunner also in terms of creating a culture of trust and openness: every Kamux employee considers it a matter of honor to do what is promised. We comply with laws, regulations and good governance in all of our operations.

Our operations are guided by Kamux's ethical guidelines, the Code of Conduct, in all situations. Defined in 2017, the Code of Conduct instructs all Kamux employees in their daily work and operations. The Code of Conduct was implemented with the help of trainings to the entire Kamux personnel during the year. The Code of Conduct has been made in Finnish, English, Swedish and German and website.

The Code of Conduct applies to Kamux's cooperation with our suppliers as well - we require that also our suppliers comply with good business practices. This principle, among others, has been drafted in 2017.

The Code of Conduct describes Kamux's rules, which are:

#### 1. We are equal and fair at our workplace

- 2. The way we communicate is considerate and thoughtful
- 3. We do honest business
- 4. We are independent and do not tolerate corruption
- 5. We look after Kamux's property
- 6. We avoid conflicts of interest
- 7. We take care of our employees and the environment
- 8. We stop, think and consult when needed

Each Kamux employee has the possibility to report infringement or suspected infringement of rules, regulations, and the Code of Conduct through 1) Including full-time administrative employees

a whistle-blowing reporting channel. No reports were made through the whistle-blowing channel in 2017

#### FAIR AND REWARDING EMPLOYER

Kamux's enthusiastic, committed and skilled personnel form the foundation of our operations. Freedom, as well as responsibility, are important values at Kamux. A committed and motivated personnel is the key to success in the competitive car retail industry.

In 2017, the grade of the annual work satisfaction survey carried out annually at Kamux was 4/5. We treat our employees equally.

Personnel turnover across all Kamux's operations in 2017 was 17 percent<sup>(1)</sup>. In 2017, 91 percent of is available in Finnish and English on the company's Kamux's employees were men and 9 percent were women.

Kamux is a fair workplace that makes systematic investments in the well-being, training, and safety of its personnel. We want to offer our employees the possibility to do their best, grow and develop incorporated into our procurement guidelines further in their careers. Employee commitment is supported by offering career development possibilities, training, orientation, and motivating compensation. In 2017, there were 13 occupational accidents, 10 of which occurred in the workplace and three during the commute.

> In 2017, a Training Manager in charge of training sales personnel started working in Finland. Kamux is increasingly investing in the training of its sales personnel, and a Kamux training center was opened in February 2018. With the help of the training center, sales training and further training can be tailored even better according to each employee's needs. In 2017 training days involved sales training and the implementation of Kamux's Code of Conduct. New salespersons received orientation training. Other than sales personnel received training in accordance with their field of competence.



The training days totaled 775 days in 2017 on the and consumer protection has increased. However, Group level.

#### **EXCELLENT CUSTOMER EXPERIENCE**

indicator for Kamux, and several factors affect its improvement. We want to meet customer expectations through open and honest communication based on accurate information. All customers who have done business with Kamux are sent an elec- get good visibility in the price-based listings on tronic customer satisfaction survey after the sales, and its results can be viewed based on individual our pricing. Kamux's goal is to be among the first outlets, sales representatives and car showrooms. The survey consists of 12 questions, seven of which the customer answers on a scale of 1-5. Five gues- customer experience, Kamux was ranked first in tions are open questions.

the best in handling the customer situation and contacting, and reviewing customer needs. Based on the survey, customers are ready to recommend **PROFITABLE GROWTH** Kamux to their friends with a grade of 4.3/5.

Kamux also finds it important that possible cordance with Kamux's internal rules. Kamux's goal is to process a claim within one day of its arrival. the problem can be fast or take a few days.

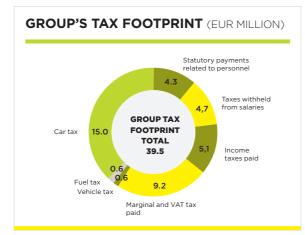
In 2017, the company established an after-sales service team in Finland, which was tasked with managing claims that require most technical expertise. The duty of the after-sales service team is to consult sales representatives in challenging situations, instruct on the most appropriate corrective measure and place and to acquire the most affordable parts, also from international markets. In Sweden and Germany, after-sales marketing coordinators support sales representatives in handling claims, repair and spare part related purchases, as well as technical matters.

The number of claims has grown slightly in recent years, as consumers' awareness of their rights no clearly detectable growth was encountered in 2017 relative to sold cars.

Kamux's aim is that our customers find doing Customer satisfaction is a strategically important business with Kamux to be affordable. On the other hand, we want the customer to feel that they get the right price when selling a trade-in car to Kamux. Nettiauto.com is Finland's largest vehicle sales advertisement website. Cars sold by Kamux Nettiauto. This demonstrates the affordability of options in Nettiauto searches.

As proof of our successful work for first-class the used car dealership category in the Auto Bild 4,702 customers took part in the survey in 2017. Finland Service 1 purchase study. The ranking in the According to the survey, Kamux has succeeded mystery shopping based study describes how customers assess and experience the car sales service.

Kamux is committed to profitable growth. Responsible operations in different business areas are one claims are handled in the right way, openly, within a of the conditions for growth and profitability and schedule that is reasonable for all parties and in ac- support the company in reaching the set financial targets. Kamux's target is to increase revenue to a minimum of EUR 700 million in 2019 and have a Depending on the case, the study and solving of profit margin of 4-5 percent in 2019 as well as a



# Acting responsibly in different areas of business

is an important precondition for growth and profitability

profit margin of at least 5 percent in the long term. In 2017, the group's revenue was EUR 454.9 million and the profit margin was 3.6 percent. We paid EUR 5.1 million in income tax in 2017 and EUR 3.2 million in 2016. Shareholders are an important stakeholder group for us, and by taking the right measures we seek to continuously increase shareholder value. Kamux's Board of Directors has made a proposal for the distribution of dividends for the year 2017, which is 40 percent of the profit for the accounting period.

The success of our operations requires that we sell the right cars for the right price. Inventory management holds a key position in our operations, together with competitive pricing. Kamux's ing, sales and trading of passenger cars and vans inventory turnover was 46.8 days in 2017, while it was 43.1 days in 2016. In 2017, there was uncertainty among consumers due to discussions around car taxes and fuel. Kamux's tax footprint in 2017 was EUR 39.5 million

#### **REASONABLE USE OF RESOURCES**

We aim to actively influence the environmental impact of our operations. Kamux's environmental impact consists mainly of transfers of cars and people between our car showrooms, the consequent car fuel consumption, as well as car service and repair. The goal of Kamux's own energy consumption is to maintain energy consumption at a reasonable level while considering safety aspects in our showrooms. We also aim to minimize the amount of waste resulting from our operations.

We also observe the reasonable use of resources

when transferring cars. Kamux has internal guidelines with regards to the use of fuel, which stipulates that the cars to be transferred will be fueled up with only the necessary amount of fuel. Maximum liter and euro amounts for fueling cars have been defined for Kamux's operating countries. In addition, Kamux aims to use trucks carrying several cars at once as often as possible for moving cars. We also aim to optimize transfer routes between car showrooms.

Kamux's ability to affect the climate impact of the cars it sells is very limited and measuring it is challenging. The majority of climate effects of the cars sold by Kamux are created during their manufacturing and use. The average CO<sub>2</sub> emissions of the cars sold by Kamux in 2017 were 166 g/km, while they were 173 g/km in 2016.

Kamux has taken into its sales selection cars with variable power sources. Kamux has established the Kamux Green -shop-in-shop in connection with Kamux's Konala showroom to serve customers interested in hybrid, electricity, gas and ethanol cars.

Kamux's business operations cover the purchaswith private persons and companies. All additional services and products, such as car wash, maintenance, and repairs as well as tires are purchased through subcontractors. Our partners include national companies as well as local operators. The total number of partners is approximately 4,000.

Purchases are made in accordance with Kamux's procurement guidelines. The criteria for purchases are affordability, service, speed, quality and reliability. The most significant indirect environmental impacts are related to car repairs performed by Kamux's partners. Used parts are often used in car repairs. We expect that our partners take care of the environment by recycling problem waste related to cars in an appropriate manner. Old batteries and tires are left in the maintenance and repair shops as well as tire shops, which are responsible for recycling them in an appropriate manner.

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## **CORPORATE GOVERNANCE**



Kamux Corporation's ("the company" or "Kamux") corporate governance complies with the Finnish Limited Liability Companies Act, regulations concerning listed companies, the company's Articles of Association, and rules and regulations of Nasdag Helsinki Ltd. The company also adheres to the Finnish Corporate Governance Code 2015 issued by the Finnish Securities Market Association. An unofficial English translation of the Finnish Corporate Governance Code is available on the Security Market Association's website at http://cgfinland.fi/.

The Corporate Governance Statement is issued as a separate statement from the report of the Board of Directors. The report will not be updated during the accounting period, but the relevant information related to the subjects it contains as well as other necessary and up-to-date investor information is available in the investor section of the company's website at www.kamux.com.

#### THE GOVERNING BODIES OF KAMUX

The governing bodies of Kamux are its General Meeting of shareholders, the Board of Directors and the CEO. The highest decision-making power in Kamux is exercised by the company's shareholders at the General Meeting. The Board of Directors and the CEO are responsible for the management of the company. The Management Team assists the CEO in operative management of the company and the group.

#### **GENERAL MEETING**

The General Meeting of shareholders is the highest decision-making body of Kamux. The Annual General Meeting shall be held once a year by the end of June. It decides on matters in its authority, stipulated in the company's Articles of Association and on proposals made to the Board. The Annual General Meeting normally takes place in March-April.

An Extraordinary General Meeting can be convened if needed. The Board of Directors is required to organize an extraordinary meeting if requested in writing by a company auditor or shareholders holding a minimum of 10 percent of the company's shares in total for the purpose of discussing a spe- date of the General Meeting of shareholders. The notice of the General Meeting and the Board's procific issue. The duties of the General Meeting are defined posals for the meeting are also published as a stock in Kamux's Articles of Association and include: exchange release. The notice of the meeting, the documents to be presented at the General Meeting > Decisions on changes to the Articles of Asso- and the proposals for the decisions of the Board of Directors or other decision-making bodies will ciation: > Adoption of financial statements; also be available on the company's website no later > Use of the profit shown on the balance sheet; than 21 days before the General Meeting.

- > Discharging the members of the Board of Directors and the CEO from liability;

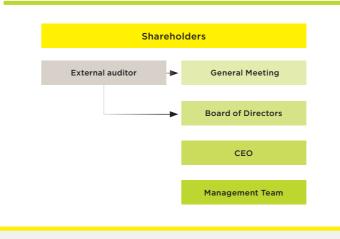
> Decision on the number of members of the Board of Directors;

> Election of the Board of Directors and the decision on their remuneration; and

> Election of the auditor and the decision on his/her compensation.

The notice convening the General Meeting must be delivered to the shareholders by publishing the notice on the company's website or by a newspaper announcement which is published in one or several widely circulated daily newspapers chosen by the Board of Directors, no earlier than three months and no later than three weeks before the meeting, and in any case at least nine days before the record THE BOARD OF DIRECTORS IN 2017

### **KAMUX'S GOVERNANCE STRUCTURE**



#### **BOARD OF DIRECTORS**

The Board of Directors is responsible for the governance of the company and the appropriate organization of its operations. The Board of Directors has not appointed any committees. The Board of Directors can decide on establishing an Audit Committee and a Nomination and Remuneration Committee as well as other permanent committees.

Under Kamux's Articles of Association, the Board of Directors must comprise a minimum of four and a maximum of eight members, who will be elected at the General Meeting. The term of all Board members expires at the end of the Annual General Meeting following their election.

During January 1-March 10, 2017 members of the Board of Directors of Kamux were Matti Virtanen (chairperson), Inka Mero, David Nuutinen, Jokke Paananen and Vesa Uotila.

In the Extraordinary General Meeting on March 10, 2017 Reija Laaksonen was elected as a new member to the Board of Directors. The company's shareholders decided unanimously on March 27, 2017 to elect Harri Sivula as a member of the Board, subject to the company's initial public offering. Sivula's board membership began on May 12, 2017.

In the Annual General Meeting on April 12, 2017, Matti Virtanen, Reija Laaksonen, David Nuutinen, Jokke Paananen, Harri Sivula and Vesa Uotila were elected as members of the Board. Annual General Meeting elected Matti Virtanen as chairperson of the Board.

## **MEMBERS OF KAMUX'S BOARD OF DIRECTORS ON DECEMBER 31, 2017**





#### MATTI VIRTANEN

b. 1958, M.Sc. (Tech.), Finnish national Chairperson of the Board of Directors 2016-. Board member 2016-

#### Key work experience:

- CEO and Managing Partner of Virtanen Consulting GmbH 2003-
- Group CEO of Norpe Oy 2010-2016
- CEO of Perlos Oy 2006-2008
- Vice President of Solectron Corporation and the President of Solectron EMEA 2004-2005
- Vice President of Hewlett Packard & Compag
- Computer 1990-2003
- Executive positions at Nokia 1984-1990

#### Positions of trust:

• Chairperson of the Board of Akaasia Invest AG 2010-• Chairperson of the Board of Akaasia Oy 1993-

• Member of the Board of Sponstore Oy 2015-• Chairperson of the Board of HopLop Holding Oy 2018-

#### **REIJA LAAKSONEN**

b. 1973, M.Sc. (Econ.), Finnish national Member of the Board of Directors 2017-

#### Key work experience:

• Head of Digital at Fazer Confectionery 2015-• Head of Marketing at Fazer Confectionery 2014-2015

 Vice President of Brand Management, Marketing and Media at Fazer 2013-2014 Director of Media Design at Fazer 2012-2013 Media Director at Unilever Nordic in Stockholm

2009-2012 • Various positions at Unilever Nordic and Unilever Finland Oy 2000-2009

#### Positions of trust:

• Member of the Board of Media Audit Finland Oy 2013-2015

• Member of Advertisers association 2009- and Chairman of the sourcing committee of Advertisers association 2017-• Vice Chairperson, Member of the Board of Directors of Marketing Executives Group 2018-

#### DAVID NUUTINEN

b. 1959, M.Sc. (Econ.), Finnish national Member of the Board of Directors 2012-, Chairperson of the Board of Directors 2012-2016

#### Key work experience:

• CEO of DN Advisory Oy 2017-• CEO of Cloetta AB (publ.) 2015-2016 • CEO of Cloetta Suomi Oy 2013-2015 CEO of Leaf Suomi Oy 2005-2013 Commercial Director of Leaf Suomi Oy 2003-2005 Consultant of PepsiCo Beverages International 2003 and Franchise Director 2000-2002 Operations Director of McDonald's Finland 1996-2000

• Various positions at Vaasa Mills Ltd/Cultor Group Finland 1986-1996

#### Positions of trust:

• Member of the Board of EasySoda Oy 2017-• Member of the Board of Splizzeria Oy 2014-2015 • Member of the Board of DNA 2010-2012 · Chairperson of the Board of Chocolate, Sugar, Confectionery and Biscuit Industries Association of the Finnish Food and Drink Industries Federation 2005-2012 • Member of the Board of Turun Vapaavarasto Oy

2005-2012 • Member of commercial practise action group of

the Finnish Association of Advertisers 2005-2009 Member of the Board of Upo-kodinkoneet Ov 1998-2000



#### **JOKKE PAANANEN**

b. 1972, M.Sc. (Econ.), Finnish national Member of the Board of Directors 2011-

#### Key work experience:

• Founding partner and CEO of Intera Partners Oy 2013-Investment Director of CVC Capital Partners

2005-2007, before that Assistant Director of Industri Kapital

#### Positions of trust:

• Member of the Board of Intera Partners Oy 2007-• Chairperson of the Board of RGE Holding Oy, Intera's holding company, 2014-2015 and member of the Board 2015-

• Member of the Board of Evidensia Eläinlääkäripalvelut Oy (formerly Animagi Oy) 2013-2015 • Member of the Board of Normek Group Oy 2008-2017

• Member of the Board of Consti Corporation 2008-2009

#### **VESA UOTILA**

b. 1982, M.Sc. (Econ.), Finnish national Member of the Board of Directors 2016-, deputy member of the Board of Directors 2011-2016

#### Key work experience:

investment professional 2010-• Business management consultant at McKinsey & Company, Inc. 2008-2010

#### Positions of trust:

• Member of the Board of Normek Group Oy 2017-• Member of the Board of Normek Kiinteistöt Oy 2016-

• Member of the Board of KE Holding Oy 2014-• Chairperson of the Board and CEO of Paulatum

Ov 2010-• Deputy member of the Board of Kreate Oy 2014

2012-2013

• Member of the Board of PHX Invest Oy 2006-

2008

Auditor for Studentwork Sharper Ov 2006-2008

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• Shareholder of Intera Partners Oy 2015- and

• Deputy member of the Board of Delete Group Oy

#### HARRI SIVULA

b. 1962, M.Sc. (Admin.), Finnish national Member of the Board of Directors 2017-

#### Key work experience:

• CEO of GS1 Finland Oy 2015-2017

- CEO of Restel Oy 2011-2014 and Executive Vice
- President of Restel Oy 2010 • CEO of Onninen Oy 2006-2010

· Various management positions at Kesko Corporation 1987-2006

#### Positions of trust:

• Member of the Board of TylöHelo AB 2017-

• Chairperson of the Board of MyOpt Consulting Oy 2017-

- Member of the Board of GS1 Finland Oy 2016-
- Member of the Board of Makua Foods Oy 2016-• Member of the Board of Dieta Group Oy 2016-
- Member of the Board of Leipurin Plc 2010-2013
- and 2014-

 Chairman of the Board of Tokmanni Group Plc 2012-

• Member of the Board of Atria Plc 2009-

#### **INDEPENDENCE OF THE BOARD OF DIRECTORS**

According to the Corporate Governance Code, a majority of the Board members shall be independ- The Board of Directors conducts an annual self-evalent of the company, with at least two of these members also being independent of the key sharehold- self-evaluation was carried out in 2017 as well. ers of the company. The Board of Directors shall assess annually the independence of its members times a year and arranges additional meetings in relation to the company and its significant share- if needed. The Board of Directors convenes for a holders.

were assessed to be independent of the company other things. The members of the Management in accordance with the Finnish Corporate Govern- Team who regularly attend Board meetings include ance Code for listed companies, except for Mat- the CEO and CFO, who are not Board members. ti Virtanen and David Nuutinen, and independent sultancy agreement through his company DN Advi- meeting concurs. sory Oy until September 30, 2017. Jokke Paananen and Vesa Uotila are partners of Intera Partners Oy. times in total, with an average attendance rate of

#### **RULES OF PROCEDURE OF** THE BOARD OF DIRECTORS

Chairperson are defined in the written Rules of Pro- 12, 2017), David Nuutinen (20/20), Jokke Paananen cedure drafted by the Board. In accordance with (19/20), Harri Sivula (7/8, on the Board starting May the Rules of Procedure and the Finnish Limited Li-12, 2017) and Vesa Uotila (20/20). ability Companies Act, the duties of the Board of Directors include among others:

- statements and interim reports;
- of accounts and finances;
- Meeting and convening a General Meeting;
- risk management principles;
- Adopting annual budgets and action plans;
- his or her service;
- Deciding on the company structure;
- and

• Deciding on other statutory matters that fall within the purview of the Board.

uation of its operations and working methods. The

The Board of Directors convenes regularly ten strategy meeting at least once a year to approve In 2017, members of Kamux's Board of Directors the Company's long-term strategic goals, amongst

The Board of Directors constitutes a quorum from shareholders, except for Jokke Paananen and when more than one-half of its members are pres-Vesa Uotila. Matti Virtanen holds a consultancy ent. The decisions of the Board require a simple maagreement with Kamux through his company Virta- jority. In case of a tie vote, the decision will be based nen Consulting GmbH. David Nuutinen held a con- on the opinion with which the Chairpersons of the

In 2017, the Board of Directors convened 20 97.4 percent at the meetings. The members attended the meetings as follows: Matti Virtanen (20/20), Reija Laaksonen (16/16, on the Board starting March The main duties of the Board of Directors and its 10, 2017), Inka Mero (9/10, on the Board until April

#### **DIVERSITY OF** THE BOARD

• Preparing the Board of Directors' reports, financial Kamux's Board of Directors has adopted a diversity policy. Kamux's diversity policy promotes balanced • Ensuring the appropriate arrangement and control gender diversity when electing Board members and includes Board members having skills and ex-• Preparing proposals to be addressed in a General perience in different business areas (including international business, sales and marketing) that com-• Approving and adopting strategic guidelines and plement each other and support important Kamux functions. The diversity of the Board of Directors is supported by the diverse professional and educa-• Appointing the CEO and deciding on the terms of tional background of members as well as consideration for the age distribution.

A person elected as a member of the Kamux • Deciding on major acquisitions and investments; Corporation's Board of Directors must have qualifications required for the task and skills fitting the

competence profile of Kamux's Board of Directors, CEO as well as adequate availability for carrying out The CEO's task is to manage Kamux's operations their duties. When electing Board members, the in accordance with the rules and instructions given goal is to ensure that the Board of Directors as a by the Board of Directors as well as to report to the whole supports the development of Kamux Corpo- Board of Directors on the development of Kamux's ration's current and future business.

In 2017, Kamux's Board of Directors consisted of both genders in accordance with the diversity tors is responsible for the operative management policy. During 2017 in the selection of new Board of Kamux. The CEO's duties include preparing matmembers was paid attention, that the representa- ters to be decided by the Board of Directors, develtion of both genders was maintained. Reija Laak- oping Kamux's operations together with the Board sonen was elected to the Board in 2017. Her mem- of Directors in accordance with the set objectives bership strengthens especially the marketing and and ensuring the appropriate implementation of digitalization competence of the Board. In connec- the decisions of the Board of Directors. The CEO tion to the initial public offering, Harri Sivula was is also responsible for the organization of Kamux's elected as a member of the Board. His member- day-to-day governance and he oversees that the ship significantly strengthens the knowhow of list- company's financial matters are organized in a reed company operations as well as retail business liable manner. The CEO also ensures that Kamux knowledge. Sivula has experience both from the complies with the existing laws and applicable regoperative management of a listed company and ulations. The CEO chairs the meetings of Kamux's from operations of the Board.

The financial benefits of the Board members have been reported in the separate Kamux Remu- decides on the remuneration and other terms and neration Report.

#### KAMUX CORPORATION'S **BOARD OF DIRECTORS'** HOLDINGS IN THE COMPANY:

Member	Shares December 31, 2017
Matti Virtanen	135,610
Reija Laaksonen	4,348
David Nuutinen	22,400
Jokke Paananen	-
Harri Sivula	35,000
Vesa Uotila	-

business and financial situation.

The Board of Directors appoints the CEO and conditions of the position of CEO. The terms and conditions of the position of the CEO are defined in a written CEO contract approved by the Board of Directors. The CEO is appointed for the post until further notice. The financial benefits of the CEO are reported in the separate Remuneration Report of Kamux Corporation. The Board of Directors has the right to dismiss the CEO. The CEO cannot be elected as Chairperson of the Board of Directors.

Juha Kalliokoski serves as the CEO of Kamux Corporation, appointed by Kamux's Board of Directors.

The CEO appointed by Kamux's Board of Direc-Management Team.

### **MANAGEMENT TEAM**



#### JUHA KALLIOKOSKI

#### CEO

b. 1970. police officer and trade technician Finnish national

#### Key work experience:

• Kamux's CEO and member of the Management Team 2001-

 Local Director of Forssan Laatuauto 2000-2003 Sales Manager and Partner of Skapat Oy 1999-

2000 Car Salesman and Sales Manager of Oy Autokuvio

Ab 1994-1999 • Representative of Edustusliike Juha Kalliokoski representative business and entrepreneur 1990-1991

#### Positions of trust:

• Member of the Board of Stofix Oy 2014-Member of the Board of Silmäasema Fennica Oy



#### **TAPIO ARIMO**

#### CFO

b. 1972, M.Sc. (Econ.), MBA, Harvard Business School Program for Leadership Development. Finnish national

#### Key work experience:

• Kamux's CFO and member of the Management Team 2015-

• Director of channel operations in the Microsoft Mobile Sales Operations Department of Microsoft Corporation 2014-2015

• Finance Director in the Smart Devices unit of Microsoft Corporation/Nokia Corporation 2012-2014 • Finance Director in different units of Nokia Corporation 2005-2011

Nokia Corporation Mobile Phones, Entry Business

Line Business Controller 2004-2005 • Manager, Mergers and Acquisitions at Nokia Corporation 2000-2004

 Analyst at Goldman Sachs International Investment Banking Division 1997-2000

#### Positions of trust:

• Member of the Board of Blueberry Capital Oy 2015-



#### **OLLI KILPI**

Director of International Business b. 1966, M.Sc. (Econ.), Finnish national

#### Key work experience:

• Kamux's Director of International Business and member of the Management Team 2017-

- CEO of Svenska McDonald's AB 2014-2016
- CEO of McDonald's Norge AS 2009-2013
- Marketing Director of Svenska McDonald's AB 2007-2009
- Director of Marketing and Communications at

McDonald's Oy 2004-2007 Nordic Marketing Director of Henkel Norden Lau

ndry & Homecare Division 1998-2004 Various positions at Procter & Gamble 1993-1998



#### **TOMMI IISKONMÄKI**

#### **HR** Director

b. 1977. Officer from the Finnish National Defence University, Finnish national

#### Key work experience:

• Kamux's HR Director and member of the Manage ment Team 2015-

 Director of Human Resources of CHS Group and Managing Director of Tempro Ov 2011-2015 Assistant Chief of Department of the Army Acade my of the Finnish Defence Forces 2010-2011 • Watchkeeper of the European Union Forces in

Chad/CAR 2008-2009 · Cadet Course Director of the Army Academy of the Finnish Defence Forces 2008-2010

 Section Leader of the Army Academy of the Finnish Defence Forces 2003-2008 Instructor officer at the Reserve Officer School of

the Finnish Defence Forces 2001-2003 • Entrepreneur 1995-1997

Positions of trust: Member of the Supervisory Board at Ilkka-Yhtymä Corporation 2010-• Member of the Board of Teollisuuden Vesi Oy 2016-

### KAMUX CORPORATION'S MANAGEMENT **TEAM'S HOLDINGS IN THE COMPANY:**

MEMBERS OF THE MANAGEMENT

The Management Team supports the CEO in implementing the

company's strategy. The role of the Management Team is to

manage Kamux's business operations as a whole. The members

of Kamux's Management Team have specific authority in their

individual areas of responsibility, and their duty is to develop

Kamux's operations in line with the targets set by the Board of

Directors and the CEO of the company. The Management Team

convenes regularly each month or when necessary.

**TEAM DECEMBER 31, 2017** 

Member	Shares December 31, 2017
Juha Kalliokoski	5,635,500
Tapio Arimo <sup>(1</sup>	276,038
Satu Heikkilä	37,501
Tommi liskonmäki	37,947
Olli Kilpi	26,100
Jussi Mäkinen	1,365,000
Tero Törmänen	52,174
1) The shares are owned by investment of Arimo's authority	company Blueberry Capital Oy, which is under Tapio



# SATU HEIKKILÄ

#### b. 1967. M.A., Finnish national Key work experience:

2009-2011

mio 2002-2003

at Adulta Ov 1992-2000





#### b. 1977, M.Educ., Finnish national

Country Director, Finland

Key work experience:

Renko 2002-2003

• Kamux's Finnish Country Director 2015-, member of the Management Team 2010-

- Kamux Suomi Area Manager 2013-2015
- Kamux Suomi Sales Director 2010-2013 Autotalo Laakkonen Ov Director 2008-2010
- Sales Manager of Oy Autokuvio Ab 2005-2008 Sales Manager of Forssan Laatuauto 2003-2005
- Primary school teacher in the municipality of

#### **TERO TÖRMÄNEN**

#### **Purchasing Director**

b. 1974, Vocational Qualification in Business and Administration, Executive Development Program for Automotive Industry, Finnish national

#### Key work experience:

 Kamux's Purchasing Director and member of the Management Team 2017-

- Sales Director of LänsiAuto 2016-2017
- Helsinki Area Region Manager of LänsiAuto 2014-2016
- Espoo Branch Manager of LänsiAuto 2009-2014
- Sales Manager of trade-in cars at AutoJalonen/ LänsiAuto, Espoo 2004-2009
- · Salesperson of trade-in cars at AutoJalonen/Län-
- siAuto, Espoo 1997-2004
- Employee at Törmäsen Auto 1989-1997

# Director of Marketing and Communications

• Kamux's Director of Marketing and Communications and member of the Management Team 2015-Marketing Director of Suomen Terveystalo Oy

 Marketing Director of Fonecta Ov 2007-2009 • Marketing Manager of ISS Palvelut Oy 2003-2007 · Communications Consultant at Viestintä Oy Pree-

• Account Director and copywriter/journalist at OnePartner Oy advertising agency 2000-2002 Training Manager and Deputy Head of Department

#### MAIN PRINCIPLES OF RISK MANAGEMENT

ing of customer promises, profit development, tions, are followed. The specific objective of the inthe ability to pay dividends, shareholder value, re- ternal control over financial reporting is to ensure sponsible operating practices and the continuity that interim reports, half-yearly reports, financial of business. Kamux has harmonized and efficient statement bulletins and other financial reporting as methods to identify, assess and manage risks and well as financial statements and annual reports are their consequences.

risk management principles approved by the com- the company. The Board of Directors of the company's Board of Directors.

and appropriate identification, assessment, man- internal control and risk management system. agement and monitoring of risks. It is an essential husiness

Management Team are each responsible for their cies and takes adequate corrective actions. own areas. The Management Team regularly reports to the Board of Directors about risks and internal controls related to the preparation of the management measures. The Board of Directors financial statements and financial reporting proprocesses the most significant risks and measures cesses. This initiative consisted of assessment of to manage them and assesses the effectiveness essential risks relating to the financial statements and efficiency of risk management. The CFO is re- and financial reporting process, and identification sponsible for coordinating risk management.

agement.

#### INTERNAL CONTROL AND AUDITING

The objective of internal control in Kamux is to and assessments to review that the control enviensure that business operations are efficient and ronment has been implemented in all Kamux operprofitable, financial reporting is reliable, and that ating countries.

laws and regulation applicable to the company's The aim of risk management is to ensure the keep- business, as well as the company's internal instrucreliable and are prepared in accordance with the Kamux complies with the internal control and accounting and reporting principles adopted by pany is responsible, in accordance with its rules of Risk management is a systematic activity, the procedure, for monitoring the process of financial purpose of which is to guarantee comprehensive reporting and the effectiveness of the company's

The CEO is operationally responsible for the orpart of Kamux's planning and management pro- ganization of internal control. This includes ensurcess, decision-making, daily leadership, operations, ing that the company has implemented adequate and supervision and reporting procedures. Risks internal control mechanisms as stipulated in the are assessed and managed in a business-oriented operating principles defined by the Board of Difashion and comprehensively. This means that the rectors. The CEO, supported by the Management key risks are identified, assessed, managed, mon- Team, is responsible for ensuring that the Group itored and reported on systematically as part of operates in accordance with the agreed principles in day-to-day operations, follows laws and regula-The Group's CEO and other members of the tions, reacts to identified exceptions and deficien-

As part of the listing process, Kamux developed and documentation of the key control points for Kamux has documented the common operat-related processes in a consistent documentation ing principles as a Code of Conduct, which is avail- model. In connection with this process, a responable in Finnish, Swedish, German and English. The sible person has been defined for each control Code of Conduct is part of preparatory risk man- point, and the adequacy of the control design has been evaluated. Development of internal controls continued in 2017 and included the design of the monitoring process of the controls' effectiveness,

Kamux's Board of Directors has assessed that due to the nature of the company's operations, number of employees and geographical scope, it is not appropriate to organize internal audit as evaluate on a yearly basis whether such function service of Euroclear Finland Ltd. should be established. The company's Board of Dies to carry out specific internal audit assignments.

#### AUDIT

period is the calendar year.

organization approved by the Central Chamber ing financial markets. of Commerce. The auditor is elected at the Annual General Meeting of shareholders for a term that ends at the conclusion of the Annual General Meeting following the election.

In 2017, PricewaterhouseCoopers Oy was the auditor for Kamux, with CPA Janne Rajalahti as the principal auditor.

In 2017, the auditors were paid a total of EUR 96 thousand for auditing services and a total of EUR 592 thousand for other advisory services related to auditing.

#### **INSIDER MANAGEMENT**

Kamux Corporation observes the insider guidelines approved by the Board of Directors, which is based on the market abuse regulation, the insider guidelines of Nasdaq Helsinki Ltd and other appropriate rules and regulations.

The CFO is responsible for insider matters at Kamux Corporation. The company compiles a list of permanent insiders and also maintains a list of project or event-specific insiders needed at a given a separate function. The Board of Directors shall time. The insider lists are maintained in the SIRE

People in management positions at Kamux and rectors may use either internal or external resourc- their immediate circle are required to declare their business transactions in shares of Kamux Corporation or other financial instruments based on them.

People in management positions at Kamux and The statutory audit covers the company's account- possible permanent insiders defined by Kamux ing, financial statements and administration for may not, on their own account or on the account of the accounting period. The auditor of the parent a third party, carry out business transactions in the company must also audit the consolidated finan-shares of Kamux Corporation or other financial incial statements. The auditor provides the compa-struments based on them during the silent period. ny's shareholders with a statutory auditor's report The silent period begins 30 days before the publiin connection with the company's annual financial cation day of the Kamux financial statement bullestatements and regularly reports its audit observa- tin, half-yearly report, interim report or preliminary tions to the Board of directors. Kamux's financial information thereof including the publication day.

Kamux has an internet-based notification chan-According to the company's Articles of Associ- nel that enables anonymous reporting of suspectation, the company's auditor must be an auditing ed infringement of rules and regulations concern-

# **REMUNERATION REPORT 2017**

The following Kamux Remuneration Report 2017 for consultancy services related to the developcomplies with the Finnish Corporate Governance ment and management of Kamux's business op-Code for Listed Companies (2015).

Kamux is to support the company's competitive- travel expenses and the parties agreed separateness and long-term success. The objective of re- ly on a bonus based on the results of the consulmuneration programs is to encourage key persons tancy services. and the entire personnel to commit to persevering work towards reaching their personal and com- REMUNERATION OF THE CEO AND mon goals and to create shareholder value.

nually decides on remuneration paid to the Board of Directors and the principles for the compensa- Team members comprises a monthly salary as well tion of expenses.

27, 2017 by unanimous decision that the Chairperson of the Board of Directors will be paid Team are based on personal targets and certain EUR 36,000 per year for Board duties, and other profitability targets set for the financial period. members of the Board of Directors will be paid The share of the result-based remuneration can be EUR 20,000 per year for Board duties.

ly for Board meetings. Travel expenses resulting from Board meetings will be compensated against agement Team are entitled to a car and mobile reasonable invoices. Remuneration for the com- phone benefit. Other members than the CEO are pany's Board members does not include pension entitled to car benefit. One of the Management payments.

Kamux and Virtanen Consulting GmbH (consultancy firm under Chairperson of the Board CEO'S AND MANAGEMENT Matti Virtanen's authority) signed a consultancy agreement on February 1, 2016, based on which Virtanen Consulting GmbH will be paid a separate utory pension. The CEO's retirement age is detercontractual fee of EUR 9,000 per month for con- mined by the statutory pension system and is 63 sultancy services related to Kamux's international- years according to applicable legislation. ization. In addition, Kamux has paid EUR 62,000 Kamux's IPO during the second quarter of 2017.

signed a consultancy agreement on January 5, payment corresponding to 12 months' full salary. 2017, which ended on September 30, 2017. Based on the agreement, DN Advisory Oy was paid a members is three months excluding one member separate contractual fee of EUR 7,500 per month of the Management Team whose notice period

erations in Sweden. In addition to a monthly fee, The objective of the remuneration scheme at the company compensated for DN Advisory Oy's

# MANAGEMENT TEAM MEMBERS

The company's Board of Directors decides on the **REMUNERATION OF THE BOARD OF DIRECTORS** remuneration of the CEO and the Management Kamux Corporation's Annual General Meeting an- Team members and the principles of remuneration.

The remuneration of the CEO and Management as a bonus, the terms of which are decided by the The company's shareholders decided on April Board of Directors annually. The bonuses to be paid to the CEO and members of the Management a maximum of 50 percent of the fixed salary for Board members will not be paid separate- the CEO and other Management Team members.

> The CEO and other members of the Man-Team members has a internet connection benefit.

# TEAMS TERMS OF SERVICE

Kamux's CEO Juha Kalliokoski is entitled to a stat-

The CEO's period of notice determined by the to Virtanen Consulting GmbH for work related to CEO contract is six months, with a right to receive salary during the notice period. If the company Kamux and DN Advisory Oy (consultancy firm terminates the contract of employment, the CEO under Board member David Nuutinen's authority) is, under certain conditions, entitled to a severance

The notice period of other Management Team

pension system and is 63 years according to the Kamux share in November 2017. applicable legislation.

#### SHARE-BASED INCENTIVE PROGRAMS

share-based incentive program is to align the tarprogram based on earning and accruing of shares. agement Team. Kamux did not have a long-term share-based incentive program for 2017.

tors, the earnings criterion applicable for the 2018 tors. earnings period is achieving the EBIT target for 2018 set by the Board of Directors. Any reward **CO-INVESTMENT ARRANGEMENTS** monetary sum required to cover the taxes for the the reward, no reward will normally be paid.

The Board of Directors has selected approxconditions of the share-based remuneration plan, the Board of Directors may decide to accept new period

If the maximum target level set for the earnwards paid under the 2018 share-based remuner- issues in early 2017.

is six months. The members of the Management ation plan would be up to approximately EUR 1,0 Team are entitled to salary during their notice pe- million (gross), which is estimated to correspond riod. The retirement age of the members of the to up to approximately 150,000 Kamux shares, Management Team is determined by the statutory calculated on the basis of the average price of the

The net shares paid as a reward will be subject to a transfer restriction during the commitment period. The commitment period begins when the On April 27, 2017, Kamux's Board of Directors de- reward is paid and ends on 31 December 2020. A cided to establish a share-based incentive program member of the Group's Management Team must for Kamux's key personnel. The objective of the own half of the net shares received as a reward based on the plan until his/her shareholding in gets of shareholders and key personnel in order to the company corresponds to the value of his/her increase the long-term value of Kamux as well as to annual salary (ownership obligation). Each particstrengthen the commitment of the key personnel ipant must own this number of shares for as long to Kamux and offer them a competitive incentive as he/she remains a member of the Group's Man-

The issuance of shares in accordance with the terms and conditions of the share-based incen-As part of a share-based incentive program, tive plan is based on the authorisation given to the Board of Directors of Kamux Corporation de- the Board of Directors of Kamux on 12 April 2017 cided on 13 December 2017, to approve the de- by the shareholders of the company by a unanitailed terms and conditions of the share-based mous decision. The Board of Directors of Kamux incentive plan for the Group's key personnel for is authorised to decide on issuing a maximum of 2018. The earnings period for the share-based in- 300,000 new and/or existing shares to reward centive plan is the 2018 calendar year. The amount Kamux's key personnel in accordance with the of any gross reward paid pursuant to the plan for share-based incentive program. The intention is the earnings period will be determined by the to extend the share-based incentive plan with achievement of goals set as the earnings criteria. corresponding new earnings periods beginning According to the decision by the Board of Direc- annually at the discretion of the Board of Direc-

resulting from the plan will be paid after the end Kamux has implemented co-investment arrangeof the earnings period, by the end of May 2019, in ments for certain key personnel pursuant to which the company's shares unless the Board of Direc- the employees covered by the arrangement have tors decides to pay the reward partly or fully in invested in Kamux's shares. The co-investment cash. The reward to be paid will consist of the net arrangements have been implemented between number of shares that remain after deducting the 2011 and 2017 with key personnel employed by Kamux and members of the company's Board of confirmed reward. If a key person's employment Directors. The co-investment arrangement option or service relationship ends before the payment of ended when the company was listed on the stock exchange.

The holdings of the key personnel who have imately 20 key persons as eligible to participate invested in shares after the 2011 arrangement are in the incentive plan. According to the terms and in the scope of the IFRS 2 - Share-based Payment. Investments made by key personnel have been carried out on the same valuation basis and participants in the scheme during the earnings substantially on the same terms as the investments made by Intera.

Key personnel subscribed for shares for a toings criterion is achieved, the total amount of re- tal value of EUR 676 thousand in directed share

#### **REMUNERATION OF THE BOARD OF DIRECTORS IN 2017**

By unanimous decision made by the shareholders Remuneration of Kamux's CEO and members of on April 27, 2017, it was decided that the Management Team consists of an annual salary

paid EUR 36,000 annually by the company's Board of Directors each year.

20,000 annually

rate remuneration for Board meetings.

ber 31, 2017, the members of the Board of Directors Management Team members. were paid the following remuneration decided by the General Meeting:

# **BOARD OF DIRECTORS BENEFITS**

(ELIR	тноі	JSAND)
(EUR	THUC	JSANDI

	2017	2016
Matti Virtanen (from Jan 29, 2016)*	198	137
Reija Laaksonen (from Mar 3, 2017)	15	-
David Nuutinen**	107	13
Jokke Paananen	13	-
Harri Sivula (from May 12, 2017)	13	-
Vesa Uotila	13	-
Inka Mero (from Jan 29, 2016 until April 12, 2017)	4	11
Alexej von Bagh (until Mar 24, 2016)	-	3
Total	365	163

\* Matti Virtanen's benefits include EUR 166 thousand (EUR 117 thousand in 2016) consulting fees of Virtanen Consulting GmbH. \*\* David Nuutinen's benefits include EUR 90 thousand (EUR 0 thousand in 2016) consulting fees and bonuses of DN Advisory Oy.

#### **REMUNERATION OF THE CEO** AND THE MANAGEMENT TEAM

• the Chairperson of the Board of Directors will be and a bonus. The terms of the bonus are decided • the members of the Board will be paid EUR The bonuses of Kamux's CEO and Management Team are based on personal targets and certain • the members of the Board will not receive a sepa- profitability targets set for the financial period. The share of the result-based remuneration can be a maximum of 50 percent of the fixed salary for the During the financial period that ended on Decem- CEO and 50 percent of the fixed salary for other

#### **REMUNERATION OF KAMUX'S CEO** (EUR THOUSAND)

	2017	2016
Salaries, bonuses and benefits	232	249
Pension costs - payment-based arrangements	58	61
Total	290	311

#### SALARIES AND BONUSES OF KAMUX'S MANAGEMENT TEAM MEMBERS

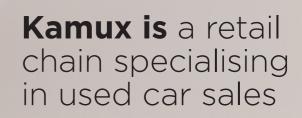
(EXCL. CEO) (EUR THOUSAND)

	2017	2016
Salaries, bonuses and benefits	768	776
Pension costs - payment-based arrangements	191	185
Total	959	960

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# FINANCIAL STATEMENTS



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# **REPORT BY THE BOARD OF DIRECTORS AND CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2017**

Kamux's (Company ID 2442327-8) business is based on an effective integrated business model in the sale of used cars. Kamux's goal is to continuously develop its operations and services to better meet customers' needs. In the presentation of consolidated financial statements. Kamux also focuses on information relevant to the users of financial statements and strives to report Kamux's financial performance in 2017 and 2016 clearly and concisely. In addition to primary statements the consolidated financial statements include five sections: Basis of Preparation and Information on Kamux, Key Performance Metrics of Kamux Group, Net Working Capital, Net Debt and Contingencies and Other Notes. Each part also explains related significant accounting principles. This manner of presenting information aims at providing the reader with a clear understanding of the Group's financial position and on how the applied accounting policies impact the figures presented in the financial statements.

# **REPORT BY THE BOARD OF DIRECTORS 2017**

#### **KAMUX'S OPERATING ENVIRONMENT**

Kamux is a retail chain specialising in used car sales. Kamux had 41 car showrooms in Finland, 10 in Sweden and 2 in Germany as of December 31, 2017.

The development and growth of the used car market is most affected by general economic conditions, the development of the population and urbanization. Consumer behavior and consumers' willingness to own a car have changed noticeably ly by the opening of new showrooms. The growth in recent years. However, the impacts of the sharing economy and new forms of mobility on the used car market are expected to be small. Political debate on possible emission limitations and bans, car or fuel taxes and increased safety requirements is ongoing in Europe. These factors, if realized, can have an impact on the development of the used car market.

In 2017 the market situation in Kamux's operating countries varied. In Finland the year was a challenging one for car sales. In the beginning of 3.4% and amounted to EUR 18.6 million (18.0), or the year, the car taxation issue, which was part of the road transport report published by the Ministry of Transport and Communications, and the public fuel debate caused temporary uncertainty among consumers. This lead to increasing inventories of used cars, impacting pricing and the competitive situation in the marketplace. On the other hand, economic recovery has increased consumer confidence, especially in the latter half of the year, and the overall used car market grew slightly in Finland in 2017.

The market for used cars in Sweden decreased slightly in 2017. In Sweden, the structure of the market differs from Finland in that the consumer to consumer share of the total used car market is higher. There is no comparable nationwide retail chain specializing in the sale of used cars. Kamux's market share in Sweden is only about half a per cent, and the company therefore has abundant growth opportunities.

During the year, the German media discussed 0.30 (0.29). diesel emissions and restricting the use of older emission class diesel cars in the centers of certain major cities, in which the air quality is a concern. In Germany, the proportion of diesel cars in 2017 was over 30% of all passenger cars, or about 15 million ous year, amounting to EUR 372.4 million (343.2). cars. The number of vehicles powered by other The number of cars sold during 2017 increased

Net financial items were EUR -0.8 million (-1.0). The result before taxes amounted to EUR 15.5 million (14.6). Taxes amounted to EUR 3.8 million (3.6). The effective tax rate for the financial year is 24% (25%). Profit for the period amounted to EUR 11.7 million (11.0).

SEGMENTS

power sources than gasoline or diesel fuel was still below 2% in 2017. The German used car market declined slightly in 2017.

#### **GROUP REVENUE AND PROFIT IN 2017**

Revenue increased by 12.4% compared to the previous year and amounted to EUR 454.9 million (404.8). The increase in revenue was driven mainwas fully organic. The number of cars sold by Kamux in Finland, Sweden and Germany amounted to 40,957 (36,290). In connection with the sale of used cars Kamux offers its customers commission-based services such as insurance and financing services, and a liability extension, Kamux Plus, that supplements the seller's statutory liability. Kamux's integrated services revenue was EUR 22.8 million (19.3).

The adjusted operating profit increased by 4.1% (4.4) of revenue. The adjustment items to the operating profit totaled EUR 2.4 million (2.3) for 2017. The adjustment items include EUR 1.2 million of expenses related to Kamux's listing, EUR 0.7 million related to strategic planning and implementation of the strategy, and EUR 0.4 million related to geographical expansion. In the comparison period, the adjustments also included a cash-settled share-based payment of EUR 0.3 million related to redemption of treasury shares.

Kamux's operating profit increased by 3.6% as compared to the previous year, amounting to EUR 16.2 million (15.7).

The basic earnings per share amounted to EUR

# Finland 2017

Revenue increased by 8.5% compared to the previ-

mainly due to the sales of the new showrooms.

Integrated services revenue increased to EUR to the new showroom opened in December 2016. 20.6 million (17.7) during 2017, or 5.5% of revenue million (22.2), or 6.2% of the revenue (6.5).

lisalmi in May, Espoo Olarinluoma in August and Kaarina in November. We achieved a significant The shop-in-shop has strong expertise in the sales of hybrid, electric, natural gas and ethanol cars. In addition, Kamux expanded its operations in Lahti utility vehicle showroom in July, in Vantaa Airport showroom in August and in Kuopio in October with the opening of a new utility vehicle point to complement the Kuopio showroom.

#### Sweden 2017

Revenue increased by 20.2% compared to the previous year, amounting to EUR 73.2 million (60.9). The number of cars sold during 2017 increased by 686 or 16.7%, and amounted to 4,784 (4,098). The further develop the operations in Sweden.

1.8 million (1.4), or 3.0% (2.8) of the total external revenue. Operating loss decreased compared to the previous year, amounting to EUR -0.1 million with our strategy. (-1.5).

in Örebro and in December Kamux opened a new lease agreement in Jönköping. The new showroom was taken into use in the beginning of 2018 and allows the car offering to nearly triple in Jönköping.

Robin Toss started as Country Director, Sweden Finland and has excellent competences in chain management, building a retail network and business development.

#### Germany 2017

by 2,973, or 9.5% compared to the previous year. The number of cars sold during 2017 increased by amounting to 34,348 (31,375). The growth was 1,008 or 123.4% compared to the previous year, amounting to 1,825 (817). The growth was mainly due

Integrated services revenue increased to EUR 0.5 (5.2). Operating profit increased by 4.0% com- million (0.1), or 2.2% (1.3) of the total external revepared to the previous year, amounting to EUR 23.1 nue. Operating loss increased compared to the previous year, amounting to EUR -1.9 million (-0.7). The During 2017, Kamux opened 5 new showrooms increase in the operating loss was mainly due to the in Finland: Turku in February, Espoo Koskelo and increase in expenses as the company builds the organization for future growth.

The main event in Germany during 2017 was the milestone in November by establishing a Kamux official opening in January 2017 of the showroom in Green shop-in-shop in Helsinki's Konala showroom. Nedderfeld, which started its operations in December 2016. In October, Kamux appointed Oliver Michels as Country Director for Kamux Germany and Managing Director for Kamux Auto GmbH. Michels has previously worked as a Managing Director at GARPA and Orlen Deutschland and as a strategy consultant. Mr. Michels has experience in retail chain expansion, defining customer journeys, building up operations, and acquiring new customer segments. Mr. Michels started his duties in January 2018.

#### CONSOLIDATED BALANCE SHEET AND **FINANCIAL POSITION**

The group's consolidated balance sheet total amountgrowth was mainly due to the opening of a new ed to EUR 103.0 million as of December 31, 2017 showroom in July 2016 and the actions taken to (78.4), of which total equity amounted to EUR 58.9 million (28.9). The amount of net debt was EUR 7.3 Integrated services revenue increased to EUR million (30.9). Non-current bank loans amounted to EUR 22.4 million (25.4). The balance sheet of the company is strong, allowing business growth in line

In 2017, the company issued a total of 117,622 new In June 2017, Kamux expanded its showroom shares in share issues directed to the company's new key employee and the new members of the Board of showroom in Karlstad. In July Kamux signed a new Directors, resulting in gross proceeds of EUR 0.7 million to the company.

In May 2017, Kamux was listed on the Nasdaq Helsinki main market. Kamux issued 2,852,853 new shares in the initial public offering. Gross proceeds on January 1, 2018. Mr. Toss has previously worked from the issue amounted to EUR 20.5 million. A total in several positions at McDonald's in Sweden and of EUR 0.8 million, net of taxes of related expenses was deducted from the gross proceeds.

Kamux has entered into a five-year loan facility agreement of EUR 50 million with Nordea Bank AB (publ), Finnish Branch. The facility agreement was amended in April 2017 and now includes a five-year Revenue increased by 110.4% compared to the pre-term loan of EUR 30 million and a revolving credit favious year, amounting to EUR 22.8 million (10.8). cility of EUR 20 million. Of the revolving credit facility,

EUR 10.0 million is available as a multi-currency fa- Development Manager Ismo Kiviniemi and Finland cility, which Kamux entered into in December 2016. The term loan of EUR 30 million is currently repaid in bi-annual installments of EUR 1.5 million. In addition to the revolving facility, Kamux has a lease guarantee facility of EUR 0.4 million.

amounted to EUR 55.2 million (47.9).

year 2017 amounted to EUR 6.5 million (-1.1). Cash and cash equivalents at the end of the period amounted to EUR 18.1 million (0.7).

Equity ratio at the end of the period was 57.2% Kamux's number of employees on December 31, and return on equity was 26.6% (43.8).

#### CAPITAL EXPENDITURE, **RESEARCH AND DEVELOPMENT**

Kamux's capital expenditure for 2017 amounted to and ordinary maintenance in the showrooms. Kamux's research and development costs are mainly related to further development of the company's retail concept and improving its business processes.

During 2017, Kamux invested in matters related to the opening of new showrooms, such as refurbishments, equipment and fixtures, as well as in digitalization projects, such as CRM/ERP systems, analytics, tems. The company financed these investments with the existing cash and cash equivalents, and cash flow from operations.

#### **BOARD OF DIRECTORS**

Kamux's Board of Directors consisted of the following members at the beginning of 2017: Matti Virtanen, Inka Mero, David Nuutinen, Jokke Paananen and Vesa Uotila.

New members were elected and joined the Board during 2017: Reija Laaksonen on March 10, and Harri

In autumn 2017, Kamux defined the material cor-Inka Mero's Board membership ended on April 12, porate responsibility themes of its operations. The materiality definition was based on information gathered from Kamux's management, personnel and stakeholder groups in a Management Team workshop and stakeholder interviews. The criteria used for the themes were the economic impacts of operations, including risks and possibilities, en-

Sivula on May 12. 2017 at the Annual General Meeting. MANAGEMENT TEAM Kamux Management Team consisted of the following members in the beginning of 2017: CEO Juha Kalliokoski, CFO Tapio Arimo, Communications and Marketing Director Satu Heikkilä, HR Director Tommi vironmental impact, and the impacts on people. liskonmäki, Purchasing Director Jyri Kalliola, Business Kamux's material responsibility themes are Code

Country Director Jussi Mäkinen. On February 1, 2017 Jyri Kalliola started as Operations Director, Kamux Germany and left the

Kamux Management Team. Ismo Kiviniemi left the Kamux Management Team on February 28, 2017. Net working capital amounted to EUR 49.5 mil- New members who joined the Kamux Managelion as of December 31, 2017 (43.3). Value of inventory ment Team in 2017 were Tero Törmänen, who started as Purchasing Director on February 1, 2017, and Kamux's cash flow from operating activities during Olli Kilpi, who started as Director of International Business on May 2, 2017.

#### PERSONNEL

(36.9). Return on capital employed was 17.2% (22.5) 2017 was 597 (552), including all active full-time and part-time employees. The number of personnel in the Group converted to full-time equivalent (FTE) employees was 418 (343). The Group's total number of personnel grew by 75 FTEs during the year. The growth in the number of personnel is due EUR 1.2 million (2.1), consisting mainly of IT systems to the opening of new showrooms in Finland, Sweden and Germany, as well as the increase of staff in existing showrooms and head-office.

	2017	2016
Employees December 31	597	552
FTE employees on average	418	343
Wages and salaries (EUR million)	17.6	16.0

data management and financial administration sys- The average number of FTE employees was divided by country as follows:

	2017	2016
Finland	334	280
Sweden	59	47
Germany	26	16

During 2017, induction and additional training was given especially for employees in the customer interface in all countries.

## **CORPORATE RESPONSIBILITY**

of Conduct, fair and rewarding employer, excellent company in reaching its financial targets. customer experience, profitable growth and reasonable use of resources.

#### **Code of Conduct**

Defined in 2017, the Code of Conduct instructs all Kamux employees in their daily work and operations. The Code of Conduct is available in Finnish, English, Swedish, and German. The Code of Conduct applies to Kamux's cooperation with our suppliers as well. We require that our suppliers comply with good business practices. This principle, among others, has been incorporated into our procurement guidelines drafted in 2017. Each Kamux employee has the possibility to report suspected infringements of rules, regulations, and the Code of Conduct through a whistleblowing channel. No reports were made through the whistleblowing channel in 2017.

#### Fair and rewarding employer

Kamux's enthusiastic, committed and skilled personnel form the foundation of our operations. Freedom, as well as responsibility, are important values at Kamux. Committed and motivated personnel is systematic investments in the well-being, training, and safety of its personnel. We want to offer our employees the possibility to do their best, grow and company's Board of Directors. further develop their careers. Employee commit-

#### **Excellent customer experience**

through open and honest communication based on accurate information. Kamux actively monitors customer satisfaction and customer promise vs. customer experiences. Kamux also finds it important that possible claims are handled appropriately, of the business. openly, with a schedule that is reasonable for all rules.

#### **Profitable growth**

responsibly in all business areas is one of the ena-

#### Reasonable use of resources

Kamux aims to actively decrease the environmental impact of its operations. Kamux's environmental im-Our operations are guided by Kamux's ethical pact consists mainly of transfers of cars and people guidelines, the Code of Conduct, in all situations. between our car showrooms, the consequent car fuel consumption, as well as car service and repair. Kamux strives to maintain energy consumption at a reasonable level while considering safety aspects in our showrooms. We also aim to minimize the amount of waste resulting from our operations. Kamux's ability to affect the climate impact of the cars it sells is very limited and measuring it is challenging. The majority of climate impacts of the cars sold by Kamux are created during their manufacturing and use. The average CO2 emissions of the cars sold by Kamux was 166 g/km in 2017, and 173 g/km in 2016. Purchases are made in accordance with Kamux's procurement guidelines. The criteria for purchases is affordability, service, speed, quality, and reliability.

#### **RISK MANAGEMENT**

The aim of risk management is to ensure the keeping of customer promises, profit development, the ability to pay dividends, shareholder value, responsible operating practices and the continuity of business. the key to success in the competitive car retail in- Kamux has harmonized and efficient methods to dustry. Kamux is a fair workplace, which makes identify, assess and manage risks and their conseguences. Kamux complies with the internal control and risk management principles approved by the

Risk management is a systematic activity, the purment is supported by offering career development pose of which is to guarantee comprehensive and appossibilities, training, and motivating compensation. propriate identification, assessment, management and monitoring of risks. It is an essential part of Kamux's planning and management process, decision-making, Kamux wants to meet customer expectations daily leadership, operations and supervision and reporting procedures. Risks are assessed and managed in a business-oriented fashion and comprehensively. This means that the key risks are identified, assessed, managed, monitored and reported on systematically as part

Kamux only takes conscious and calculated risks in parties, and in accordance with Kamux's internal expanding its business, strengthening its market position and creating new business. In assessing the risks, the company takes into account not only economic aspects but also the impact on people, the environ-Kamux is committed to profitable growth. Acting ment and reputation. Kamux creates a safe working environment for employees and minimizes the potenblers of growth and profitability and supports the tial for crime or misconduct. The company secures

business-critical operations and the resources needed to ensure continuity. Kamux prepares for the realization of risks, for example, by maintaining adequate insurance coverage and information security.

The Group's CEO and other members of the Management Team each have their own responsibility areas. The Management Team regularly reports to the Board on risks and risk management actions. The Board reviews most significant risks, measures to manage them, and assesses the effectiveness of risk management. The CFO is responsible for the coordination of risk management. Kamux has created common operating principles in its Code of Conduct, which is available in Finnish, Swedish, German and English. The Code of Conduct is one part of pre-emptive risk management.

Kamux considers its most significant risks to be:

#### Economic risks and general competitive situation

General economic conditions may have an adverse effect on the used car retail market in which Kamux operates. The risk is managed by closely monitoring the general economic development and its impact on Kamux's business. Other risks related to the economy include interest rate, financing and tax risks, which are monitored and mitigated as described in the Group's Treasury Policy.

The used car retail market is highly fragmented, and Kamux's competitors range from large nationwide brand dealerships to private individuals in all of its geographical markets. Kamux responds to tightening competition through continuous competitive situation assessment and development of the Kamux concept.

affect the demand for used cars, especially in Finland, where car taxes form a significant part of the car's price. Political debate or political decisions about possible emission limitations and bans, car- or fuel taxes and increased safety requirements may, if implemented, affect the development of the used car market.

#### **Reputation risk**

Kamux's brand and reputation among customers and other stakeholders are important factors of success. Kamux works to minimize reputation risk by monitoring the development of customer satisfaction, maintaining high customer service levels and operating in a responsible way.

#### **Personnel risk**

Skilled employees deliver Kamux's performance. Kamux's human resource strategy identifies employees as the most important resource of the Group, and employees are instrumental in achieving set business goals. Managing personnel growth has been identified as a risk. Personnel risk is minimized through a systematic recruitment process, tracking and developing employee satisfaction and well-being, training and a rewarding incentive system.

#### Failures in IT systems and processing of customer confidential information

Kamux's IT systems are especially important and cover all key business areas such as customer information, inventory monitoring, logistics, human resources, finance and other administrative systems. Kamux collects, processes and retains confidential customer information in connection with its normal business. The business premises and systems of Kamux and its external service providers may be exposed to risks related to unauthorized use, misuse, employee mistakes or misconduct, computer viruses, hacker attacks or other similar threats. Kamux aims to prevent failures by means defined in its information security strategy.

#### DECISIONS OF THE ANNUAL GENERAL MEETING AND AUTHORIZATIONS

Kamux's Annual General Meeting on April 12, 2017 approved the financial statements and discharged the members of the Board of Directors and the CEO from liability for the financial year 2016. The Annual General Meeting re-elected Matti Virtanen, Reija Laaksonen, David Nuutinen, Jokke Paananen and Changes or expected changes in car taxes also Vesa Uotila as members of the Board. In addition, it was noted that Harri Sivula's election to the Board of Directors was contingent on the execution of the initial public offering, and came into effect when trading in the company's share began on the pre-list of Nasdag Helsinki on May 12, 2017. Matti Virtanen was elected as Chairman of the Board. The Annual General Meeting appointed PricewaterhouseCoopers Oy as its auditor for the financial year ending December 31, 2017. PricewaterhouseCoopers Oy appointed Janne Rajalahti, APA, as the principal auditor.

> The Annual General Meeting decided on a dividend of EUR 0.06 per share outstanding at the time of the decision to be paid out from distributable earnings in 2016. The total dividend of EUR 2.2 million was paid on April 25, 2017.

The Annual General Meeting authorized Kamux's **TREASURY SHARES** Board of Directors to resolve on a directed share issue. Based on the authorization, new and/or existing shares may be issued in deviation from the shareholders' pre-emptive rights in one or more occasions, such that the total number of shares issued may not exceed 300,000. Shares may also be issued without consideration. The issued shares may be used for rewarding Kamux's key employees under the company's share-based incentive plan. The Board of Directors is authorized to decide on other terms of the share issue. The share issue authorization is valid until December 31, 2019.

On May 3, 2016, the company's shareholders unanimously authorized the Board of Directors to resolve on a directed share issue against a consideration. Based on the authorization, a maximum of 6,000,000 new shares may be issued deviating from the shareholders' pre-emptive rights on one or more occasions. The authorization granted to the company's Board of Directors was in effect until June 30, 2017, and it revoked the share issue authorization granted by the General Meeting of the Shareholders on December 22, 2015. Based on the authorization mentioned above, the company's Board of Directors resolved on an issue of new shares on May 11, 2017. The company issued a total of 2,852,853 new shares in the share issue, and the nen started in his position on February 24, 2018. number of the shares increased to 41,307,156 shares.

approved a share-based incentive scheme for the Group's key personnel for year 2018. Information on the scheme was published with a separate stock exchange release on December 13, 2017.

#### **SHARE ISSUANCES**

On January 30, 2017, the company issued a total of 52,174 new shares in a share issue directed to a new member of the company's management. The shares were registered in the Finnish Trade Register on February 14, 2017.

On March 27, 2017, the company issued a total of 39,348 new shares in a share issue directed to the new members of the company's Board of Directors. The shares were registered in the Finnish Trade Register on April 20, 2017.

The company issued a total of 26,100 new shares in a share issue directed to the company's new member of the company's management. The shares were registered in the Finnish Trade Register on April 26, 2017.

At the end of the financial year, Kamux had 1,319,862 treasury shares (1,319,862) corresponding to 3% (3%) of all shares.

#### PROPOSAL OF THE BOARD OF DIRECTORS FOR DISTRIBUTION OF PROFIT

On December 31, 2017 Kamux Corporation's distributable earnings were EUR 59,451,130.13 of which profit for the year was EUR 10,870,433.41. The Board of Directors proposes a dividend of EUR 0.12 per share to be distributed and that the other distributable earnings be held in unrestricted equity (for the year 2016 a dividend of EUR 0.06 per share was distributed).

#### **EVENTS AFTER THE FINANCIAL YEAR**

Kamux appointed M.Sc. (Pol), Mikko-Heikki Inkeroinen as Chief Digital Officer (CDO) and member of the Management Team. Mr. Inkeroinen is responsible for the company's digital business development, end-toend customer experience and marketing. Mr. Inkeroinen joined Kamux from Power International AS, where he was Head of Digital Commerce. Mr. Inkeroinen is an expert in consumer and digital businesses and his task is to develop Kamux's digital services and customer experience in line with our strategy. Mr. Inkeroi-

At the beginning of 2018, Robin Toss started as On December 13, 2017, the Board of Directors the Country Director of Sweden and Oliver Michels as the Country Director of Germany.

> On January 2, Kamux opened a showroom in newer, larger premises in Jönköping in Sweden. Kamux opened its 42nd store in Finland in Savonlinna in February 2018.

#### **ESTIMATE OF FUTURE DEVELOPMENT**

Kamux's medium-term target is to achieve revenues of at least EUR 700 million and an operating profit margin of 4-5% in 2019.

#### **RELATED PARTY LOANS AND LIABILITIES**

The company has not issued loans to related parties. Related party transactions are presented in Note 5.3 to the consolidated financial statements.

Hämeenlinna March 8, 2018 Kamux Corporation Board of Directors

# SHARES AND SHARE OWNERSHIP

#### **KAMUX'S INITIAL PUBLIC OFFERING**

were offered to individuals and entities in Finland, Kamux employees and institutional investors in Finpose of the listing was to support Kamux's growth strategy and internationalization and to increase um-sized company in the Retail sector. the visibility of Kamux in Finland and abroad, both among the public and as an employer.

main market on May 16, 2017. Kamux raised around EUR 20.5 million of gross proceeds in the IPO. The listing consisted of the sale of new shares, and the sale of shares of Intera Partners and certain other Pension Insurance Company (6.95%). shareholders of Kamux.

In accordance with the rules of the Securities Market Act, shareholders of publicly listed com-SHARE panies must notify both the Financial Supervisory Kamux's share capital at the end of the financial Authority and the listing company of changes in year was EUR 80,000 and the number of shares their holdings. In 2017 Kamux received no flagging was 41,307,156. The company has one class of announcements. shares and each share has one vote at the compa-

ny's general meeting. The company owns 1,319,862 On May 2, 2017, Kamux applied for listing of its of its own shares, i.e. 3.2 per cent of the shares. shares on the Nasdaq Helsinki main market and During the financial year, a total of 16,531,609 arranged an initial public offering (IPO). Prior to Kamux shares were traded on the Nasdaq Helsinthe IPO, the company's shares have not been trad-ki marketplace. The highest trading price for the ed on a regulated marketplace. Kamux's shares financial year was EUR 9.00 and the lowest EUR 6.40. The closing price of the share on the last trading day on December 29, 2017 was EUR 7.05. The land and internationally. The final subscription price trade volume weighted average price of the Kamux of the shares in the IPO was EUR 7.20 per share, share during the year was EUR 7.34. The market and the company received more than 1,200 new value of the share capital without treasury shares shareholders in the IPO. The total number of shares was EUR 281.9 million at the end of the year. The in the company rose to 41,307,156 shares. The pur-trading symbol on the Nasdaq Helsinki main market is KAMUX, and Kamux is classified as a medi-

#### SHAREHOLDERS AND FLAGGING

Trading in Kamux's shares commenced on the At the end of 2017, the number of registered share-Nasdag Helsinki pre-list on May 12, 2017 and on the holders was 1,462 (including 6 nominee registered shareholders). Kamux's largest shareholders on December 31, 2017 were Intera Fund II Ky (29.38%), Kalliokoski Juha Antero (14.09%) and Elo Mutual

LA	RGEST SHAREHOLDERS DECEMBER 31, 2017	Share ownership	% of shares
1	Intera Fund II Ky	11,748,596	29.38
2	Kalliokoski Juha Antero	5,635,500	14.09
3	Elo Mutual Pension Insurance Company	2,777,778	6.95
4	Etera Mutual Pension Insurance Company	1,388,889	3.47
5	Kalliola Jyri	1,365,000	3.41
6	Mäkinen Jussi Antero	1,365,000	3.41
7	Fondita Nordic Micro Cap Placeringsfond	1,225,000	3.06
8	Investment fund Aktia Capital	1,150,000	2.88
9	OP-Suomi Arvo – investment fund	1,127,876	2.82
10	Ilmarinen Mutual Pension Insurance Company	600,000	1.50
11	OP-Suomi Pienyhtiöt -investment fund	473,005	1.18
12	Pelkonen Henri Tapio	409,500	1.02
13	Salmela Jussi Pekka	409,500	1.02
14	Blueberry Capital Oy	276,038	0.69
15	Ahonen Ari Juhani	273,000	0.68
16	Kemppainen Jorma Petteri	273,000	0.68
17	Mänty Tero Juho	273,000	0.68
18	Pihlaja Ari Kalevi	273,000	0.68
19	Investment fund Aktia Nordic Small Cap	250,000	0.63
20	Fondita Equity Spice -investment fund	197,889	0.49
20	argest shareholders in total	31,491,571	78.75

Excludes	nominee	registered	shares	and	treas-
ury share	s. As of D	ecember 31	I, 2017, I	Kamu	x held
1,319,862	treasury sł	hares.			

of nominee registered owners on December 31, shares, corresponding to 2.65% of the outstanding 2017: Investment funds managed by Swedbank shares and votes of the company.

Robur owned a total of 2,784,487 shares, corresponding to 6,96% of the outstanding shares and votes of the company, and family Dan Sten Olsson Kamux has received the following notifications and trust owned a total of 1,060,000 Kamux

OWNERSHIP BY SECTOR, DECEMBER 31, 2017	Owners	% of owners	Shares	% of shares
Foreign owners	5	0.34	4,625	0.01
Households	1,369	93.64	11,826,727	33.91
Government entities	4	0.27	4,767,167	13.67
Financial and insurance institutions	15	1.03	16,422,058	47.08
Non-profit organizations	2	0.14	6,100	0.02
Companies and home associations	67	4.58	1,851,343	5.31
Total	1,462	100.00	34,878,020	100.00

Includes only book-entry registered shareholders in Finland. The distribution of shareholdings is thus not illustrative of the distribution of the entire shareholding in the company.

# **OWNERSHIP DISTRIBUTION** BY SIZE, DECEMBER 31, 2017

Shares	Owners	% of owners	Shares	% of shares
1-100	500	34.20	24,744	0.06
101-500	613	41.93	163,575	0.40
501-1 000	145	9.92	112,780	0.27
1 001-5 000	112	7.66	241,392	0.58
5 001-10 000	29	1.98	218,474	0.53
10 001-50 000	33	2.26	733,023	1.77
50 001-100 000	5	0.34	297,284	0.72
100 001-500 000	12	0.82	3,402,719	8.24
500 001-	13	0.89	36,113,165	87.43
Total	1,462	99.59	41,307,156	100.00

Includes treasury shares held by Kamux.

# **KEY PERFORMANCE MEASURES**

Statement of comprehensive income	2017	2016	2015
Revenue	454.9	404.8	309.9
revenue growth, %	12.4 %	30.6 %	44.2 %
Gross profit	53.8	49.2	38.1
as percentage of revenue, %	11.8 %	12.2 %	12.3 %
Earnings before interest, tax,			
depreciation and amortization (EBITDA)	17.3	16.5	16.1
as percentage of revenue, %	3.8 %	4.1 %	5.2 %
Operating profit (EBIT)	16.2	15.7	15.5
as percentage of revenue, %	3.6 %	3.9 %	5.0 %
Adjusted operating profit	18.6	18.0	16.0
as percentage of revenue, %	4.1 %	4.4 %	5.2 %
Balance sheet			
Equity	58.9	28.9	21.3
Non-current liabilities	22.8	25.8	18.0
Current liabilities	21.3	23.7	19.4
Balance sheet total	103.0	78.4	58.7
Net debt	7.3	30.9	24.4
Net working capital	49.5	43.3	30.6
Inventories	55.2	47.9	36.2
Other information			
Number of cars sold	40,957	36,290	28,515
Gross profit per sold car	1,314	1,357	1,337
Sales growth of like-for-like showrooms, %	-4.9 %	12.2 %	13.9 %
Inventory turnover, days	46.8	43.1	38.6
Capital expenditures	1.2	2.1	0.9
Average number of employees during the period	418	343	406
Key figures			
Return on equity (ROE), %	26.6 %	43.8 %	67.7 %
Return on capital employed (ROI), %	17.2 %	22.5 %	30.6 %
Equity ratio, %	57.2 %	36.9 %	36.3 %
Gearing, %	12.3 %	107.0 %	114.2 %

Per share data	2017	2016	2015
Earnings per share, basic, €	0.30	0.29	0.30
Cash flows from operating activities per share, €	0.17	-0.03	-0.01
Shareholders' equity per share, €	1.43	0.75	0.57
Dividend per share, €	0.12*	0.06	0.04
Payout ratio, %	39.9 %	20.5 %	13.3 %
Effective dividend yield, %	1.7 %	NA	NA
Price/earnings (P/E) ratio	23.5	NA	NA
Highest share price, €	9.00	NA	NA
Lowest share price, €	6.40	NA	NA
Share price on December 31, €	7.05	NA	NA
Market capitalization of share stock, € million	281.9**	NA	NA
Turnover of shares, total, kpcs	16,532	NA	NA
Relative turnover of shares, total, %	41.3 %	NA	NA
Average no. of shares (1,000 shares), basic**	38,937	37,566	38,253
Average no. of shares (1,000 shares), diluted**	38,941	37,635	38,459
Total no. of shares (1,000 shares) on December 31**	39,987	37,017	37,614

\*Proposal of the Board of Directors to the Annual General Meeting \*\*Excluding treasury shares

## **CALCULATION OF KEY FIGURES**

# **CALCULATION OF KEY FIGURES AND ALTERNATIVE PERFORMANCE MEASURES**

Kamux presents alternative performance meas- alysts, investors and other parties. ures as additional information to performance measures presented in the consolidated income not be considered separately from measures under statement, consolidated statement of financial po- IFRS or as substitutes for corresponding measures sition and consolidated statement of cash flows under IFRS. All companies do not calculate alterprepared in accordance with IFRS. In Kamux's native performance measures in a uniform way view, the alternative performance measures pro- and therefore the alternative performance measvide significant additional information related to ures presented by Kamux may not be comparable Kamux's results of operations, financial position with similarly named measures presented by other and cash flows, and they are widely utilized by an- companies.

The alternative performance measures should

#### **RECONCILIATION OF ADJUSTED** ODEDATING DOOLIT

OPERATING PROFIT	For the year endec	l December 31,
EUR million	2017	2016
Operating profit (EBIT)	16.2	15.7
Costs relating to the listing	1.2	1.2
Strategic investigations	0.7	0.6
Special items relating to	0.4	0.2
geographical expansion		
Share-based payments	-	0.3
Total adjustment items	2.4	2.3
Adjusted operating profit	18.6	18.0

Gross profit	=		Revenue + Other o
Earnings before interest, tax, depreciation, and amortization (EBITDA)	=		Operating profit +
Adjusted operating profit (EBIT)	=		Operating profit ac to strategic plannin to geographical ex related to redempt
Net debt	=		Non-current borro
Financial debt	=		Non-current borro
Like-for-like showroom revenue growth	=		Like-for-like show
Like-tol-like show oon revenue growth	-		Like-for-like show
			New showrooms are i therefore, the first tim
Inventory turnover	=	365 *	Inventories (averag
			Materials and serv
Return on equity (ROE), %	=	100 *	Profit for the perio
Retarion equity (ROL), 35			Equity (average fo
Return on capital employed (ROI), %	=	100 *	Profit for the period
Equity ratio, %	=	100 *	Equity Balance sheet tota
			Net debt
Gearing, %	=	100 *	Equity
			Profit for the perio
Earnings per share, basic	=		Weighted average share issue for the
Net working capital	=		Inventories + Trade Trade and other pa current provisions
Dividend per share, EUR	=		Dividend per share most recent year, t
Payout ratio, %	=	100 *	Dividend/share
			Share of EPS belo
Effective dividend yield, %	=	100 *	Dividend/share ad
			·
Price/earnings (P/E) ratio	=		Final quotation at
			Share of EPS belor
Shareholders' equity per share, EUR	=		Equity attributable
			Basic number of sh
Market capitalization of share stock, EUR	=		Number of shares

operating income – Materials and services

Depreciation and amortization

djusted for costs relating to the listing, special items relating ng and strategy implementation, special items relating xpansion of business and cash-settled share-based payments tion of treasury shares.

wings + Current borrowings - Cash and cash equivalents

wings + Current borrowings

room car sales

- -1) room car sales in the previous year

included in the calculation when they have been open for 13 months and, ne the showroom is included in the measure is its 25th operating month.

ge for 12 months)

rices (rolling 12 months)

od (rolling 12 months)

or 12 months)

od + Finance costs (rolling 12 months)

debt (average for 12 months)

al - Advance payments received

od (attributable to owners of the Company)

e number of outstanding shares adjusted for period

e and other receivables + Current income tax receivables ayables - Current income tax liabilities - Non-current and

e approved by the Annual General Meeting with respect to the the Board's proposal to the AGM

nging to parent company owners

justed for share issue

close of period adjusted for share issue

close of period adjusted for share issue

nging to parent company owners

e to equity holders of the parent

hares at the end of period adjusted for share issue

x closing price at the end of period

# **PRIMARY STATEMENTS OF THE CONSOLIDATED FINANCIAL STATEMENTS**

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME **CONSOLIDATED BALANCE SHEETS** CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY CONSOLIDATED STATEMENTS OF CASH FLOWS

# CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

EUR million	Note	2017	2016
Revenue	2.2	454.9	404.8
Other operating income	2.2	0.7	1.1
Materials and services	2.3, 2.4	-401.7	-356.6
Personnel costs	2.4	-21.7	-19.9
Other operating expenses	2.4	-14.8	-12.8
Depreciation and amortization	2.4	-1.1	-0.8
Operating profit		16.2	15.7
Finance costs	4.2	-0.8	-1.0
Profit before income tax		15.5	14.6
Income tax	2.5	-3.8	-3.6
Profit for the period		11.7	11.0
Other comprehensive income			
Items that maybe subsequently reclassified to profit or loss			
Translation differences		-0.0	0.0
Other comprehensive income for the period, net of tax		-0.0	0.0
Total comprehensive income for the period		11.7	11.0
Profit for the period attributable to			
owners of the Company		11.7	11.0
Total comprehensive income for the period attributable to			
owners of the Company		11.7	11.0
Earnings per share for profit attributable to owners of the Company	2.6		
Earnings per share, basic and diluted, EUR		0.30	0.29

The above consolidated statements of comprehensive income should be read in conjunction with the accompanying notes.

For the year ended December 31,

# CONSOLIDATED BALANCE SHEETS

		At Decem	ber 31,
EUR million	Note	2017	2016
ASSETS			
Non-current assets			
Intangible assets	5.2	1.1	1.0
Goodwill	5.2	13.6	13.6
Property, plant and equipment	5.2	1.7	1.7
Other receivables		0.1	0.0
Deferred tax assets	5.5	0.3	0.3
Total non-current assets		16.8	16.6
Current assets			
Inventories	3.1	55.2	47.9
Trade and other receivables	3.2	12.9	11.4
Current tax assets		0.0	1.8
Cash and cash equivalents	4.1	18.1	0.7
Total current assets		86.2	61.8
TOTAL ASSETS		103.0	78.4
EQUITY AND LIABILITIES			
Equity attributable to owners of the Company	5.4		
Share capital		0.1	0.1
Reserve for invested unrestricted equity		24.6	4.1
Translation differences		0.0	0.1
Retained earnings		22.5	13.7
Profit for the period		11.7	11.0
Total equity attributable to owners of the Company		58.9	28.9
LIABILITIES			
Non-current liabilities			
Borrowings	4.1	22.4	25.4
Derivative financial instruments	4.1	0.1	0.1
Provisions	4.3	0.4	0.4
Total non-current liabilities		22.8	25.8
Current liabilities			
Borrowings	4.1	3.0	6.3
Trade and other payables	3.3	15.6	12.3
Provisions	2.3	2.2	1.7
Current income tax liabilities		0.4	3.4
Total current liabilities		21.3	23.7
Total liabilities		44.1	49.5
TOTAL EQUITY AND LIABILITIES		103.0	78.4

The above consolidated balance sheets should be read in conjunction with the accompanying notes.

# CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

		Share	Reserve for invested unrestricted	Translation	Retained	Total
EUR million	Note	capital	equity	differences	earnings	equity
Equity at Jan 1, 2017		0.1	4.1	0.1	24.7	28.9
Profit for the period					11.7	11.7
Other comprehensive income				-0.0		-0.0
Total comprehensive income				-0.0	11.7	11.7
Transactions with owners:						
Share issue			20.5			20.5
Dividends for owners					-2.2	-2.2
Price difference between the offering						
for employees and the public offering					O.1	0.1
Equity at Dec 31, 2017		0.1	24.6	0.0	34.2	58.9
Equity at Jan 1, 2016		0.1	0.9	0.1	20.3	21.3
Profit for the period					11.0	11.0
Other comprehensive income				0.0		0.0
Total comprehensive income				0.0	11.0	11.0
Transactions with owners:						
Share issue			3.2			3.2
Dividends to shareholders					-1.5	-1.5
Acquisition of treasury shares	5.4				-5.2	-5.2
Equity at Dec 31, 2016		0.1	4.1	0.1	24.7	28.9

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

# CONSOLIDATED STATEMENTS OF CASH FLOWS

	F	For the year ended December 31,	
EUR million	Note	2017	2016
Cash flows from operating activities			
Profit for the period		11.7	11.0
Adjustments for:			
Depreciation and amortization	2.4	1.1	0.8
Finance costs	4.2	0.8	1.0
Change in provisions	2.3, 4.3	0.6	0.8
Write-down of inventories	3.1	-0.1	0.3
Income taxes	2.5	3.8	3.6
Other non-cash items		0.1	0.1
Changes in working capital:			
Change in trade receivables and other receivables	3.2	-1.6	-5.1
Change in trade payables and other payables	3.3	3.4	2.7
Change in inventories	3.1	-7.3	-12.2
Interests paid		-0.5	-0.7
Other financial items, net		-0.1	-0.2
Income taxes paid		-5.1	-3.2
Cash flows from investing activities Investments in property, plant and equipment		-0.6	-1.5
Investments in intangible assets		-0.6	
Net cash inflow (outflow) from investing activities			-0.7
		-1.2	
Cash flows from financing activities		-1.2	
	5.4		-2.1
Cash flows from financing activities Proceeds from share issues Purchase of treasury shares	5.4	-1.2 20.5	<b>-2.1</b> 3.2
Proceeds from share issues Purchase of treasury shares	5.4	20.5	-2.1 3.2 -5.2
Proceeds from share issues Purchase of treasury shares Proceeds from bank loans	5.4 4.1	20.5	-2.1 3.2 -5.2 43.4
Proceeds from share issues Purchase of treasury shares Proceeds from bank loans Repayments of bank loans	5.4	20.5 - -6.3	-2.1 3.2 -5.2 43.4 -36.9
Proceeds from share issues Purchase of treasury shares	5.4 4.1	20.5	-2.1 3.2 -5.2 43.4 -36.9 -1.5
Proceeds from share issues Purchase of treasury shares Proceeds from bank loans Repayments of bank loans Dividends paid Net cash inflow (outflow) from financing activities	5.4 4.1	20.5 - -6.3 -2.2 <b>12.0</b>	-2.1 3.2 -5.2 43.4 -36.9 -1.5 <b>3.1</b>
Proceeds from share issues Purchase of treasury shares Proceeds from bank loans Repayments of bank loans Dividends paid Net cash inflow (outflow) from financing activities Net decrease/increase in cash and cash equivalents	5.4 4.1	20.5 - -6.3 -2.2 12.0 17.3	-2.1 3.2 -5.2 43.4 -36.9 -1.5 3.1 -0.1
Proceeds from share issues Purchase of treasury shares Proceeds from bank loans Repayments of bank loans Dividends paid	5.4 4.1	20.5 - -6.3 -2.2 <b>12.0</b>	-0.7 -2.1 3.2 -5.2 43.4 -36.9 -1.5 3.1 -0.1 0.8 -0.0

**INFORMATION ON KAMUX** 

# **BASIS OF PREPARATION** SHORT PRESENTATION OF KAMUX

The above consolidated statements of cash flow should be read in conjunction with the accompanying notes.

# **1 BASIS OF PREPARATION AND**

KAMUX CORPORATION ANNUAL REPORT 2017

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# **1.1 BASIS OF PREPARATION**

# **1.2 SHORT PRESENTATION OF KAMUX**

#### **GENERAL INFORMATION**

poration (the "Company") and its subsidiaries (to- statements are presented in euros. gether referred as "Kamux", or "Group"). Kamux is In addition to primary statements the consolidated

The parent company's company ID is 2442327-8, domicile is Hämeenlinna and the registered address of the head office is Parolantie 66 A, 13130 Hämeenlinna

The Company's Board of Directors has approved these financial statements at its meeting **ACCOUNTING ESTIMATES AND JUDGMENTS** on March 8, 2018.

holders have the opportunity to approve or reject the financial statements at the General Meeting of ing estimates and judgments as well as assump-Shareholders held after publication. It is also possitions that influence the application of the accountble to amend the financial statements at the Gen- ing policies and the carrying amounts of assets, eral Meeting of Shareholders.

#### **BASIS OF PREPARATION**

prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the affects only that period, or in the period in which European Union, conforming to the IAS standards the change is made and in future periods if the and IFRS standards as well as IFRIC interpretations change affects both the current and future periapplicable as of December 31, 2017. The notes to ods. the financial statements also comply with Finnish accounting and corporate legislation complementing the IFRS standards.

Assets and liabilities are measured at cost, except for derivative instruments that are measured at fair value through profit or loss. Financial statements are presented in millions of euros. The figures presented in the financial statements are rounded and therefore the sum of individual figures may differ from the presented sum figure.

The Company's functional currency is euro,

which is also the reporting currency for the Com-These are the financial statements of Kamux Corpany and the Group. This means that financial

a rapidly grown retail chain operating in Finland, financial statements are divided into five sections: Sweden and Germany specialising in used car sales. Basis of Preparation and Information on Kamux, Key Performance Metrics of Kamux Group, Net Working Capital, Net Debt and Contingencies and Other Notes. Each section includes related significant accounting policies.

# IN THE FINANCIAL STATEMENTS

According to the Finnish Companies Act, share- Preparing the financial statements in accordance with IFRS requires management to make accountliabilities, revenue and expenses. Actual outcomes may differ from these estimates and judgments.

Estimates and judgments are regularly re-The consolidated financial statements have been viewed. Changes in estimates are reported in the period in which the change is made if the change

> Assumptions underlying management's estimates can be found in the following notes to the financial statements:

Source of uncertainty and managerial judgments	Note
Repair liability costs	2.3
Valuation of used cars	3.1
Goodwill	5.2
Management holdings	5.3

Kamux is a rapidly grown retail chain operating in Finland, Sweden and Germany and specialising began operations in Finland in 2003 and as of opened its online store in Finland. used cars.

December 31, 2017, Kamux had 41 showrooms in Kamux acquires used cars from car auctions, Finland, 10 in Sweden and 2 in Germany. Since its leasing companies, other car dealers, financing incorporation, Kamux has sold more than 160,000 companies, importers, private individuals, and other sources. The majority of the used cars sold by Kamux's CEO Juha Kalliokoski founded Kamux Kamux are acquired from its customers as part of trade-in car sales. All of Kamux's car sales personin 2003 by opening its first car showroom in nel in Finland buy cars, and each of Kamux's car Hämeenlinna, where Kamux's head office is still located. Kamux opened its second car showroom in showrooms has set purchasing targets. In Sweden 2006 and by 2010 it had expanded its network to and Germany, pricing of purchased cars is the re-14 car showrooms in Finland. In 2010 Kamux startsponsibility of the sourcing teams in these countries ed to offer integrated services to its customers. In operating under the purchasing director. In addi-2011 Finnish private equity investor Intera Partners tion, Kamux has a separate sourcing organization, acquired control of Kamux with the existing manwhich is responsible for acquiring cars at car aucagement staying as company shareholders. Intera's tions, among others. Kamux aims to align its own aim was to provide Kamux with additional resourcand its employees' interests through its incentive es and know-how for expanding operations in Fin-scheme. The sales personnel's incentive scheme land and abroad. Kamux expanded into Sweden in takes into account sales, car procurements, car late 2012 and into Germany in December 2015. trade-ins and the sales of integrated services when Kamux's business is based on a combination of determining the amount of remuneration.

car showrooms and online presence, professional Kamux's entire car selection is available to all of procurement of used cars, low fixed costs, rapid its sales personnel at all Kamux's car showrooms in inventory turnover and sales of integrated services. Finland as well as nationwide in Sweden and Ger-Kamux's business model makes it possible to offer many. If needed, Kamux relocates a car from one affordable used cars, and Kamux's aim is to concar showroom or country to another once the sale is agreed upon. In 2017, 28 percent and in 2016, 27 tinuously develop its operations to better address customers' needs. Kamux offers its customers fipercent of the cars sold by Kamux's were crossnancing products from third party service provid- sold through another Kamux car showroom. The ers at all of its car showrooms in Finland, Sweden size of the car selection at each of Kamux's car and Germany. In addition, Kamux offers insurance showrooms in Finland and Sweden varies between products and a liability extension product for car approximately 50 and 150 used cars available for repair costs, Kamux Plus, in Finland and Sweden. A sale, and at its car showrooms in Germany, Kamux key component of Kamux's customer service con- aims to have a selection of approximately 150 to cept is the home delivery, under which the car is 300 used cars available for sale.

delivered to a location agreed with the customer and, if necessary, the possible trade-in car is siin used car sales. The first Kamux car showroom multaneously picked up. In February 2017 Kamux

# **2 KEY PERFORMANCE METRICS OF KAMUX GROUP**

**RESULTS BY SEGMENT** REVENUE

**REPAIR COSTS** 

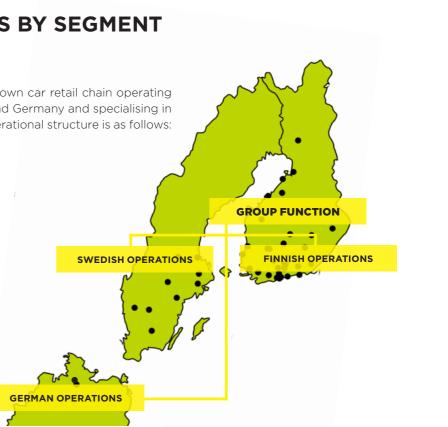
**EXPENSES** 

**INCOME TAXES** 

EARNINGS PER SHARE

# 2.1 RESULTS BY SEGMENT

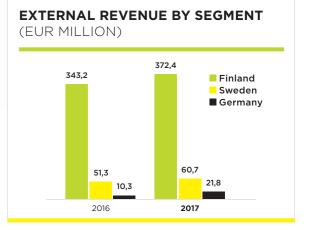
Kamux is a rapidly grown car retail chain operating in Finland, Sweden and Germany and specialising in used car sales. Its operational structure is as follows:



Management has defined the Group's reportable segments based on the reporting regularly presented to the CEO of the Group. This reporting forms the basis for the CEO's strategic and operative decisions to allocate resources and for assessing performance. The primary measure of performance is earnings before interest, tax, depreciation and amortization (EBITDA). The CEO also receives information about segments' revenue, gross profit and operating profit on a monthly basis. Reportable segments comprise the following geographical areas: Finland, Sweden and Germany. Other activities consists of head office and Group functions, including centralized procurement, marketing, finance and Group management. Kamux had 41 showrooms in Finland on Decem-

ber 31, 2017. In Sweden Kamux opened its first showroom in December 2012 and at the end of December 2017, it operated 10 showrooms, all in different localities. Kamux's growth strategy includes expansion into new countries and, in accordance with the strategy, Kamux started its operations in Germany by opening its first showroom in Elmshorn near Hamburg in December 2015. At the end of 2016 a second store was opened in Nedderfeld, Hamburg.





#### ACCOUNTING POLICY

Segment revenue and expenses are items directly attributable to the operating segment. Certain expenses such as centralized procurement are allocated to the segments on a reliable basis in the internal management reporting. Other activities comprise Group level operations that are not directly employed by the individual segment in its operating activities. Sales between segments are carried out on arm's length and eliminated on consolidation. Segment reporting is based on the Group's IFRS reporting.

DEFINITION OF KEY MEASURES	
Gross profit	Revenue + Other operating income - Materials and services
EBITDA	Operating profit + depreciation and amortization
Operating profit	Profit for the period + income tax + net finance costs

EUR million	Finland	Sweden	Germany	Segments total	Group functions	Eliminations	Group
2017	- Internet	encuch	eennany	total			ereup
Revenue	372.4	73.2	22.8	468.4		-13.5	454.9
internal		12.5	1.0	13.5		-13.5	
external	372.4	60.7	21.8	454.9			454.9
Gross profit	46.4	5.9	1.5	53.8			53.8
EBITDA	23.9	0.1	-1.8	22.2	-4.9		17.3
Depreciation and amortization	-0.8	-0.1	-0.1	-1.1	-0.0		-1.1
Operating profit	23.1	-0.1	-1.9	21.1	-4.9		16.2
Finance costs							-0.8
Profit before income tax							15.5

EUR million	Finland	Sweden	Germany	Segments total	Group functions	Eliminations	Group
2016							
Revenue	343.2	60.9	10.8	414.9		-10.1	404.8
internal		9.6	0.6	10.1		-10.1	
external	343.2	51.3	10.3	404.8			404.8
Gross profit	44.1	4.3	0.8	49.2			49.2
EBITDA	22.8	-1.3	-0.7	20.8	-4.3		16.5
Depreciation and amortization	-0.6	-0.1	-0.0	-0.8	-0.0		-0.8
Operating profit	22.2	-1.5	-0.7	20.0	-4.3		15.7
Finance costs							-1.0
Profit before income tax							14.6

Of the Group's non-current assets, except for deferred tax assets, EUR 15.2 million as of December 31, 2017 (EUR 15.0 million as of December 31, 2016) were located in Finland. The corresponding amounts for Sweden were EUR 0.4 million as of December 31, 2017 (EUR 0.4 million as of December 31, 2016) and for Germany EUR 0.9 million as of December 31, 2017 (EUR 0.9 million as of December 31, 2016).

### **2.2 REVENUE**

corporate customers. Sales are based on the net- 385.5 million, or 95 percent of total revenue. work of physical showrooms and efficient online cars in auctions.

Kamux offers its customers financing and insurance products provided by third parties in connecbetween the finance company and the client.

In addition, Kamux offers its customers a Kamux liability for defects. Kamux repairs predefined car tax refunds. defects that are detected within 12 months of the depending on which threshold is reached first. Kamux Plus is part of the car sales contract and it will therefore be taken into account when determining the sales price of a car.

#### >>Read more about the Kamux Plus -service in note 2.3.

REVENUE	For the year en December 31		
EUR million	2017	20	
Sales of used cars	432.0	38	
Financing fees and			
Insurance commissions	19.2	1	
Sales of Kamux Plus	3.6		
Total	454.9	40	

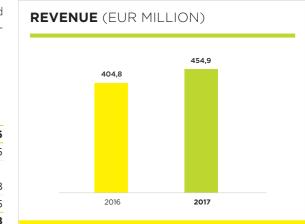
ded 016 35.5 15.8 3.5 4.8

Kamux's business consists of retail and wholesale Revenue from sales of used cars was EUR 432.0 sales of used cars in Finland, Sweden and Germany million, or 95 percent of total revenue during the and of integrated services sold to consumer and financial year 2017. In 2016 such revenue was EUR

Financing fees and insurance commissions showrooms in Kamux's websites in these countries. amounted to EUR 19.2 million during 2017, com-Kamux offers a home delivery service, in which prising 4 percent of total revenue. In 2016 fees and Kamux delivers the car to the place agreed with the commissions were EUR 15.8 million or 4 percent of client. The car delivered to the customer's home total revenue. Revenue from sales of the Kamux has a 14-day right of return. Kamux also sells used Plus service was EUR 3.6 million for the year ended December 31, 2017, and EUR 3.5 million in 2016.

External revenue generated in Finland was EUR 372.4 million and represented 82 percent of total tion with the sale of the used car. The credit and Group revenue during 2017. In 2016 corresponding insurance risks for these products are borne by fi- revenue was EUR 343.2 million, or 85 percent of nance and insurance companies. Kamux is entitled total Group revenue. In Sweden external revenue to financing fees and insurance commissions from amounted to EUR 60.7 million during 2017, and to its sales of these products. Parts of the fees are EUR 51.3 million during 2016. In Germany external contingent on the continuation of the agreement revenue amounted to EUR 21.8 million during 2017 and to EUR 10.3 million during 2016.

Other operating income includes rental income Plus -service, which extends the seller's statutory from premises, insurance compensations and car



#### purchase of a car or until 17,500 driven kilometers, >>Read more about segment revenue in note 2.1.

#### **ACCOUNTING POLICY**

The sales of used cars are recognized as revenue upon delivery of the car to the customer. At the time of delivery, the customer pays the sales price by cash or the finance company provides Kamux an approved credit decision as a payment for the sales price. Home delivered cars have a 14-day right of return. Revenue on home delivered cars is recognized when the right of return has expired. **Insurance commissions** from insurance companies are recognized as revenue when the service is rendered, i.e. when the insurance contract is signed with the customer and Kamux is entitled to a commission fee in accordance with its agency contract.

Financing fees from finance companies comprise fixed withdrawal and invoicing fees, variable interest fees and annual bonus fees. Fees are recognized as revenue on an accrual basis when the contract is signed with the customer or during the term of the agreement when Kamux is entitled to a payment from the finance company.

The Kamux Plus service is recognized as revenue on a straight-line basis over the 12 months warranty period.

Revenue from sales is recognized according to the fair value of the sold car, net of discounts and value added taxes.

### 2.3 REPAIR COSTS

Kamux's customer service and customer satisfaction strategy are based on offering used cars that are high-quality and reconditioned. Any deficiencies in the cars are disclosed to the customer during the sale process.

Used cars include the seller's statutory repair liability. In Finland, Sweden and Germany a car dealer has a liability to repair undisclosed defects that become apparent within six months after the purchase of the car (unless Kamux can prove that the defects arose subsequent to the sale). After six months, the burden of proof is transferred from Kamux to the customer.

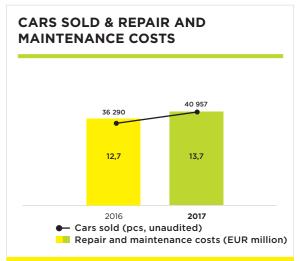
In addition to the statutory repair liability, Kamux offers its customers the Kamux Plus service, which extends the seller's liability for defects. Kamux repairs predefined defects that are detected within 12 months following the purchase of the car or within 17,500 driving kilometers, whichever comes first.



Repair liability provision amounted to EUR 2.0 million as at December 31, 2017 and EUR 1.7 million as at December 31, 2016. Repair- and maintenance costs have increased concurrently as the sales volumes have grown. Repair- and maintenance costs amounted to EUR 13.7 million during the financial year 2017, and to EUR 12.7 million during the financial year 2016. The repair liability provision is expected to be used in the following 12 months. Repair liability costs and other repair and maintenance costs are reported in "materials and services" in the consolidated statement of comprehensive income







### **ACCOUNTING POLICY**

Estimated repair liability cost is recognized as repair liability provision when the car is sold. The amount of repair liability provision is based on historical statistics about realized repair liability costs and the estimated trend of repair liability costs.

### SOURCES OF UNCERTAINTY AND MANAGERIAL JUDGMENTS

Repair liability provision is recognized based on the actual repair costs and the estimate on the development of repair liability costs. There is uncertainty between actual and estimated repair liability costs because repair liability costs may not necessarily be realized as predicted. Typically repair liability costs are realized frontloaded during the repair liability period. Estimates and assumptions are reviewed quarterly. Differences between actual and estimated repair liability costs may impact the provision amounts recognized in future periods.

### 2.4 EXPENSES

	For the year en December 31		
EUR million	2017	2016	
Materials and services			
Purchases during the period	409.1	368.1	
Change in inventories	-7.4	-11.9	
External services	0.1	0.4	
Total	401.7	356.6	
Personnel costs			
Wages and salaries	17.6	16.0	
Pension costs	2.4	2.3	
Other employee benefit expenses	1.6	1.7	
Total	21.7	19.9	
Other operating expenses			
Rents and lease costs	6.3	4.8	
Marketing and advertising expenses	2.6	2.5	
Other administrative expenses	5.9	5.5	
Total	14.8	12.8	
Auditors' fees (included in other administrative expenses above)			
Audit fees	0.1	0.2	
Other audit-related services	0.5	0.6	
Total	0.6	0.7	
Depreciation and amortization by class			
Intangible assets	0.5	0.3	
Property, plant and equipment	0.6	0.5	
Total	1.1	0.8	

#### MATERIALS AND SERVICES

companies, other car dealers, importers and oth- gations in the defined contributions plans. er sources. Materials and services include the cost with repair liability and change in inventories.

#### PERSONNEL COSTS

Kamux's average number of full-time equivalent during 2016. employees was 418 during the financial period 2017 on fixed and variable salary. The proportionate and remuneration in note 5.3. share of the variable compensation is significant and is based on the achievement of individually de- **RENTS AND LEASE COSTS** internet access at home.

based on the years of employment and earnings. TyEL is 63-68 years. Employees in Sweden and 4.3. Germany belong to defined contribution plans. In Sweden, retirement age is 61-67 years, and in Germany 65-67 years.

In defined contribution plans, insurance contribu-Kamux purchases most of its used cars as trade-in tions are paid to insurance companies and reccars. Kamux also acquires cars from private indi- ognized as an expense in the financial period the viduals, car auctions, leasing companies, finance charge relates to. There are no other payment obli-

Other employee benefit expenses include EUR to acquire used cars and the reconditioning and 0.1 million recorded as share-based payment from transportation costs associated with preparing the price difference between the personnel offercars for sale. It also includes repair costs associated ing and the public offering on the Nasdag Helsinki main market in 2017, and EUR 0,3 million of sharebased compensation recognized as an expense in connection with the redemption of own shares

## and 343 in 2016. Employee remuneration is based >> Read more about the management's wages

termined sales targets. In addition, some employ- Rents and lease costs consist of rental payments ees have car allowance, telephone allowance and for showrooms and office space and related costs such as heating, cleaning and electricity. All Kamux's pension arrangements are classified Kamux's lease agreements are classified as operas defined contribution plans. The Finnish statuto- ating leases with fixed rental periods and rents are ry pension plan under TyEL is arranged through in- expensed evenly over the rental period. Contracts surance companies and provides pension benefits are either cancellable or fixed-term of 1-10 years.

The retirement age of the old-age pension under >> Read more about leasing obligations in note

## **2.5 INCOME TAXES**

## **2.6 EARNINGS PER SHARE**

	For the year Decembe	
EUR million	2017	2016
Current tax	3.8	3.7
Tax on previous years	-0.0	-0.0
Change in deferred tax assets and liabilities	-0.0	-0.1
Total	3.8	3.6
Reconciliation of income tax expense		
Profit before income tax expense	15.5	14.6
Tax calculated at the Finnish tax rate*	3.1	2.9
Non-deductible expenses	0.0	0.2
Difference in foreign tax rates	-0.3	-0.1
Tax losses carried forward for which a deferred tax		
asset has not been recognized	0.9	0.6
Other temporary differences for which a deferred tax		
asset has not been recognized	-0.0	0.1
Other items	-	-0.0
Income tax expense	3.8	3.6

\*Tax rate 20% in 2017 and 2016.

>>Read more about deferred tax balances in note 5.5.

#### **ACCOUNTING POLICY**

Income taxes for the period include current and deferred taxes. Current income tax is the tax to be paid or received with respects to the current financial year, with the application of tax rates that have been enacted or substantively enacted by the balance sheet date. Current income taxes are calculated on the basis of the tax regulations prevailing in the countries in which Kamux operates and generate taxable income. Current tax also includes adjustments for current income tax attributable to earlier periods.

Deferred taxes are recognized on temporary differences that arise between the taxable value and carrying value of assets and liabilities. Deferred tax assets are recognized to the extent that it is probable that they will be utilized against taxable income

Profit for the period attributable to owners of Weighted average number of shares outstand basic, in thousands of shares

#### Earnings per share, basic (EUR)

Impact of unregistered share issue on number

Weighted average number of shares outstand fully diluted, in thousands of shares

Earnings per share, fully diluted (EUR)

#### **ACCOUNTING POLICY**

Basic EPS is calculated by dividing the consolidated profit for the period attributable to the owners of the Company with the weighted average number of shares outstanding during the year excluding the treasury shares. Diluted EPS is calculated on the same basis as Basic EPS except that it reflects the impact of any potential commitments the Group has to issue shares in the future.

	For the year ended December 31,			
	2017	2016		
of the Company (EUR million)	11.7	11.0		
nding during the period,				
	38,937	37,566		
	0.30	0.29		
er of shares	5	69		
nding during the period,				
	38,941	37,635		
	0.30	0.29		

## **3 NET WORKING CAPITAL**

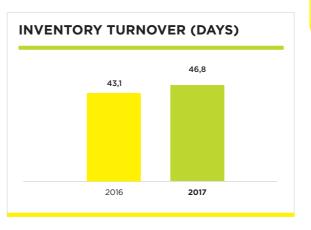
INVENTORY TRADE AND OTHER RECEIVABLES TRADE AND OTHER PAYABLES

## **3.1 INVENTORY**

Due to its effective process to acquire used cars, Kamux is able to offer a broad collection of different car brands at competitive prices. Kamux acquires cars from car auctions, leasing companies, other car dealers, finance companies, importers, private persons and other sources. Kamux purchases most of the used cars from customers as trade-in cars as part of the used car sale. Inventory is located in different showrooms. Every salesman is able to sell used cars from all Kamux's showrooms utilizing the Group-wide inventory information. Inventory management is well organized and advanced IT-systems are utilized to achieve an optimal balance between cars in inventory and quick inventory turnover.

Inventories amounted to EUR 55.2 million on December 31, 2017. On December 31, 2016 inventories amounted to EUR 47.9 million.

Re-valuation of inventories to net realizable value amounted to EUR -0.1 million during 2017. In 2016 write-downs were EUR 0.3 million. These were recognized as an expense during the financial years and were included in changes in inventory in line item "materials and services".



Inventory turnover is calculated as follows: Inventory on average during the period (average of the beginning and ending inventory of the year) divided by "Materials and services" expense item during the reporting period, multiplied by 365.

### ACCOUNTING POLICY

Inventory is measured at lower of cost and net realizable value. The cost of an individual car included in the inventory balance is determined using the purchase price for the car including directly attributable repair costs for reconditioning the car for selling purposes.

At each reporting date, a detailed review for net realizable value is executed for cars that have been in inventory for more than 90 days. Any adjustments to net realizable value are recognized as expenses in profit or loss.

### SOURCES OF UNCERTAINTY AND MANAGERIAL JUDGMENTS

The estimated selling price of the car (net realizable value) at the reporting date is determined based on the managerial judgment, market information and historical data. If the estimated selling price of the car is lower than the cost, the inventory value for the car will be written down.

## **3.2 TRADE AND OTHER RECEIVABLES**

#### At December 31, EUR million 2017 2016 Trade receivables 9.6 7.8 1.9 Prepaid expenses and accrued income 2.3 Other receivables 1.0 1.8 Total 12.9 11.4 Material items included in prepaid expenses and accrued income Insurance and finance commission fees 1.8 1.3 Other 0.6 0.6 Total 2.3 1.9

#### **TRADE RECEIVABLES AND CREDIT RISK**

Trade receivables consist mainly of receivables from finance companies, with the exception of insignificant amounts of receivables from individual customers to whom Kamux has sold a car with a short-term payment period. Generally, receivables originate when there is a temporary time lag between the approved credit decision (i.e. when revenue is recognized) and a payment is made by the finance company. However, once the finance company has approved the credit application of Kamux's customer, the credit risk of the car sale is borne by the finance company.

Kamux has a temporary credit risk from finance companies between the approved credit decision and payment. The Company mitigates the credit risk by dealing with highly rated finance company counterparties.

Impairment losses recognized in profit or loss amounted to EUR 0.2 million during the year 2017. In 2016 impairment losses were EUR 0.4 million.

## **3.3 TRADE AND OTHER PAYABLES**

	At December 3		
EUR million	2017	2016	
Trade payables*	8.5	5.6	
Accrued expenses and deferred income	4.8	4.9	
Other	2.3	1.7	
Total	15.6	12.3	
Material items included in accrued expenses and deferred income			
Accrued salaries	2.9	2.8	
Accrued interests	0.0	0.0	
Other accrued expenses**	1.9	2.1	
Total	4.8	4.9	

\* Trade payables also include short term car financing-related loans transferred to Kamux in connection with the purchases of the trade-in cars of EUR 1.0 million as of December 31, 2017 and EUR 0.9 million as of December 31, 2016. Loans to the finance companies are paid within a short period after the purchase of the car.

\*\* Other accrued expenses relate to deferred revenue from sales of Kamux Plus as of December 31, 2017 and 2016.

Carrying values of trade and other payables correspond to their fair values due to the short-term nature of these payables.

## **4 NET DEBT AND CONTINGENCIES**

CAPITAL MANAGEMENT AND NET DEBT **FINANCE COSTS** LEASE OBLIGATIONS AND COMMITMENTS

## **4.1 CAPITAL MANAGEMENT AND NET DEBT**

#### CAPITAL MANAGEMENT

of its operations and maintain optimal returns to balance sheet) less cash and cash equivalents. shareholders. Management aims to maintain an optimal capital and funding structure that ensures the **NET DEBT** lowest cost of capital available to the Group.

#### >>Read more about equity in note 5.4.

the Group may adjust the amount of dividends paid the loans. to shareholders or issue new shares. The Group

#### **BORROWINGS AND NET DEBT**

EUR million	
Non-current	
Bank loans	
Total non-current borrowings	
Current	
Bank loans	
Bank overdrafts	
Total current borrowings	
Total borrowings	
Less cash and cash equivalents	
Net debt	

#### **ACCOUNTING POLICY - BORROWINGS**

Bank loans are measured initially at fair value, net of transaction costs. Bank loans are subsequently carried at amortized cost. Interest expenses and transaction costs are amortized over the term of the loan and recognized as finance cost using an effective interest rate method. Borrowings are derecognized when the loan has been repaid or liability has been extinguished for example in connection with refinancing.

monitors capital on the basis of net debt and eq-The Group's objective when managing capital (net uity. Net debt is calculated as borrowings ("current debt and total equity) is to ensure the continuity and non-current borrowings" in the consolidated

The Group borrows money from financial institutions in the form of bank loans and bank overdrafts. The Group's loans have floating interest rates and the Group may use interest rate swaps to limit the In order to maintain or adjust its capital structure, interest rate risk related to floating interest rates of

#### At December 31, 2017 2016 22.4 25.4 22.4 25.4 3.0 5.0 1.3 -3.0 6.3 25.4 31.7 -18.1 -0.7 7.3 30.9



#### **BORROWINGS AND DERIVATIVES**

As of December 31, 2017, borrowings consisted of a EUR 25.4 million five-year term loan, which has semiannual repayments of EUR 1.5 million in March and September. The loans mature on March 31, 2021.

#### **ACCOUNTING POLICY - DERIVATIVES**

Financial assets and liabilities recorded at fair value through profit and loss consist of derivatives. Derivatives are measured and recognized in the balance sheet according to their fair value at the trade date. Subsequent fair value changes of open derivatives are recognized directly in the finance income and finance costs in the statement of comprehensive income. The Group's derivatives consist of interest rate swaps used to hedge interest rate risk, and foreign exchange derivatives to hedge foreign exchange rate risk. These derivatives are not subject to hedge accounting.

by discounting the estimated cash flows to be paid at the market rate of the reporting date, considering the risk premium. Different terms and conditions of the loans (maturity, subordination, collateral) are taken into account in the measurement.

foreign exchange forwards. These derivatives are as the present value of the estimated future cash flows based on observable yield curves. On De-3.1 million on December 31, 2016.

#### **RISKS ASSOCIATED WITH NET DEBT**

#### Liquidity risk

Management of liquidity risk aims at to ensure that Kamux is able to meet its finance obligations. Kamux's financing requirement is covered by both optimizing of operating activities and external financing in order to ensure that Kamux has continually sufficient liquidity or has access to an adequate amount of committed credit facilities. Liquidity risks are monitored and managed centrally in the Group's finance department where the availability of financing is managed daily based on rolling forecasts.

The maturity of financial liabilities is monitored regularly. As of December 31, 2017 Kamux had cash and cash equivalents of EUR 18.1 million and as of December 31, 2016, EUR 0.7 million. In addition, Kamux has access to unused credit facilities and bank overdrafts of EUR 20.0 million as of December Fair values for Kamux's borrowings are determined 31, 2017 and EUR 6.7 million as of December 31, 2016.

Kamux has entered into a five-year loan facility agreement of EUR 50 million with Nordea Bank AB (publ), Finnish Branch. The facility agreement was amended in April 2017 and it includes a five-year term loan of EUR 30 million and a revolving credit Bank loans are classified as Level 2 in the fair value facility of EUR 20 million. Of the revolving credit fahierarchy due to the use of unobservable inputs, cility, EUR 10.0 million is available as a multi-currency including Kamux's own estimates for risk premium. facility that Kamux entered into in December 2016. Derivatives consist of interest rate swaps and The term loan of EUR 30 million is currently repaid in bi-annual installments of EUR 1.5 million. In addition included in Level 2 and their fair value is calculated to the revolving facility, Kamux has a lease guarantee facility of EUR 0.4 million.

Loans from the financial institutions include the cember 31, 2017 Kamux had no open interest rate following covenants: net debt in proportion to adswaps. Nominal values of open interest rate swaps justed EBITDA, equity as a portion of the balance was EUR 6.5 million on December 31, 2016. The sheet total and inventory turnover. The interest marnominal values of open foreign exchange forwards gin is variable and depends on the ratio of net debt was EUR 7.2 million on December 31, 2017 and EUR and adjusted EBITDA. Kamux has given business mortgages amounting to EUR 104.0 million as of December 31, 2017 as a security for the loans from financial institutions. In addition, the Company has given an unlimited general guarantee on behalf of the subsidiaries in Finland, Sweden and Germany and pledged the shares of the Finnish, Swedish and German subsidiaries.

> According to specific terms and conditions of the bank loan agreements, the most significant transactions require a prior written approval by the financial institution, including ordinary terms and conditions protecting the creditor.

### Maturity table for financial liabilities

EUR million	Less than 3 months 3 mo	onths - 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years
Dec 31, 2017							
Loans	1.6	1.7	3.3	3.3	16.6	-	-
Accounts payables	8.5	-	-	-	-	-	-
Derivatives	-0.1	-0.0	-	-	-	-	-
Dec 31, 2016							
Loans	5.0	0.4	0.5	0.5	0.5	27.1	-
Accounts payables	5.6	-	-	-	-	-	-
Derivatives	-0.0	0.1	-	-	-	-	-

Less than 3 months	3 months - 1 year	1-2 years	2-3 years	3-4 years	4-5 years	More than 5 years
1.6	1.7	3.3	3.3	16.6	-	-
8.5	-	-	-	-	-	-
-0.1	-0.0	-	-	-	-	-
5.0	0.4	0.5	0.5	0.5	27.1	-
5.6	-	-	-	-	-	-
-0.0	0.1	-	-	-	-	-
	1.6 8.5 -0.1 5.0 5.6	8.5       -         -0.1       -0.0         5.0       0.4         5.6       -	1.6       1.7       3.3         8.5       -       -         -0.1       -0.0       -         5.0       0.4       0.5         5.6       -       -	1.6       1.7       3.3       3.3         8.5       -       -       -         -0.1       -0.0       -       -         5.0       0.4       0.5       0.5         5.6       -       -       -	1.6       1.7       3.3       3.3       16.6         8.5       -       -       -       -         -0.1       -0.0       -       -       -         5.0       0.4       0.5       0.5       0.5         5.6       -       -       -       -	1.6       1.7       3.3       3.3       16.6       -         8.5       -       -       -       -       -         -0.1       -0.0       -       -       -       -         5.0       0.4       0.5       0.5       0.5       27.1         5.6       -       -       -       -       -

#### Interest rate risk

ing rate loans and interest bearing credit limit facilities. Due to the Euribor-tied loans, Kamux is subject functional currency. to the cash flow risk arising from floating rate loans.

terest rate swaps in order to reduce the cash flow risk arising from floating rate loans. With this course of action, Kamux aims to limit the impact of interest able levels.

Effective interest rates of bank loans were 1.4%-1.5% at the end of 2017 and 1.4%-1.5% at the end of 2016.

Based on the sensitivity analysis, if interest rates had been 1.0 percentage points higher with all othprofit for the period and equity would have been EUR 0.2 million smaller in 2017 and EUR 0.1 million smaller in 2016. Interest rate sensitivity has been calculated by shifting the interest curve by 1.0 percentage points (due to low market interest environment the lower scenario has not been presented). rate loans and interest rate swaps.

#### Foreign exchange risk

Kamux is mainly exposed to transaction risk related to the Swedish krona and the risk that arises when subsidiaries are translated into euros.

Foreign exchange risk relating to Swedish operations arises basically from intra-Group finance transactions and trade payables from Swedish subsidiaries incurred in operating activities between not significant for the Group and these items are hedged as needed by using foreign exchange derivatives.

penses are generated almost exclusively in euros. The Group's bank loans comprise of long term float- According to the Company's treasury policy, all intercompany financing is issued in the subsidiary's

The Group's net investment in companies out-To manage the interest rate risk, Kamux uses in-side the Eurozone consists of subsidiary investments in Sweden. Foreign exchange risk associated with the net investment is not hedged.

Foreign exchange risk position includes debts rate volatility in the Group's finance costs to accept- denominated in Swedish krona of Group companies and loan receivables from Swedish subsidiaries. Krona denominated intra-group items, which are exposed to foreign exchange risk, translated at the rate of the balance sheet date were EUR 9.6 million as of December 31, 2017 and EUR 10.2 million as of December 31, 2016. Based on the sensier variables held constant, the recalculated post-tax tivity analysis, if the weakening or strengthening of the Swedish krona against euro had been 10 percent, the recalculated post-tax profit for the period and equity would have been EUR 0.7 million in 2017 and EUR 0.7 million in 2016 higher or lower.

#### Credit and counterparty risk

The interest position includes all external variable Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. Kamux considers all of its material counterparties to be creditworthy as they represent large and well-established financial institutions. Kamux's exposure to credit risk is conthe parent company's investments in the Swedish tinuously monitored, in particular, if agreed payments are delayed.

### >>Read more about credit risk related to trade and other receivables in note 3.2.

the Group companies. Foreign exchange risk is The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. To spread the credit risk, Kamux The remainder of the Group's income and ex- deposits its cash reserves with different banks.

### **4.2 FINANCE COSTS**

EUR million	2017	2016
Interest expenses	0.5	0.7
Fair value changes for derivatives	0.0	-0.1
Foreign exchange gains and losses, net	O.1	0.3
Other finance income and costs	O.1	0.2
Total	0.8	1.0

#### **ACCOUNTING POLICY**

Finance costs consist of interest expenses on bank loans and credit limits and realized and unrealized changes on interest rate swaps and foreign exchange derivatives as well as exchange rate differences. Transaction costs related to loans are expensed in profit or loss using effective interest rate method.

The effective interest rate is the rate that discounts the estimated future payments through the expected life of a loan to the net carrying amount of the financial liability. The calculation includes all fees paid by the contracting parties and transaction costs.

### **4.3 LEASE OBLIGATIONS AND OTHER COMMITMENTS**

#### **OPERATING LEASE COMMITMENTS**

### THE FUTURE MINIMUM LEASE PAYMENTS UNDER NON-CANCELLABLE OPERATING LEASES ARE AS FOLLOWS:

#### **EUR million**

No later than 1 year Later than 1 year and no later than 5 years Later than 5 years Total

### LOANS AGAINST WHICH GUARANTEES AND MORTGAGES HAVE BEEN GIVEN

### EUR million

Loans	
guarantees given against loans	

### **OTHER COMMITMENTS**

#### **EUR million**

Rent and other payment guarantees

Lease obligations consist mainly of rental payments addition, the Company has given an unlimited genof showrooms. Kamux displays its inventory and eral guarantee on the behalf of the subsidiaries of conducts the sales through showrooms. Rental con- Finland, Sweden and Germany and pledged their tracts are typically either cancellable or 1- to 10-year shares. fixed term contracts and without transfer of ownership or favorable purchase options, all of the leas- **DECOMMISSIONING OBLIGATION** es of showrooms are classified as operating leases. Kamux owns a car showroom building in Nedder-Contracts usually include the option of extending feld, Germany, which is located on the land area the lease after the original date of termination. As Kamux is renting. Kamux has leased the land area the leasing contracts are considered to be operat- for five years, and the lease may be extended. ing leases, lease payments are charged to profit or Kamux has an obligation to demolish the building loss over the lease contract period. at Kamux's own expense at the end of the lease. Kamux has given business mortgages amount- This obligation is recognized in the balance sheet ing to EUR 104.0 million at 31 December 2017 and on December 31, 2017 as a non-current provision of EUR 104.0 million as of December 31, 2016 as a EUR 0.4 million.

security for its loans from financial institutions. In

At December 31,		
2017	2016	
7.2	5.0	
14.4	11.8	
0.6	1.0	
22.2	17.8	

At December 31,	
2017	2016
25.4	31.7
104.0	104.0

At Dece	mber 31,
2017	2016
0.4	0.3

## **5 OTHER NOTES**

**GROUP STRUCTURE AND CONSOLIDATION** INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT **RELATED PARTY TRANSACTIONS** SHARE CAPITAL AND RESERVES **DEFERRED TAXES** EVENTS AFTER THE REPORTING DATE **NEW AND FORTHCOMING IFRS STANDARDS** 

## **5.1 GROUP STRUCTURE AND CONSOLIDATION**

### **SUBSIDIARIES**

has rights, to variable returns from its involvement date that control ceases. with the investee and has the ability to affect those returns through its power over the investee. Sub- and December 31, 2016 were as follows:

Parent company	Country of incorporation	Parent and Group ownership (%)	Principal activities
Kamux Corporation	Finland		Holding company
Subsidiaries			
Kamux Suomi Oy	Finland	100	Sales of used cars
Suomen Autorahaksi Oy	Finland	100	Dormant company
KMX Holding AB	Sweden	100	Holding company
Kamux AB	Sweden	100	Sales of used cars
Kamux Auto GmbH	Germany	100	Sales of used cars

Subsidiaries have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests equals the voting rights held by the Group. The country of incorporation of registration is also their principal place of business.

from Intra-Group transactions between the Group called translation differences. companies and intra-Group profit sharing are elimidated accounts.

translating the financial statements of subsidiaries transactions are recognized in finance costs.

sidiaries are consolidated from the date of acqui-The consolidated financial statements include sition, being the date on which the Group obtains parent company and its subsidiaries. Subsidiaries control or if the subsidiaries have been founded by refers to entities of which Kamux Group has con- the Company, from the date of the inception of the trol. Control exists, when the Group is exposed, or subsidiary. Subsidiaries are consolidated until the

Group's subsidiaries as of December 31, 2017

Intra-Group receivables and liabilities, income or are recognized in other comprehensive income and expenses and unrealized profits or losses arising accumulated in a separate component of equity,

Foreign currency denominated transactions are inated in their entirety when preparing the consol- translated into the functional currency using the exchange rates prevailing at the dates of the transac-Assets and liabilities in Swedish subsidiaries are tions or if items have been revalued, at the measuretranslated into euro at the rate prevailing on the bal- ment dates exchange rates. Foreign exchange gains ance sheet date. Income and expenses in Swedish and losses arising in respect of business operations, subsidiaries are translated into euro using an av- such as sales and purchases, are recognized in EBIT. erage rate. Translation differences that arise when Foreign exchange differences arising from financing

## **5.2 INTANGIBLE ASSETS AND PROPERTY,** PLANT AND EQUIPMENT

#### GOODWILL

Goodwill is an intangible asset with indefinite useful life.Goodwill in the balance sheet formed when the parent company, a company established by Intera Fund II Ky, acquired Kamux Oy and its subsidiaries on December 7, 2011. The amount of goodwill was EUR 13.6 million as of December 31, 2017 and 2016. Goodwill is entirely allocated to the operating seg- system for enterprise resource planning (ERP) and ment of Finland.

The recoverable amount of goodwill related to Fin- in Basware's FPM system, which was implemented land is based on fair value less costs of disposal (FV-LCD), which is determined using a discounted cash flow model. Key estimates used to determine the fees. recoverable amount include sales growth rate, cost development and the post-tax discount rate. Inputs used in the discounted cash flow model are inputs that are not based on observable market data (Level 3 inputs). Calculations are based on 5 years' cash flow projections approved by the management. Longterm growth rate was estimated to be 1% and posttax discount rate was defined at 9.0% (2016 10.4%). In addition, management reviews observable market data of comparable entities, for example, EBITDA multiples to assess whether there is a significant difference between FLVCD of the group of CGUs tested and comparable entities market data, which would require Kamux to make changes to the assumptions used in goodwill impairment testing.

As part of the performance review, management has performed sensitivity analyses around the key parameters and the result suggests that a situation in which the carrying value of goodwill and other assets under impairment testing would exceed the recoverable amount is unlikely. Changed parameters used in the sensitivity analyses for 2017 and 2016 impairment testing were:

- 20% decrease in the annual sales growth rate
- 20% decrease in EBIT margin of the financial year
- Long term growth rate of 0%
- Post-tax discount rate of 15%

The sensitivity analyses did not indicate impairment when the parameters above were changed one at a time or all at the same time.

#### **OTHER INTANGIBLE ASSETS**

Kamux has capitalized development costs and intangible rights related to different IT systems as other intangible assets. Kamux has invested in a tailor-made CRM system which is one of the key enablers of Kamux's effective selling process and cost efficient inventory management. Microsoft Ax is a accounting, and it connects Kamux's inventory man-The Group performs impairment tests annually. agement and accounting. In 2016, Kamux invested in the beginning of 2017. The capitalized costs consist of external service provider invoices and license

#### **ACCOUNTING POLICY - GOODWILL AND OTHER INTANGIBLE ASSETS**

Goodwill is an intangible asset with indefinite useful life. Goodwill is not amortized but tested for impairment at least annually, or whenever there is an indication that its carrying value would not be recoverable.

Management has determined that each showroom represents a separate cash generating unit (CGU). The impairment review is carried out for the group of cash generating units representing the geographical area of Finland which is the level at which goodwill is monitored by management (read more in Sources of uncertainty and managerial judgements - Goodwill).

Other intangible assets, which are separately identifiable and can be sold separately comprise development costs of IT software and intangible rights. Other intangible assets are amortized on a straight-line basis over the estimated useful life of 3 years.

#### SOURCES OF UNCERTAINTY AND MANAGERIAL JUDGMENTS - GOODWILL

Management makes significant estimates and judgments in determining the level at which the goodwill is tested and whether there are any indications of impairment.

The goodwill in the Kamux's balance sheet arose in December 2011 when the parent company, a company established by Intera Fund II Ky, acquired Kamux Oy and its subsidiaries. At the time of the acquisition, Kamux operated in Finland through five subsidiaries, including 16 showrooms. The Management views that the excess of the purchase price over the acquired net assets was paid for the business and business concept as a whole and therefore considers that goodwill should be tested at the level of group of CGU's which is Finland.

The forecasted cash flows are based on the Group's past performance and management's best estimate of future sales, cost development, general market conditions and applicable income tax rates.

Management tests the effects of changes to significant estimates used in forecasts by sensitivity analyses in a way described in the section "Goodwill".

#### **PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment comprise of office furniture, machinery and equipment and capitalized renovation as well as modernization expenses which are depreciated on a straight line basis over the estimated useful life of 3-5 years. Property, plant and equipment also includes the car showroom building in Nedderfeld, Germany, which was acquired in 2016.

### 5.3 RELATED PARTY TRANSACTIONS

ny's outstanding shares on December 31, 2017 and parties are also key management personnel and 58 % on December 31, 2016, has significant influ- their close family members as well as entities conence over Kamux.

parent company, Group companies mentioned in Management Team. note 5.1, and the companies controlled by the sig-

Intera Fund II Ky, which owned 29 % of the Compa- nificant influence holder Intera Fund II Ky. Related trolled by them. Key management personnel are Related parties of the Group consist of the the members of the Board of Directors, CEO and

For the year ended
December 31.

EUR million	2017	2016
Sales of used cars	0.1	0.2
Purchases of used cars	-0.1	-0.1
Rental expenses	-0.5	-0.6
Consulting expenses	-0.3	-0.1

Kamux's key management personnel, members of shareholders before the ownership structure was the Board of Directors and their family members formed in December 2011 and shareholders who have a right to buy cars from Kamux and sell cars have joined the Company as key employees after to Kamux in accordance with the personnel policy the 2011 ownership changes. The co-investments applicable to the whole staff.

family members and the companies controlled by ing to Nasdag Helsinki Oy stock exchange main list them four locations with fixed-term lease contracts on May 2017, are subject to the IFRS 2 standard. for 5-10 years. According to these contracts the Group has future lease obligations of EUR 2.6 mil- ees of the arrangements have invested in shares lion in 2017 and EUR 2.9 million in 2016.

fees paid to DN Advisory Oy, controlled by David basis and substantially on the same terms as the Nuutinen, and to Virtanen Consulting GmbH, con- investments made by the controlling owner. trolled by Matti Virtanen. The fees are related to the Group's geographical expansion and stock ex- share-based payment, but the valuation at the change listing.

an arm's length basis.

#### MANAGEMENT HOLDINGS

co-investment arrangement for certain key man- its right to redeem the shares of key employees' agement personnel and other key employees. The shares as their employment ends, the arrangeco-investment arrangements have been made ment is classified as equity-settled share-based with key employees of the Company employed payment under IFRS. Accordingly, with the grant before or during 2011-2017. The co-investment ar- date fair value of the share-based payment being rangement includes shareholders who have been zero, no expense has been recognized in financial

of key employees who have invested after the 2011 The Group has leased from the CEO, his close ownership changes but before the Company's list-

According to the agreements, the key employissued by the Company. Investments made by key Consulting expenses comprise consultancy employees were carried out at the same valuation

The co-investment arrangement contains a grant date indicates that the co-investments made Transactions with related parties were made on and possible proceeds to employees do not contain additional benefits when compared to the controlling owner. As the Company does not have a contractual obligation to redeem the leavers in The Company has established a management cash, and the Company has not, prior to 2016, used statements. In 2016 the Company redeemed one employee's shares and the difference between the The Board of Directors decides on the remuneration subscription price and the redemption price was 2016.

in the financial year 2017 and EUR 3.2 million in million in 2017 and EUR 0.3 million in 2016 in the other Management Team members. above-mentioned share issues. In addition to the scribed shares for a total of EUR 0.2 million in the public and personnel offerings of the IPO of Kamux on the NASDAQ Helsinki main market in May 2017.

ployees belonging to management.

Management Team of the Company's outstanding end of May 2019. shares as of December 31, 2017 are presented in the table below:

#### **Ownership**

Members of the Board of Directors	0.5
CEO	14.
Other Management Team	4.5

#### EUR thousand

### Management Team salaries and other bene

Wages, salaries and benefits Pension costs -defined contribution plans Total

### **CEO** salaries and benefits

Wages, salaries and benefits Pension costs -defined contribution plans

Total

#### MANAGEMENT'S SALARIES AND FEES

and its criteria for the CEO and members of the Mantreated as a share based compensation expense. agement Team. The salary of the CEO and members The share based expense was EUR 0.3 million in of Management Team consists of a monthly salary and bonus. The Board of Directors decides the terms Key employees subscribed to the Company's of bonuses annually. The CEO's and Management shares in directed share issues for EUR 0.7 million Team's bonuses are paid on the basis of personal goals set for the financial year and certain profita-2016. Key employees belonging to management bility targets. The bonus percent of total wages may subscribed to the Company's shares for EUR 0.7 not exceed 50 percent for CEO and 50 percent for

In December 2017, the Board of Directors of directed share issues, key employees belonging to Kamux Corporation decided to approve a sharemanagement and their close family members sub- based incentive scheme for the Group's key personnel for 2018. The amount of any gross reward paid pursuant to the scheme for the earnings period will be determined by the achievement of goals Kamux acquired its own shares from key per- set for the earnings criteria. The earnings criterion sonnel for EUR 5.4 million in 2016. Of these shares applicable for the 2018 earnings period is achieving EUR 5.4 million in 2016 was acquired from key em- the EBIT target for 2018 set by the Board of Directors. Any rewards resulting from the scheme will Holdings of the Board of Directors, CEO and be paid after the end of the earnings period, by the

.5 % 1.1 % .5 %

		For the year ended December 31,	
	2017	2016	
efits (except CEO)			
	768	776	
	191	185	
	959	960	
	232	249	
	58	61	
	290	311	

For the year ended December 31.

EUR thousand	2017	2016
Board of Directors salaries and benefits		
Matti Virtanen (from Jan 29, 2016)*	198	137
Reija Laaksonen (from March 3, 2017)	15	-
David Nuutinen**	107	13
Jokke Paananen	13	-
Harri Sivula (from May 12, 2017)	13	-
Vesa Uotila	13	-
Inka Mero (from Jan 29, 2016 until April 12, 2017)	4	11
Alexej von Bagh (until March 24, 2016)	-	3
Total	365	163
Management and Board of Directors compensation total	1,614	1,434

\* Matti Virtanen's benefits include EUR 166 thousand (EUR 117 thousand in 2016) consulting fees of Virtanen Consulting GmbH.

\*\* David Nuutinen's benefits include EUR 90 thousand (EUR 0 thousand in 2016) consulting fees and bonuses of DN Advisory Oy.

The Group CEO is entitled to the statutory pen- and he/she is entitled to the salary for the terminasion and the retirement age is determined within tion period as well as the performance bonus until the framework of statutory earnings-related pen- the termination date. In addition, if the Company sion plans. The CEO's retirement age is 63 years terminates the contract, CEO is entitled under cerunder the current legislation. Termination period tain conditions to the amount corresponding to six for the CEO's employment contract is 6 months, months' total salary.

#### SOURCES OF UNCERTAINTY AND MANAGERIAL JUDGMENTS -**MANAGEMENT HOLDINGS**

The Group estimates whether the management holdings include an incentive plan. Judgment is required when classifying the plan (as cash or equity-settled payments or arrangement with alternatives) and measuring the plan. Fair values of grant dates of the benefits, including in the arrangements have to be assessed for measurement.

## 5.4 SHARE CAPITAL AND RESERVES

Movements in the number of outstanding shares, treasury shares and total registered shares during the financial periods were as follows:

Number of shares, 1 000 pcs	Shares outstanding	Treasury shares	Total shares	Treasury shares* EUR million
December 31, 2016	37,614	53	37,667	-3.0
Acquisition of own shares	-1,267	1,267	-	-5.2
Share issue	193	-	193	-
Share issue	477	-	477	-
December 31, 2016	37,017	1,320	38,337	-8.2
Share issue	52	-	52	-
Share issue	39	-	39	-
Share issue	26	-	26	-
Share issue in public listing	2,853	-	2,853	-
December 31, 2017	39,987	1,320	41,307	-8.2

\* Of the amounts paid from the redeemed shares EUR 0.1 million have been recorded as a deduction of the Reserve for invested unrestricted equity and EUR 8.1 million as deduction of retained earnings.

The Company has one share class and each share has an equal right to dividend. Each share carries one vote at the general meeting. All issued shares are fully paid and they do not have Initial public offering in 2017 par value.

Dividend distribution, acquisition or redemption of the treasury shares or other distribution of funds to the Company's shareholders require the fulfilment of certain terms of the financing agreement. For the financial year 2017, the Board of Directors proposes a dividend of EUR 4.8 million (EUR 0.12 per share). The Company paid a dividend of EUR 2.2 million (EUR 0.06 per share) in spring 2017.

The subscription price of new shares is recognized as share capital unless it is determined in the share issue decision to be booked entirely and by EUR 3.2 million in 2016. or partly into the reserve for invested unrestricted equity. Payments to the reserve for invested **Purchase of treasury shares in 2016** unrestricted equity can be also done without a share issue. The number of shares which have

been paid but not yet registered at the end the count.

The Company's share capital is EUR 80 result of the purchase. thousand.

### **MOVEMENTS IN THE RESERVE FOR INVESTED** UNRESTRICTED EQUITY ARE AS FOLLOWS:

### Directed share issues in 2017 and 2016

The Company issued new shares of the Company to certain shareholders in February 2017, April 2017, November 2016 and February 2016. As a result of these share issues, the reserve for invested unrestricted equity of the Company increased by EUR 0.7 million in 2017

In November 2016, the Company purchased 1,266,652 of its own shares from certain shareholders of the Company. Retained earnings of the Company decreased by EUR 5.2 million, taking into acfinancial year are entered to the share issue ac- count the impact of the transfer tax and that EUR 0.3 million was recorded as a share based payment expense for the year 2016 as a

In May 2017, the number of the Company's shares increased as a result of an initial public offering. Kamux issued 2,852,853 new shares in the initial public offering and the total amount of shares outstanding increased to 39,987,294 shares. Gross proceeds from the issue were EUR 20.5 million which were recognized as reserve for invested unrestricted equity.

## **5.5 DEFERRED TAX**

EUR million	January 1,	Recognized through profit or loss	December 31,
201	7		
Deferred tax assets			
Provisions and accrued expenses	0.3	0.0	0.3
Derivative instruments	0.0	-0.0	-
Depreciation and amortization	-	0,0	0,0
Total	0.3	0.0	0.3
Deferred tax liabilities			
Loans from financial institutions	0.0	-0.0	0.0
Total	0.0	-0.0	0.0
Total net	0.3	0.0	0.3
201	6		
Deferred tax assets			
Provisions and accrued expenses	0.2	0.1	0.3
Derivative instruments	0.0	-	0.0
Total	0.2	0.1	0.3
Deferred tax liabilities			
Loans from financial institutions	0.0	0.0	0.0
Total	0.0	0.0	0.0
Total net	0.2	0.1	0.3

Deferred tax assets and liabilities are offset only when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes relate to the taxes collected by the same fiscal authority. In Sweden, the Group had unused tax losses EUR 4.9 million as of December 31, 2017 and EUR 4.0 million as of December 31, 2016 and in Germany the Group had unused tax losses EUR 3.2 million as of December 31, 2017 and EUR 0.9 million as of December 31, 2016, for which no deferred tax asset has been recognized due to the operating losses of the early phase of operations. These losses will not expire under the current tax regulations.

#### **ACCOUNTING POLICY - DEFERRED TAX BALANCES**

have been enacted or substantively enacted by temporary difference can be utilized. the balance sheet date and are expected to apized or the deferred tax liability is settled.

difference will not reverse in the foreseeable a net basis.

## **5.6 EVENTS AFTER THE REPORTING DATE**

oinen as Chief Digital Officer (CDO) and member his position on February 24, 2018. velopment, end-to-end customer experience and as the Country Director of Germany. marketing. Mr. Inkeroinen joined Kamux from Powand digital businesses, and his task is to develop Savonlinna in February 2018. Kamux's digital services and customer experience

Deferred tax is recognized on temporary differ- future. Deferred tax assets are recognized on ences arising between the tax bases of assets deductible temporary differences only to the and liabilities and their carrying amounts in the extent that it is probable the temporary differconsolidated financial statements. Deferred tax ence will reverse in the future and there is suffiis determined using tax rates (and laws) that cient taxable profit available against which the

Deferred tax assets and liabilities are offset ply when the related deferred tax asset is real- when there is a legally enforceable right to offset current tax assets against current tax liabil-Deferred tax liabilities are recognized for all ities and when the deferred taxes assets and taxable temporary differences, except for de- liabilities relate to income taxes levied by the ferred tax liability where the timing of the rever- same taxation authority on either the same taxsal of the temporary difference is controlled by able entity or different taxable entities where the Group and it is probable that the temporary there is an intention to settle the balances on

Kamux appointed M.Sc. (Pol), Mikko-Heikki Inker- in line with our strategy. Mr. Inkeroinen started in

of the Management Team. Mr. Inkeroinen is re- At the beginning of 2018, Robin Toss started as sponsible for the Company's digital business de- the Country Director of Sweden and Oliver Michels

On January 2, Kamux opened a showroom in er International AS, where he was Head of Digital newer, larger premises in Jönköping in Sweden. Commerce. Mr. Inkeroinen is an expert in consumer Kamux opened its 42nd showroom in Finland in

## 5.7 NEW AND FORTHCOMING IFRS STANDARDS

Kamux has not yet applied the following new and ognized by using the provision matrix, except for amended standards and interpretations already is- situations where financial assets are assessed to sued but not endorsed by the European Union. The be impaired due to credit risk. The Group does not Group will adopt them as of the effective date or, if expect the adoption of the new credit loss method the date is other than the first day of the financial year, from the beginning of the subsequent finan- small amount of credit losses. cial year.

### IFRS 9 Financial instruments and associated amendments to various other standards

ple classification and measurement models in IAS but as a general rule, it will be easier to apply 39 and it will bring changes to classification and hedge accounting going forward due to inter alia measurement of financial assets their impairment only prospective effectiveness assessment is reassessment hedge accounting.

A debt instrument is measured at amortized as a hedged item. cost only if the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and the contractual payments of principal and interest. All other debt and equity instruments, including investments in IFRS 15 Revenue from Contracts with Customers complex debt instruments and equity investments, and associated amendments to various other must be recognized at fair value.

All fair value movements on financial assets are A new standard for the recognition of revenue, taken through the statement of profit or loss, except for equity investments that are not held for trading, which may be recorded in the statement of profit or loss or in reserves (without subsequent struction contracts. The new standard includes a recycling to profit or loss). In addition debt instru- five-step model, by which sales revenue is recogments can be classified at fair value through other nized when control of a good or service is transcomprehensive income according to entity's busi-ferred to a customer. Revenue is recognized in an ness model.

the adoption of IFRS 9 does not have a significant impact on the classification of its financial assets due to the fact that the Company does not have the effects of the adoption of IFRS 15 standard. investments in securities or bonds at the moment.

new expected credit loss method. The significant financial assets of Kamux are trade receivables arising from normal business operations. For these trade receivables the group will apply a simplified gations. provision matrix approach that is permitted by the standard. According to this approach, a loss is rec- adoption of the standard will have an effect on the

to have a significant impact due to the historically

The new hedge accounting rules align hedge accounting more closely with common risk management practices.

The Group does not expect the amendments to IFRS 9 "Financial Instruments" replaces the multi- increase applying hedge accounting in the Group, quired and the risk component can be designated

The new standard also introduces expanded disclosure requirements and changes in presentation. IFRS 9 is effective from January 1, 2018, which cash flows under the instrument solely represent is also the initial application date for Kamux Group.

# standards

IFRS 15 Revenue from Contracts with Customers, will replace IAS 18, which covers contracts for goods and services and IAS 11, which covers conamount that reflects the consideration to which the According to the analysis prepared by Kamux, entity expects to be entitled in exchange for those goods or services.

The Company has prepared an assessment about

Kamux's business consists of retail and whole-Impairment of financial asset will be based on sale sales of used cars and integrated services sold to consumer and corporate customers. These goods and services have been identified in accordance with IFRS 15 as separate performance obli-

In accordance with the Group's assessment, the

different streams of net sales as follows:

control over the sold product at the time of delivery of the car and the adoption of the standard obtaining control.

the seller's statutory liability for defects the adoption of the standard is assessed to have no material effect.

The analysis prepared by the Group shows that, in both under the present and new standard, the Group operates as an agent towards the customer regarding the finance and insurance products from third parties. Kamux shows the income derived from the sales of third-party finance and insurance products as net amount in its net sales at the time it has fulfilled its obligations from providing the services. In accordance with the Group's assessment, the adoption of the new standard does not derived from sales of third party finance services.

The management assesses that the adoption of the new standard will not have a material effect on the consolidated financial statements regarding the timing or amount of net sales to be recognized. However, adoption of the standard may have an as depreciation and finance costs. effect on the consolidated financial statements through the new disclosure requirements.

The standard is effective for accounting periods beginning on or after January 1, 2018. The Group plans to adopt the IFRS 15 standard on January 1, 2018 by using the method of retrospective application. Adoption of the standard will increase the amount of disclosures.

#### IFRS 16 Leases and associated amendments to various other standards

IFRS 16 will primarily affect accounting of lessees and will result in the recognition of almost all leases on the balance sheet. The standard removes the current distinction between operating and financing leases and requires recognition of an asset (the right to use the leased item) and a financial liability to pay rentals for virtually all lease contracts. An optional exemption exists for short-term and low-value leases.

Currently, future lease payments are presented in the notes as operating lease commitments at their nominal value. The currently reported operat-

ing lease commitments of Kamux totaled EUR 22.2 In the sales of used cars, the customer obtains million (see Note 4.3.) on December 31, 2017.

Kamux's statement of comprehensive income will also be affected, because in the new method does not have a material effect on the timing of the total expense is typically higher in the earlier years of a lease and lower in later years. Additional-Regarding Kamux Plus -service which extends ly, lease payment in operating expenses will be replaced with interest and depreciation, so key metrics like EBITDA and operating profit will change.

Operating cash flow will be higher, as cash payments for the principal portion of the lease liability are classified within financing activities. Only that part of the payments which reflects interest can continue to be presented as operating cash flow. Kamux has prepared a preliminary assessment of the total effects of adopting IFRS 16 standard in its consolidated financial statements and will update this assessment during 2018. Taking into consideration that Kamux has leased many showrooms and office premises from third parties for perihave material effects on the variable contingencies ods longer than one year and by cancellable contracts, the standard will have a significant effect on Kamux's consolidated financial statements. Kamux expects that the amount of leased assets and correspondent lease liabilities will increase significantly. In addition, the related rental costs are classified

> The standard is effective for accounting periods beginning on or after January 1, 2019. Kamux will adopt the standard on its effective date.

## PARENT COMPANY FINANCIAL STATEMENTS

## PARENT COMPANY INCOME STATEMENT (FAS)

EUR million	
REVENUE	
Other operating income	
Personnel expenses	
Salaries and fees	
Social security expenses	
Pension expenses	
Other social security expense	25
Total personnel expenses	
Depreciation and amortization	
Depreciation and amortization acc	20
Other operating expenses	
Total expenses	
OPERATING PROFIT	
Financial income and expenses	
Interest and other financial income	
From Group companies	
From other	
Total	
Interest and other financial expenses	
To Group companies	
To other	
Total	
Total financial income and expenses	
LOSS BEFORE APPROPRIATIONS AND TAXES	
Appropriations	

Total appropriations

Direct taxes

PROFIT FOR THE FINANCIAL YEAR

Group contributions received

	2017	2016
	3.0	2.4
	-	0.0
	-1.1	-0.8
	-0.2	-0.2
S	-0.0	-0.0
-	-1.3	-1.0
ording to plan	-0.0	-0.0
		7 0
	-4.4	-3.0
	-5.7	-4.0
	-2.7	-1.7
	2.4	1.3
	1.0	0.2
	3.4	1.5
		0.1
	-1.6	-0.1
	-1.6	-1.2
	1.7	0.2
	-0.9	-1.4
	14.5	18.7
	14.5	18.7
		,
	-2.7	-3.5

## PARENT COMPANY BALANCE SHEET (FAS)

	At December 31,		
EUR million	2017	2016	
ASSETS			
A35E15			
NON-CURRENT ASSETS			
Intangible assets			
Intangible rights	0.1	0.0	
Total	0.1	0.0	
Investments			
Investments in subsidiaries	29.2	26.2	
Total	29.2	26.2	
CURRENT ASSETS			
Non-current receivable			
Non-current receivables from Group companies	33.9	14.2	
Total	33.9	14.2	
Current receivables			
Receivables from Group companies	33.2	34.0	
Other receivables	0.1	0.2	
Prepaid expenses and accrued income	0.1	0.0	
Total	33.4	34.3	
Cash at hand and in banks	17.4	0.0	
TOTAL ASSETS	114.1	74.7	

	At December 31,	
EUR million	2017	2016
LIABILITIES AND EQUITY		
Equity		
Share capital	0.1	O.1
Invested non-restricted equity reserve	25.2	4.1
Retained earnings	23.3	11.8
Profit for the year	10.9	13.8
Total	59.5	29.7
Liabilities		
Non-current liabilities		
Loans from financial institutions	22.5	25.5
Derivatives	-	0.1
Liabilities to Group companies	4.7	4.8
Current liabilities		
Interest-bearing		
Loans from financial institutions	3.0	6.3
Liabilities to Group companies	23.6	3.3
Non-interest-bearing		
Trade payables	0.2	0.2
Liabilities to Group companies	0.2	1.0
Other current liabilities	0.0	0.0
Accrued expenses and deferred income	0.3	3.7
Total	54.6	45.0
TOTAL LIABILITIES AND EQUITY	114.1	74.7

## **PARENT COMPANY CASH FLOW STATEMENT (FAS)**

	For the year ended December 31,		
EUR million	2017	2016	
Profit for the financial year	10.9	13.8	
Adjustments:	10.0	10.0	
Financial income and expenses	-1.7	-0.2	
Group contributions received	-14.5	-18.7	
Depreciation and amortization	0.0	0.0	
Direct taxes	2.7	3.5	
Change in net working capital:	2.1	0.0	
Change in trade and other receivables	0.0	-0.2	
Change in trade and other payables	-0.7	0.7	
Interests paid and payments on other operating expenses	-0.6	-0.8	
Interests received	0.0	0.0	
Taxes paid	-6.1	-2.7	
Net cash from/in operating activities (A)	-10.0	-4.7	
Payments for property, plant and equipment and intangible assets (-)	-0.0	-0.0	
Investments in subsidiaries	-3.0	-0.5	
Net cash from/in investing activities (B)	-3.1	-0.5	
Repayments of bank loans	-6.3	-29.4	
Proceeds from bank loans	_	40.6	
Net change of intra-group receivables and payables	17.9	-2.4	
Dividends paid	-2.2	-1.5	
Purchase of treasury shares	-	-5.5	
Proceeds from share issues	21.1	3.2	
Net cash from/in financing activities (C)	30.5	5.0	
Change in cash (A+B+C)	17.4	-0.2	
Cash at hand and in bank at the beginning of the financial year	0.0	0.2	
Cash at hand and in bank at the end of the financial year	17.4	0.0	

## **ACCOUNTING PRINCIPLES OF THE** PARENT COMPANY FINANCIAL STATEMENTS

#### GENERAL INFORMATION

Company's financial statements. In the following the basis of the time period. paragraphs are described the accounting principles of the parent company to the extent they dif- LOANS AND INTEREST EXPENSES

fer from the accounting principles for the consoli- Loans from banks are recognized at their nominal dated financial statements. value. Transaction costs related to loans are expensed at the time of taking out a loan. Interest ex-REVENUE penses of the loans are recognized in the income Revenue of the Company consists of intra-group statement on accrual basis and accrued to the fimanagement fees. nancial year on the basis of the time period.

### INTRA-GROUP RECEIVABLES AND LIABILITIES

The Company does not recognize deferred tax Intra-group receivables and liabilities of the Com- assets in the financial statements of the parent pany consist of intra-group transactions. Receiva- company.

bles are recognized in the balance sheet at lower The financial statements of Kamux Corporation of their nominal value and their probable value, are prepared in accordance with Finnish Account- whichever is lower. Liabilities are measured at their ing Standards (FAS). The accounting principles of nominal value. Interest income and expenses relatthe consolidated financial statements are applied ing to receivables and liabilities are recognized on to the appropriate extent in the preparation of the accrual basis and accrued to the financial year on

### DEFERRED TAX ASSETS

# NOTES TO THE PARENT COMPANY'S FINANCIAL STATEMENTS

UR million		
Revenue	2017	2016
Services to Group companies	3.0	2.4
Total	3.0	2.4
Revenue	2017	2016
Geographical distribution		
Domestic	2.4	2.0
Other Europe	0.6	0.4
Total	3.0	2.4
Personnel expenses and fees	2017	2016
Salaries and fees	1.1	0.8
Pension expenses	0.2	0.2
Other social security expenses	0.0	0.0
Total	1.3	1.0
Number of personnel	8	6
Other operating expenses	2017	2016
Voluntary personnel expenses	0.3	0.1
Travel expenses	0.1	0.1
Marketing expenses	0.4	0.3
Administrative services	3.4	2.4
Other administrative expenses	0.1	0.2
Other operating expenses	0.1	0.0
Total	4.4	3.0
Auditor's remuneration	2017	2016
Audit fee	0.1	0.1
Other services from main auditor	0.5	0.6
Total	0.6	0.7

propriations	2017	2016
Group contribution received	14.5	18.7
Total	14.5	18.7
eferred tax asset	2017	2016
Derivatives measurement at fair value	-	0.0
Total	0.0	0.0
Deferred tax asset has not been recognized into balance sheet.		
on-current assets	2017	2016
Intangible rights		
opening balance Jan 1	0.0	0.0
additions during the financial year	-	0.0
amortizations during the financial year	0.0	0.0
closing balance Dec 31	0.0	0.0
Investments		
opening balance Jan 1	26.2	20.3
additions during the financial year	3.0	5.9
closing balance Dec 31	29.2	26.2
on-current receivables from Group companies	2017	2016
Non-current loan receivables from Group companies	33.9	14.2
Total	33.9	14.2
irrent receivables from Group companies	2017	2016
Current loan receivables from Group companies	28.2	32.3
Interest receivables	4.0	1.7
Trade receivables	1.0	-
Prepaid expenses and accrued income	-	0.1
Total	33.2	34.0

### Prepaid expenses and accrued income

Prepaid expenses and accrued income consist of ordinary accruals relating to financial statements.

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### EUR million

hares	2017	2016
Group companies		
Kamux Suomi Oy	100 %	100 %
Suomen Autorahaksi Oy (100 %)		
KMX Holding AB	100 %	100 %
Kamux AB (100 %)		
Kamux Auto GmbH	100 %	100 %
nanges in equity during the financial year	2017	2010
Share capital on Jan 1	0.1	0.
Share capital on Dec 31	0.1	0.
Invested non-restricted equity reserve on Jan 1	4.1	0.9
Share issue	21.1	3.:
Invested non-restricted equity reserve on Dec 31	25.2	4.
Retained earnings on Jan 1	25.6	18.
Dividend distribution	-2.2	-1.
Acquisition of treasury shares	-	-5.
Retained earnings on Dec 31	23.3	11.5
Profit/loss for the financial year	10.9	13.
Total equity	59.5	29.
istributable earnings Dec 31	2017	2016
Retained earnings	23.3	11.8
Profit for the financial year	10.9	13.8
Invested non-restricted equity fund	25.2	4. <b>29.</b>

EUF	R million
Loa	ns from financial institutions
	Nordea Pankki Suomi Oyj
	Instalments to be paid within one ye
	Instalments to be paid after one yea
Oth	er liabilities
	Current other liabilities
	Total
Nor	n-current loans to Group companies
	Non-current loan liabilities to Group com
	Total
Cur	rent loans to Group companies
	Current loans to Group companies
	Accrued expenses and deferred income
	Total
Acc	rued expenses and deferred income
	Personnel expenses
	Taxes
	Other
	Total
Der	ivatives
	Interest rate swap, nominal value of underlyir
	Interest rate swap, fair value
	Tatal

### Total

Measurement at fair value through profit

	2017	2016
ne year	3.0	6.3
e year	22.5	25.5
	25.5	31.8
	2017	2016
	0.0	0.0
	0.0	0.0
	2017	2016
companies	4.7	4.8
	4.7	4.8
	2017	2016
	23.6	3.3
ome	0.2	1.0
	23.9	4.4
)	2017	2016
	0.2	0.2
	0.0	3.4
	0.1	0.0
	0.3	3.7
	2017	2016
lerlying instrument	_	6.5
, ,	-	-0.1
	-	6.4
profit or loss	0.1	0.1
	-	

## SIGNATURES FOR THE REPORT BY THE BOARD **OF DIRECTORS AND THE FINANCIAL STATEMENTS**

EUR million	At Dece	mber 31,	
Pledges and guarantees	31.12.2017	31.12.2016	Hämeenlinna, March 8, 2
Loans	35.5	31.0	
Amount in use	25.5	30.5	
Guarantees given on loans			Matti Virtanen
General guarantee			Chairman of the Board
Business mortgages			
Total bearer bonds	26.0	26.0	
Special guarantee			
Business mortgages			Jokke Paananen
Total bearer bonds	26.0	26.0	Member of the Board
Pledged subsidiary shares			
Total shares of Kamux Auto GmbH			
Total shares of KMX Holding Ab			
Total shares of Kamux Suomi Oy			
			Juha Kalliokoski
Kamux Oyj has given non-restricted g	eneral guarantee on bel	half of its subsidiaries	CEO

in Finland, Sweden and Germany and pledged the shares of these subsidiaries.

Harri Sivula Member of the Board

The Auditor's Note

A report on the audit performed has been issued today.

Helsinki, March 8, 2018

PricewaterhouseCoopers Oy Authorized Public Accountants

Janne Rajalahti Authorized Public Accountant

Reija Laaksonen Member of the Board

David Nuutinen Member of the Board

Vesa Uotila Member of the Board

## **AUDITOR'S REPORT** (TRANSLATION OF THE FINNISH ORIGINAL)

To the Annual General Meeting of Kamux Oyj

#### **REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS OPINION**

In our opinion

• the consolidated financial statements give a true and fair view of the group's financial position and financial performance and cash flows in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU

• the financial statements give a true and fair view of the parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of the financial statements in Finland and comply with statutory requirements.

Our opinion is consistent with the additional report to the Board.

#### What we have audited

We have audited the financial statements of Kamux Oyj (business identity code 2442327-8) for the vear ended

31 December 2017. The financial statements comprise:

• the consolidated balance sheet, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes, including a summary of significant accounting policies

• the parent company's balance sheet, income statement, statement of cash flows and notes.

#### **BASIS FOR OPINION**

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, the non-audit services that we have provided to the parent company and to the group companies are in accordance with the applicable law and regulations in Finland and we have not provided non-audit services that are prohibited under Article 5(1) of Regulation (EU) No 537/2014. The non-audit services that we have provided are disclosed in note 2.4 to the Financial Statements.



#### **OUR AUDIT APPROACH** Overview

• Overall group materiality: € 2.600.000, which represents a combination of adjusted profit before tax and revenue.

• Our audit procedures covered all the significant countries and locations of Kamux group. The focus of our audit procedures has been on the most significant components in Finland and Sweden.

- Valuation of inventory
- Accuracy of the repair liability provision

judgements; for example, in respect of significant basis of the financial statements.

accounting estimates that involved making as-Based on our professional judgement, we desumptions and considering future events that are termined certain guantitative thresholds for mateinherently uncertain. riality, including the overall group materiality for the consolidated financial statements as set out in the Materiality table below. These, together with qualitative consid-The scope of our audit was influenced by our applierations, helped us to determine the scope of our cation of materiality. An audit is designed to obtain audit and the nature, timing and extent of our audit reasonable assurance whether the financial state- procedures and to evaluate the effect of misstatements are free from material misstatement. Mis- ments on the financial statements as a whole.

Overall group materiality	€ 2,6 mil
How we determined it	Average nues. Bo ing the o
Rationale for the materiality benchmark applied	The com the incre the mate profit be nancial s mance of and 5% c accepted

#### How we tailored our group audit scope

count the structure of the group, the accounting fessional judgment, were of most significance in our processes and controls, and the industry in which audit of the financial statements of the current pethe group operates.

Our audit procedures covered all the significant of our audit of the financial statements as a whole, countries and locations of Kamux group. The focus and in forming our opinion thereon, and we do not of our audit procedures has been on the most sig- provide a separate opinion on these matters. nificant components in Finland and Sweden where As in all of our audits, we also addressed the we performed the full scope audit because of the risk of management override of internal controls, magnitude and risk of the component in question. including among other matters consideration of For the remaining components, we performed al- whether there was evidence of bias that representternative procedures to ensure that there is no risk ed a risk of material misstatement due to fraud. of material misstatement in the consolidated financial statements.

As part of designing our audit, we determined ma- statements may arise due to fraud or error. They teriality and assessed the risks of material misstate- are considered material if individually or in aggrement in the financial statements. In particular, we gate, they could reasonably be expected to influconsidered where management made subjective ence the economic decisions of users taken on the

#### illion

of 5% of adjusted profit before taxes and 1% of the total reveoth of the benchmarks were equally weighted when determinoverall group materiality.

npany is in a development phase and its strategy focuses on ease of revenues. As the benchmark for the determination of eriality, we chose the combination of revenue and adjusted efore taxes. Based on our understanding the readers of the fistatements use these parameters when evaluating the perforof the group. As thresholds, we chose to use 1% of the revenues of the adjusted profit before taxes, which are within generally d thresholds according to auditing standards.

#### **KEY AUDIT MATTERS**

We tailored the scope of our audit, taking into ac- Key audit matters are those matters that, in our proriod. These matters were addressed in the context

#### Key audit matter in the audit of the group

#### How our audit addressed the key audit matter

#### Valuation of inventory

See note 31 in the financial statements

The inventory is valued to the lower of acquisition cost or net realisable value. The acquisition cost of individual cars included in the inventory, is determined based on the purchase price including directly attributable repair costs for reconditioning the car for selling purposes.

For the financial statements, the company evaluates the cars included over 90 days in the inventory. The impairment recorded is the value of cars according to net realisable value.

The valuation of inventory is considered a key audit matter because of the magnitude of the inventory and the management judgement included in the valuation.

Our audit procedures included understanding and evaluating the processes and controls for the valuation of inventory.

As part of our audit procedures, we evaluated the appropriateness of the accounting policies applied by the company for the inventory valuation.

We reviewed the management's detailed estimate for the need of adjustment for inventory valuation for financial statements. We evaluated the accuracy of recorded adjustment compared to company's accounting policy, sales occurred after the year-end and other identified circumstances.

We tested the acquisition cost of the cars included in the inventory for year-end 2017 on a sample basis. We compared the inventory value for selected cars to purchase price for the car including directly attributable repair costs for reconditioning the car for selling purposes.

We tested the net realisable value of the cars included in the inventory for year-end 2017 on a sample basis. We compared the inventory value for selected cars to sales price in 2018..

#### Accuracy of the repair liability provision See note 2.3 in the financial statements

Estimated repair liability is recognised as repair liability provision when a car is sold. The amount of repair liability provision is based on historical statistics about realised liability costs and the estimated trend of repair liability costs.

Accuracy of the provision for repair costs is considered as a key audit matter because of the significant management judgement included in the accounting of the provision.

We evaluated the accuracy of the repair liability provision by comparing the estimate prepared by management to actual historical costs. We reconciled the recorded repair liability provision to calculation prepared by management.

In addition, we inquired of the management, if there were any circumstances, which would require changes to estimated trend of repair liability costs.

We also audited the payments made in 2018 to gain comfort that there are no significant costs occurred which should have been taken into consideration when calculating the provision.

We have no key audit matters to report with respect to our audit of the parent company financial statements.

There are no significant risks of material misstatement referred to in Article 10(2c) of Regulation (EU) No 537/2014 with respect to the consolidated financial statements or the parent company financial statements.

#### **RESPONSIBILITIES OF THE BOARD OF** DIRECTORS AND THE MANAGING DIRECTOR FOR THE FINANCIAL STATEMENTS

The Board of Directors and the Managing Director are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, and of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the Managing Director are responsible for assessing the parent company's and the group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the parent company or the group or to cease operations, or there is tions that may cast significant doubt on the parent no realistic alternative but to do so.

### AUDITOR'S RESPONSIBILITIES FOR THE **AUDIT OF THE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with good auditing practice will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

nal control. agement.

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 Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of inter-

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by man-

• Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or condicompany's or the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the parent company or the group to cease to continue as a going concern. • Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.

• Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with govern-

ance regarding, among other matters, the planned inconsistent with the financial statements or our scope and timing of the audit and significant audit knowledge obtained in the audit, or otherwise apfindings, including any significant deficiencies in in- pears to be materially misstated. With respect to

ance with a statement that we have complied with of the Board of Directors has been prepared in acrelevant ethical requirements regarding independ- cordance with the applicable laws and regulations. ence, and to communicate with them all relationships and other matters that may reasonably be **IN OUR OPINION** thought to bear on our independence, and where • the information in the report of the Board of Diapplicable, related safeguards.

From the matters communicated with those nancial statements charged with governance, we determine those • the report of the Board of Directors has been predit of the financial statements of the current pe- regulations. riod and are therefore the key audit matters. We If, based on the work we have performed on describe these matters in our auditor's report un- the other information that we obtained prior to less law or regulation precludes public disclosure the date of this auditor's report, we conclude that about the matter or when, in extremely rare cir- there is a material misstatement of this other incumstances, we determine that a matter should formation, we are required to report that fact. We not be communicated in our report because the have nothing to report in this regard. adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **OTHER REPORTING REQUIREMENTS**

#### **APPOINTMENT**

We were first appointed as auditors by the annual **PricewaterhouseCoopers Oy** general meeting on 9 October 2015. Our appoint- Authorised Public Accountants ment represents a total period of uninterrupted engagement of three years.

#### **OTHER INFORMATION**

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises the report of the Board of Directors and the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. We have obtained the report of the Board of Directors prior to the date of this auditor's report and the Annual Report is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially

ternal control that we identify during our audit. the report of the Board of Directors, our responsi-We also provide those charged with govern- bility also includes considering whether the report

rectors is consistent with the information in the fi-

matters that were of most significance in the au- pared in accordance with the applicable laws and

Helsinki 8 March 2018

#### Janne Rajalahti

Authorised Public Accountant (KHT)

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KAMUX CORPORATION | PAROLANTIE 66A | 13130 HÄMEENLINNA | WWW.KAMUX.COM