AS SILVANO FASHION GROUP

(incorporated in Estonia with limited liability, register number 10175491)

COMBINED OFFERING OF UP TO 6,221,338 ORDINARY SHARES

AS Silvano Fashion Group (current registered name: PTA Grupp AS; change of name pending) (the "**Company**") is a limited liability company incorporated in Estonia. Alta Capital Partners S.C.A., SICAR (the "**Selling Shareholder**" and the "**Principal Shareholder**") is offering up to 6,221,338 (six million, two hundred and twenty-one thousand, three hundred and thirty-eight) ordinary shares (the "**Offer Shares**") for sale in: (i) a public offering directed to institutional investors in Poland (the "**Public Offering**"); and (ii) a private placement to selected institutional investors outside of the United States in certain EU member states other than Poland in compliance with Regulation S under the U.S. Securities Act of 1933, as amended (the "**Private Placement**" and jointly with the Public Offering, the "**Offering**"). In connection with and immediately after the Offering, the Company will issue up to 2,052,802 (two million, fifty-two thousand, eight hundred and two) new shares (the "**New Shares**") to the Principal Shareholder at an issue price equal to the price per share at which the Offer Shares will be sold in the Offering. The issue price of the New Shares will be paid by the Selling Shareholder from the proceeds of the Offering.

The price of the Offer Shares (the "**Offer Price**") will be determined by the Principal Shareholder and the Company with the agreement of the Lead Manager (as defined hereinafter) on or about 11 July 2007. The Principal Shareholder may, in agreement with the Lead Manager, change the terms and conditions of the Offering, including the total number of the Offer Shares that will ultimately be subject to the Offering.

All shares in the Company are currently listed on the Main List of the Tallinn Stock Exchange (TSE:PTAAT). Shares in the Company were listed on the Investor List of the Tallinn Stock Exchange (the secondary list of the Tallinn Stock Exchange) from May 1997 until 17 November 2006 and on the Main List of the Tallinn Stock Exchange since that date. On 25 June 2007 the closing price of shares in the Company on the Tallinn Stock Exchange was EUR 5.65. No securities issued by the Company are currently admitted to trading on any other regulated market. In connection with the Offering and the issuance of New Shares, based on this prospectus the Company will apply for listing of: (i) all its shares, including the New Shares (i.e. a total of up to 40,000,000 Shares), on the main market of the Warsaw Stock Exchange (the "**WSE**"); (ii) the New Shares on the Main List of the Tallinn Stock Exchange.

This prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, the Offer Shares to any person in any jurisdiction in which it is unlawful to make any such offer to such person. The public offering of the Offer Shares is being conducted only within the territory of Poland. Neither the prospectus nor the Offer Shares have been registered or approved in or notified to any regulatory authority other than in Estonia and Poland. For a description of certain restrictions on transfer please see "*Selling Restrictions*".

By participating in the Offering or investing or trading in the Shares you acknowledge that such activities involve risks. While every care was taken to ensure that this prospectus presents a fair and accurate overview of the risks related to the Shares and the operations of the Company, the value of your investment may be adversely affected by circumstances that are either not evident at the date hereof or not reflected in this prospectus. For a discussion of certain consideration which should be taken into account in deciding whether to purchase the Offer Shares please see "*Risk Factors*".

The shares are registered in the Estonian Central Register of Securities under ISIN number EE3100001751. The delivery of the Offer Shares will be made through the book-entry facilities of Krajowy Depozyt Papierów Wartościowych S.A. (the "**KDPW**").

UNICREDIT CA IB POLSKA S.A.
Lead Manager and Book runner

AS SUPREMA SECURITIES
Co-Manager

26 June 2007

TABLE OF CONTENTS

INTRODUCTORY INFORMATION

Before reading this Prospectus please take notice of the following important introductory information:

Governing Law

The Offering and the listing of the Shares on the WSE are (and the subsequent trading in the Shares on the WSE will be) conducted in accordance with and governed by Polish law. The Company is organised and exists under Estonian law.

Liability in Connection with the Prospectus

The Persons Responsible

The persons responsible for the information presented in this prospectus (the "**Prospectus**") are: (i) AS Silvano Fashion Group (registered address: Akadeemia tee 33, Tallinn 12618, Estonia, operating under the current registered business name of PTA Grupp AS, change of name pending); and (ii) Alta Capital Partners S.C.A, SICAR (registered address: 69, route d'Esch, L-1470 Luxembourg, the Grand Duchy of Luxembourg). AS Silvano Fashion Group and Alta Capital Partners S.C.A., SICAR accept responsibility for the completeness and correctness as of the date hereof of the information contained in this Prospectus. Having taken all reasonable care to ensure that such is the case, such persons believe that the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Alta Capital Partners S.C.A., SICAR Management Board:	**AS Silvano Fashion Group** Management Board:	
Indrek Rahumaa	*Sergei Kusonski*	*Peeter Larin*
	Dace Markevica	*Remigiusz Pilat*
	Dmitry Ditchkovsky	*Dmitri Podolinksi*

Limitations of Liability

Without prejudice to the above, no responsibility is accepted by the persons responsible for the information given in this Prospectus solely on the basis of the summary of the Prospectus, unless such summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

Furthermore, the Managers (as defined hereafter) expressly disclaim any liability based on the information contained in this Prospectus, the summary of this Prospectus or individual parts thereof and will not accept any responsibility for the correctness, completeness or import of such information. No information contained in this Prospectus or disseminated by the Company in connection with the Offering may be construed as constituting a warranty or representation, whether express or implied, made by the Managers to any third parties.

The Company and the Managers will not accept any responsibility for information pertaining to the Offering, the listing of the Shares on the WSE, the Company or its operations if such information is disseminated or otherwise made public by third parties either in connection with the Offering, the listing of the Shares on the WSE or otherwise.

By purchasing any Shares in the Company or trading in the same, you agree that you are relying on your own examination and analysis of this Prospectus (including the financial statements of the Company which form an integral part of this Prospectus) and any information on the Company that is available in the public domain (including any information published by the Company through the information systems of the Tallinn Stock Exchange or the WSE). You also acknowledge that the outcome of an investment decision can be affected by certain risk factors (such as those presented in the section of this Prospectus titled "*Risk Factors*").

Please note that in the case of a dispute related to this Prospectus the plaintiff may have to resort to the jurisdiction of an Estonian court and consequently a need may arise for the plaintiff to cover relevant state fees and translation costs in respect to this Prospectus or other relevant documents.

Presentation of Information

Financial Information

With effect from 16 October 2006 the Company became a parent company of the Silvano Group, a group of companies which manufacture and retail women's lingerie. The shares in Silvano were exchanged for Shares in the Company, as a result of which the shareholders of Silvano acquired close to 95% of the Shares in the Company. Therefore, the financial results of the Group for the year ended 31 December 2006 were affected to a considerable degree by the consolidation of the results of the Silvano Group. The consolidated revenues of the Silvano Group comprised around 91% of the total consolidated pro forma revenues of the Group for the year ended 31 December 2006.

In connection with the above, the Company has prepared an unaudited aggregation of the income statements and balance sheets for the entities comprising the Group as of and for the period ended 31 December 2005 (the "**Unaudited Aggregated Financial Information**"), as well as a consolidated pro forma income statement for the Group for the financial year ended 31 December 2006 (combined with the actual balance sheet as of that date) upon which the auditors of the Company have performed work (the "**Unaudited Pro Forma Financial Information**"). Such financial information is contained in "*Pro Forma and Aggregated Financial Information*". The Unaudited Pro Forma Financial Information and the Unaudited Aggregated Financial Information have been prepared to illustrate the effect that the acquisition of Silvano Group would have had on the consolidated financial statements of the Group if such transaction had occurred at the beginning of the period of the pro forma and aggregated income statements, respectively. The Unaudited Pro Forma Financial Information and the Unaudited Aggregated Financial Information have been prepared solely for illustration purposes and there can be no assurance what the actual results would have been as at the specified date if the acquisition of Silvano Group had actually occurred on the dates assumed and neither of the Unaudited Pro Forma Financial Information or the Unaudited Aggregated Financial Information provide any indication of the consolidated financial results and position of the Group for any future period.

In addition, as well as the consolidated financial statements of the Group for the year ended 31 December 2006 (including comparable data for the year ended 31 December 2005) prepared in accordance with IFRS as adopted by the EU and audited by the independent auditors to the Company, KPMG Baltics AS (the "**Audited Financial Statements of the Company**"), this Prospectus includes the consolidated financial statements for Milavitsa for the year ended 31 December 2006 (including comparable data the year ended 31 December 2005) prepared in accordance with IFRS and audited by KPMG Baltics SIA (the "**Audited Financial Statements of Milavitsa**"). The consolidated revenues of Milavitsa comprised around 75% of the total consolidated pro forma revenues of the Group for the year ended 31 December 2006.

The Prospectus also includes the interim consolidated financial statements of the Group for the three months ended 31 March 2007 prepared in accordance with IFRS as adopted by the EU, which were published through the information system of the Tallinn Stock Exchange and prepared in accordance with IAS 34 "Interim Financial Reporting" (the "**Unaudited Interim Financial Statements**"). This information has neither been audited nor reviewed by an independent auditor.

The Audited Financial Statements of the Company for the years ended 31 December 2005 and 31 December 2004 prepared in accordance with IFRS as adopted by the EU were published through the information system of the Tallinn Stock Exchange and is incorporated in this Prospectus by reference with the exception of the discussion relating on the results of the operations of the Group for the year ended 31 December 2004 compared to the year ended 31 December 2005, which is presented in "*Results of Operation and Outlook*". The consolidated financial statements of the Company for the years ended 31 December 2005 and 31 December 2004 have been audited by AS PricewaterhouseCoopers.

In 2005, the accounting principles applied by the Company were revised and certain information concerning the financial year ended 31 December 2004 that is reflected in the Company's financial statements for the year ended 31 December 2005 is restated accordingly. The changes in the accounting principles applied by the Company are reflected in the Company's financial statements for the financial year ended 31 December 2005, which are incorporated in this Prospectus by reference. Certain changes occurred in the accounting policies of the Company between 2005 and 2006, which are summarised in the Company's financial statements for the financial year ended 31 December 2006.

To the extent possible, the information contained in this Prospectus is taken or derived from the aforementioned audited statutory consolidated financial statements or from the aforementioned unaudited consolidated pro forma and interim financial statements of the Company. In particular, such information may be found under the Sections entitled "Summary", "Capitalisation", "Selected Financial Information", "Results of Operations and Outlook" and "Operations of the Group". All other information included in this Prospectus (including certain information presented under the aforementioned Sections) is based on unaudited sources.

Unless specifically indicated otherwise, the consolidated financial information of the Group set forth in this Prospectus is based on the Unaudited Aggregated Financial Information and on the Unaudited Pro Forma Financial Information, and not on the actual results of the Company.

Certain financial and operational indicators that are not reflected in the interim financial statements are not available at the date of this Prospectus for the period extending beyond 31 December 2006, and therefore in some cases information has been presented for the financial year ended 31 December 2006 only.

No Significant Change

Since the end of the last period for which audited financial information of the Company exists (i.e. 1 January 2006 – 31 December 2006), there has been no significant change in the Company's financial or trading position (without prejudice to any information presented in this Prospectus) and the business of the Company has been carried out in the ordinary course.

Information on the Silvano Group

The Silvano Group became a part of the Group on 16 October 2006. While every effort has been made to present a fair and accurate account of all affairs of the Silvano Group prior to such time (and in particular for the period covered by historical financial information), such account is based on information provided to the Company by the management of Silvano and has not been independently verified by the Company. The Company has assumed for the purposes of this Prospectus that all information received from the management of Silvano is true and correct and does not contain any omission that is likely to affect its import.

Information presented in certain sections of this Prospectus and pertaining to the operations of Silvano, Lauma Lingerie and Linret, has not been audited. In the case of Lauma Lingerie, such information is to a certain extent presented on the basis of the unaudited pro forma financial statements of Lauma Lingerie which are, in turn, based on the results of the operations of the lingerie unit of AS Lauma (see "Operations of the Group – History and Development of the Group – Lauma Lingerie" for more information).

Such unaudited information on Lauma Lingerie, Linret and Silvano may, in particular, be found under the Sections entitled "Summary", "Capitalisation", "Selected Financial Information", "Results of Operations and Outlook" and "Operations of the Group".

With regard to financial information presented with respect to Milavitsa, such information is based primarily on audited financial statements of the same. It must be noted, however, that such statements have not been consolidated to include the results of operations of any subsidiaries of Milavitsa in the period before the financial year ended 31 December 2005.

Approximation of Numbers

Numerical and quantitative values in this Prospectus (e.g. monetary values, percentage values, etc.) are presented with the precision which is deemed by the Company to be sufficient in order to convey adequate and appropriate information on the relevant matter. Quantitative values have sometimes been rounded to the nearest reasonable decimal or integer value in order to avoid an excessive level of detail. As a result, certain values presented as percentages do not necessarily add up to 100 percent due to the effects of approximation. Exact numbers may be derived from the financial statements of the Company, to the extent that the relevant information is reflected therein.

Currencies and Exchange Rates

In this Prospectus financial information is presented either in the original currency or in Euros ("**EUR**"), the official currency of the EU member states participating in the European Economic and Monetary Union. The Company prepares its financial statements in EUR and in Estonian Kroons ("**EEK**"), the official currency of the Republic of Estonia. The exchange rate between the EUR and the EEK is pegged at the following rate: EEK 15.6466 = EUR 1. Any data that was originally available in EEK and is presented in this Prospectus in EUR has been exchanged into EUR at the aforementioned exchange rate. Information that was originally available in other currencies has been converted to EUR or EEK using the exchange rate as of the date for which such information is expressed to be valid or based on the average exchange rate for the relevant period. With respect to state fees, taxes and similar country-specific values, information may at times be expressed in currencies other than EEK or EUR. Such currencies may include the United States Dollar ("**USD**"), the Latvian Lat ("**LVL**"), the Lithuanian Litas ("**LTL**"), the Russian Ruble ("**RUB**"), the Belarussian Rubble ("**BYR**"), the Polish Zloty ("**PLN**") or other currencies. The exchange rates between the aforementioned currencies and the EUR may change from time to time. The exchange rates between the EUR and the currencies relevant to this Prospectus are presented below. Note that these exchange rates are included for illustrative purposes only and do not necessarily coincide with the exchange rates used in the preparation of the financial information reflected in this Prospectus or the exchange rate valid at the time for which a monetary value is expressed to be valid.

Exchange rates against EUR								
	2004		2005		2006		2007 (to 31 March)	
	Average	Year-end	Average	Year-end	Average	Year-end	Average	31 March
EEK[1]	15.6466	15.6466	15.6466	15.6466	15.6466	15.6466	15.6466	15.6466
LVL[2]	0.6708	0.7030	0.7028	0.7028	0.7028	0.7028	0.7028	0.7028
LTL[3]	3.4528	3.4528	3.4528	3.4528	3.4528	3.4528	3.4528	3.4528
PLN[4]	4.5268	4.0845	4.0230	3.8600	3.8959	3.8310	n/a	3.8668
RUB[4]	35.8192	37.7879	35.1884	33.9200	34.1117	34.6800	n/a	34.6580
USD[4]	1.2439	1.3621	1.2441	1.1797	1.2556	1.3170	n/a	1.3318
BYR[5]	2,683.75	2,955.65	2,681.49	2,546.35	2,692.07	2,817.31	2,805.60	2,855.01

[1)]Source: Central Bank of Estonia
[2)]Source: Central Bank of Latvia
[3)]Source: Central Bank of Lithuania
[4)]Source: Central Bank of Germany
[5)]Source: Central Bank of Belarus

Dating of Information

This Prospectus is drawn up based on information which was valid as of 31 March 2007. Where not expressly indicated otherwise, all information presented in this Prospectus (including the consolidated financial information of the Company, the facts concerning its operations, and any information on the markets in which the Group operates) must be understood to refer to the state of affairs as of the aforementioned date. Where information is presented as of a date other than 31 March 2007 this is indicated by either specifying the relevant date or by the use of expressions such as “the date of this Prospectus”, “to date”, “until the date hereof”, and other similar expressions, which must all be construed to mean the date of this Prospectus (2 July 2007), or by specifying a particular date as of which such information must be taken to be valid.

Documents on Display

From the date of this Prospectus and for as long as this Prospectus remains valid, the following documents (or copies thereof), where applicable (and subject to certain restrictions mentioned below), may be inspected: (a) the corporate documents of the Company; (b) all reports, letters and other documents, historical financial information of which any part is included or referred to in this Prospectus; and (c) the historical financial information of the Company for each of the two full financial years preceding the date of this Prospectus. To the extent that such documents are not reflected in this Prospectus with reasonable fullness and do not in the sole judgement of the Company constitute commercial secrets of the Company or third parties, physical inspection of the documents will be arranged at the offices of the Company or by electronic mail at the request of any interested party and subject to an agreement between the Company and such interested party regarding the means of inspection of the relevant documents. The above does not apply to the Articles of Association of the Company and the quarterly financial reports of the Company: those documents are publicly available at all times on the website of the Tallinn Stock Exchange (http://market.ee.omxgroup.com).

Third-Party Information and Market Information

Certain information contained in this Prospectus has been sourced from third parties. Such information is accurately reproduced and as far as the Company is aware and is able to ascertain from the information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Certain information with respect to the markets in which the Company and its subsidiaries operate is based on best assessments made by the Management. With respect to the industries in which the Company and its subsidiaries are active, and certain jurisdictions in which they conduct their operations, reliable market information is often not available or often is incomplete. While every reasonable care was taken to provide the best possible assessments of the relevant market situation and the information about the relevant industry, such information may not be relied upon as final and conclusive. Investors are encouraged to conduct their own investigations of the relevant markets or employ a professional consultant. Information on market share is presented based on the overall revenue from principle activities, unless specifically indicated otherwise. Furthermore, in presenting the overview of the competitive position of the Group in the relevant markets, the Management has relied principally on its own assessment and analysis of such competitive position. In making such assessment and analysis the Management has used market information collected by its own staff and advisors for such purpose, either available on the basis of public information or derivable from the same.

Updates and Supplements

The Company will update the information contained in this Prospectus only to such extent, at such intervals and by such means as required by applicable law or stock exchange regulations, or as considered necessary and appropriate. Under Estonian law the Company is obliged to publish a supplement to the Prospectus if any material new circumstances occur or if any mistake or inaccuracy related to the information contained in the Prospectus which can affect the assessment of the Shares becomes apparent after the registration of the Prospectus but before the end of the Subscription Period. Such supplement must be registered with the Estonian Financial Supervision Authority. The Company is under no obligation to update or modify forward-looking statements included in this Prospectus.

If applicable law requires the publication of a supplement to this Prospectus, such supplement is published after the commencement of the Subscription Period and relates to events or circumstances which occurred prior to the allotment of Offer Shares to investors, investors who placed subscription orders before the publication of such supplement will have the right to withdraw their subscription orders within two business days from the publication of the supplement.

Ongoing reporting obligations of the Company

Since the date of its initial listing on the Investor List of the Tallinn Stock Exchange the Company has continually published, through the information system of the Tallinn Stock Exchange, information with respect to its operations, financial performance, important developments of its business and other information required to be published by the rules of the Tallinn Stock Exchange and applicable Estonian law. In accordance with the rules of the Tallinn Stock Exchange any information published by the Company must be published in Estonian and in English. The English language information releases published by the Company through the information system of the Tallinn Stock Exchange may be found on the website of the Tallinn Stock Exchange (http://market.ee.omxgroup.com).

Information Incorporated by Reference

The following information available to investors through the information system of the Tallinn Stock Exchange is incorporated in this Prospectus by reference in accordance with Art. 28 of the Prospectus Regulation:

- the current version of the Articles of Association of the Company;
- the consolidated financial statements of the Group for the year ended 31 December 2004 and prepared in accordance with IFRS.

Table of Definitions

Capitalized terms used in this Prospectus have the meanings ascribed to them hereunder, with the exception of such cases where the context evidently requires the contrary. Terms are listed in alphabetical order and the list is limited to the terms which are considered to be of most importance. Other terms are defined elsewhere in this Prospectus.

“Articles of Association”	The articles of association of the Company.
“Company”	AS Silvano Fashion Group (current registered name PTA Grupp AS, change of name pending).
“Council”	The council of the Company.
“Current Report”	Information disclosed in Poland in the manner set forth in accordance with Art. 56, sec. 1, of the Polish Act on Public Offerings.
“ECRS”	The Estonian Central Register of Securities operated by AS Eesti Väärtpaberikeskus.
“ECSD”	AS Eesti Väärtpaberikeskus (Estonian Central Securities Depository), the legal entity operating the ECRS.
“General Meeting”	The general meeting of the shareholders of the Company.
“Group”	The Company and any of its subsidiaries.
“IFRS”	International Financial Reporting Standards as adopted by the European Union.
“Institutional Investors”	Corporate entities, non-corporate entities and private individuals represented by asset managers.
“Klementi”	AS Klementi (Estonia).
“Lead Manager”	UniCredit CA IB Polska S.A., the Lead Manager and Book runner of the Offering.
“Co-Manager”	AS Suprema Securities.

“Management or Management Board”	The management board of the Company.
“Managers”	The Lead Manager and the Co-Manager.
“MTCB”	SOOO Torgovaja Kompanija Milavitsa (Belarus).
“MTCU”	OOO Torgovaja Kompanija Milavitsa (Ukraine).
“New Shares”	Up to 2,052,802 newly-issued shares in the Company to be issued to the Principal Shareholder in connection with the Offering.
“KDPW”	Krajowy Depozyt Papierów Wartościowych S.A., the operator of the Polish central securities depository and the clearing house, and, as the case may be, the Polish securities depository itself.
“Public Offering”	A public offering of Shares to Institutional Investors in Poland.
“Offer Price”	The price for the Offer Shares payable by investors participating in the Offering.
“Offer Shares”	6,221,338 existing Shares in the Company offered for sale by the Principal Shareholder in the course of the Offering.
“Polish Shareholders”	The shareholders of the Company who hold Shares in securities accounts opened in Poland.
“Principal Shareholder”	Alta Capital Partners S.C.A. (Luxemburg), SICAR (under foundation).
“Private Placement”	A private offering of Shares; a part of the Offering made to selected institutional investors in EU member states other than Poland.
“Prospectus”	This prospectus prepared in accordance with the Prospectus Regulation.
“Prospectus Directive”	Directive 2003/71/EC of the European Parliament and of the Council regarding information contained in prospectuses, as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements.
“Prospectus Regulation”	Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Prospectus Directive.
“PTA2”	PTA Group AS (under foundation), a new Estonian subsidiary of the Company to which activities related to the “PTA” brand will be transferred in connection with the corporate re-organisation of the Group.
“PTA Group”	The Company and any and all of its subsidiaries other than those which have been acquired as a part of the Silvano Group and also excluding Splendo Polska.
“Section”	A section of this Prospectus.
“Shares”	Any existing or future shares in the Company.
“Silvano”	AS Silvano Fashion Group (registration code 11127815, in the process of being merged with the Company).
“Silvano Group”	Silvano and any and all of its subsidiaries.
“Splendo Polska”	Splendo Polska Sp. z o.o. (Poland).
“STK”	ZAO Stolichnaja Torgovaja Kompanija Milavitsa (Russia).
“Subscription Period”	The period during which Institutional Investors participating in the Offering may subscribe for the Offer Shares, i.e. 12 July 2007 to 13 July 2007.
“Summary”	The summary of this Prospectus.
“TSE Prospectus”	The prospectus prepared and published by the Company on 9 October 2006 in connection with the listing of its Shares on the Main List of the Tallinn Stock Exchange.
“WSE”	The Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*).

Forward-Looking Statements

This Prospectus may include forward-looking statements (notably the Sections titled "*Summary*", "*Risk Factors*", "*Dividend Policy*", "*Operations*" and "*Results of Operations and Outlook*"). Such forward-looking statements are based on current expectations and projections of future events, which are in turn made on the basis of the best judgment of the Management. Certain statements are based on the beliefs of the Management as well as assumptions made by and information currently available to the Management. Any forward-looking statements included in this Prospectus are subject to risks, uncertainties and assumptions about the future operations of the Group, the future macro-economic environment and other similar factors.

In particular, such forward-looking statements may be identified by use of words such as "strategy", "expect", "plan", "anticipate", "believe", "will", "continue", "estimate", "intend", "project", "goals", "targets" and other words and expressions of similar meaning. Forward-looking statements can also be identified by the fact that they do not relate strictly to historical or current facts. As with any projection or forecast, those in this Prospectus are inherently susceptible to uncertainty and changes in circumstances, and the Company is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements contained in this Prospectus whether as a result of such changes, new information, subsequent events or otherwise.

The business in which the Group is engaged may be affected by changes in domestic and/or foreign laws and/or regulations (including those of the European Union), taxes, development of competition, economic, strategic, political and social conditions, consumer response to new and existing products and services, technological developments, and other factors. The Group's actual results may differ materially from the Management's expectations because of the changes in such. Other factors and risks could adversely affect the operations, business or financial results of the Group (please see "*Risk Factors*" for a discussion of the risks which are identifiable and deemed material at the date hereof).

Use of this Prospectus

This Prospectus is prepared solely for the purposes of the Offering and the listing of the Shares on the WSE; it may not be construed as a warranty or a representation to any person not intending to participate in the Offering or trade in the Shares. No public offering of the Shares is conducted in any jurisdiction other than the Republic of Poland and consequently the dissemination of this Prospectus in certain countries may be restricted or prohibited by law. You may not use this Prospectus for any other purpose than making the decision of whether or not to participate in the Offering or to conduct any trading activities with the Shares on the WSE. It is forbidden to copy, reproduce (other than for private and non-commercial use) or disseminate this Prospectus without the express written prior permission of the Company.

SUMMARY

This Summary should be read as an introduction to the Prospectus and summarizes the facts and circumstances that the Company, in its absolute discretion, considers important with respect to its business. Any decision to participate in the Offering, to invest in the Shares or to engage in any trading activities involving the Shares should be based by each investor on the Prospectus as a whole and not merely on this Summary.

Prospective investors are cautioned that should a claim relating to the information contained in the Prospectus (or this Summary) be brought before a court, the plaintiff investor might, under the national legislation of the relevant state, have to bear the costs of translating the entire Prospectus or the Summary before court proceedings are initiated. The Company accepts civil liability in respect of this Summary solely in cases where this Summary is found to be misleading, inaccurate or inconsistent when read together with the Prospectus as a whole.

Business of the Group

The Group is a vertically-integrated fashion group which manages several brands of women's apparel and lingerie with manufacturing facilities and a developing retail network. The Group in its current form was created in October 2006 as a result of the acquisition by the Company of Silvano and its subsidiaries (including Milavitsa, Lauma Lingerie and Linret).

Brands

The range of brands operated by the Group includes lingerie brands (including, primarily, "Milavitsa", "Alisee", "Aveline", "Lauma" and "Laumelle") and women's apparel brands (primarily "PTA" and "MasterCoat").

Milavitsa: One of the best-known lingerie brands in the CIS and a market-leader in Russia, it is aimed at the middle-market segment with classic models and fashion collections of lingerie carried from season to season. The "Milavitsa" brand is the sales leader of the Group.

Alisee: A new brand introduced in 2004 and developed in co-operation with French designers. Alisee is focused on the upper-market segment and customers with more demanding tastes.

Aveline: A new brand introduced in 2005 and aimed at a lower market segment with sales primarily in clothing markets and hypermarkets. The brand has been introduced as a quality substitute for cheaper Asian and Eastern European products that currently hold a significant market share in Russia and Belarus.

The main geographic markets for the "Milavitsa", "Alisee" and "Aveline" brands are Russia, Belarus and the rest of the CIS.

Lauma and Laumelle: Market leaders in Latvia and the other Baltic states. "Lauma" is a classic brand of lingerie aimed at the middle-market segment. It enjoys substantial reputation in the Baltic states and is also well-known in the CIS market. "Laumelle" is a recently-launched sub-brand of "Lauma" which is aimed at younger customers. The main geographic markets for these two brands are the Baltic states and Russia.

PTA and MasterCoat: "PTA" is a modern brand of ladies' business wear and casual wear which is aimed at professional women in their thirties and forties; it has an established reputation in the Baltics. "MasterCoat" is a brand of ladies' outdoor business wear which is sold through wholesale channels primarily in Scandinavia.

In the first quarter 2007, 87% of the Group's revenues come from sales of lingerie, 10% from sales of women's apparel and 3% from sewing subcontracting services.

Distribution Network

The Group distributes its products through wholesalers and its own retail outlets. In the first quarter of 2007, 88% of consolidated revenues was generated by wholesaling and 9% of the revenues by retail sales, while the remaining 3% of the revenues came from sewing subcontracting services.

Through the wholesale network, which includes the Company's affiliates: STK (Russia), MTCB (Belarus) and MTCU (Ukraine), the Group's products are present in Russia and the other CIS countries, Belarus, Ukraine, the U.K., Germany, Scandinavia and other countries.

As of the date of this Prospectus the Group operates 48 lingerie retail outlets under various brand names (including 19 under the "Oblicie" brand, 20 under the "Milavitsa" brand, 2 under the "Lauma Lingerie" brand and 7 under the "Splendo Intime" brand) and a total of 19 women's apparel retail outlets under the "PTA" brand. The Group's retail outlets are located in Russia (24), Belarus (20), Estonia (8), Poland (7), Latvia (6) and Lithuania (2). In addition, wholesale partners of Milavitsa operate 105 shops under "Milavitsa" brand in Russia (including 27 in Moscow), Ukraine, Moldova, Kazakhstan and other countries. These shops are currently being standardized under a new franchising program which has been launched by the Group.

Manufacturing Facilities

The manufacturing capacity of the Group is comprised of:

- A women's apparel factory located in Tallinn, Estonia, operated by Klementi, a subsidiary of the Company; engaged in the manufacturing of "PTA" and "MasterCoat" branded women's apparel.
- A lingerie factory located in Liepaja, Latvia, operated by the Company's subsidiary, Lauma Lingerie; engaged in the manufacturing of lingerie, mainly the "Lauma" and "Laumelle" brands. Lauma Lingerie is the largest manufacturer of lingerie in the Baltic states and produced 2.4 million pieces in 2006.
- A lingerie factory situated in Minsk, Belarus, operated by the Company's subsidiary, Milavitsa; engaged in the manufacturing of lingerie, mainly the "Milavitsa", "Aveline" and "Alisee" brands. Milavitsa is the largest manufacturer of lingerie in Belarus and produced approximately 15 million pieces in 2006.

Multiple production facilities in different countries and a diversified multi-brand retail chain add versatility and flexibility to the operations of the Group. Synergies are sought through the optimal allocation of manufacturing and retail capacities between the Group's entities and products.

Strategic Objectives of the Group

Overall Strategy

The Group's strategy is focused on the implementation of the proven business model of a vertically-integrated fashion group with brand management, strong retail operations, its own flexible production facilities and outsourcing expertise, differentiated independent sources of raw materials, and integral logistics. The Group aims to create value by offering a wide variety of apparel (lingerie and women's clothes) in an attractive environment with good service, excellent quality and reasonable prices.

The strategic goal of the Group is to become one of the leading retailers of lingerie, women's apparel and accessories (with its own flexible production facilities) in the markets of the Baltic states, Russia, the rest of the CIS, and, in the longer-term, in Central and Eastern Europe. The Group is planning to develop and fine-tune its business model based on vertical integration of retailing and manufacturing functions across a variety of brands and sectors (such as lingerie, apparel and related merchandise). The Group intends to ensure that most of its products are exclusively available at and sold through the Group's retail network with differentiated mark-ups reflecting the positioning of each product. Such strategy should eventually increase the overall revenues and profits of the Group and create additional value for the shareholders of the Company.

The Group intends to achieve these objectives by rapidly expanding and strengthening the existing retail network in existing markets, entering new geographical regions, developing intra-group synergies, and pooling resources and know-how between the various Group companies.

Retail

As of the date of this Prospectus the Group operates a total of 67 retail outlets. In addition, 105 shops are operated under the "Milavitsa" brand in Russia, Ukraine, Moldavia, Kazakhstan and other countries by the Group's wholesale partners. The Group is developing a franchise policy which will standardise requirements in respect of these shops and allow for more effective supervision of their activities. As the first step in this standardization process in 2005 the Group launched the "Mi2B" (Milavitsa to Business) project, an Internet-based resource which helps partners to achieve and maintain the new standards.

The development strategy in retail is based on the roll-out of three concepts: in the lingerie segment, "Oblicie" multi-brand shops (which sell the products of Lauma Lingerie and Milavitsa) and "Milavitsa" mono-brand shops; and in the apparel segment, "PTA" mono-brand shops.

Further rollout of retail outlets in Russia will be carried out through Linret ("PTA" and "Oblicie" shops) and STK ("Milavitsa" franchised shops), in Belarus by MTCB and in Ukraine by MTCU and PTA Ukraine. With the launch of Linret's operations in 2006, a solid and stable platform of administrative, logistical and IT solutions was created in the Group's initial principal target market which will be used for the opening and administration of new outlets. The management team of Linret has an in-depth knowledge of the respective markets and extensive past experience in the industry, both factors which are expected to enhance the Group's prospects in the market and give a good grounding for expansion into new markets.

The Group plans to build its retail network by opening new shops and possibly acquiring existing retailers. The Group plans that, by the end of 2010, its retail network will consist of 300 to 400 of retail outlets under the "Oblicie", "Milavitsa" and "PTA" brands with a combined sales area of approximately 40,000 m^2. The expansion is expected to be based on the Group's own retail outlets and franchising contracts. The ratio of Company-operated/franchised shops will be dependent on the particular region and will be determined at a later stage.

The Management sees great potential in the development of a retail network in Russia and the rest of the CIS, due to factors such as the increasing disposable income of the local population and the rising popularity of shopping centres in the region. Furthermore, the lingerie retail markets in Russia and the rest of the CIS are still characterized by relatively weak competition and the trademarks of Milavitsa and Lauma Lingerie already have the advantage of being among the best-known brands.

During the second stage of expansion program (starting from 2010) the Group will consider expanding Group's retail network in Central and Eastern Europe (at present the Group has seven lingerie shops in Poland, operated by Splendo Polska). The geographical expansion strategy is based on entering new markets with a chain of shops operating under a proven retail concept rather than on offering particular merchandise to existing retailers.

By 2010 the Group plans to direct the sales of all new collections manufactured under the "PTA" brand to the Group's own retail network and to distribute between 50% and 70% of all new collections manufactured under the "Milavitsa" and "Lauma" brands through the Group's own retail network and franchise partners. Therefore, a considerable majority of fashion collections produced by the Group's manufacturing entities will only be available in the Group's own retail network and the outlets of partners.

Manufacturing

The manufacturing entities within the Group currently are operated by three subsidiaries of the Company: Klementi, Lauma Lingerie and Milavitsa (including a subsidiary of Milavitsa, Gimil). The Group is aiming to improve the flexibility of its manufacturing facilities so as to make new collections available for sale on a frequent periodical basis according to market demand. The Group plans to increase both the number of collections per year and the efficiency of product replenishment. Efforts towards the implementation of this objective are currently scheduled primarily for 2008.

Moreover, in order to make production more efficient, the Group plans to gradually increase the production capacity in regions where production costs are lower, mainly through entering into new outsourcing arrangements in Belarus. Currently around 60% of the Group's total output is partially or fully outsourced to lower-wage regions (including primarily Belarus, but also other countries such as Ukraine, Turkey and China). The Group intends to outsource up to 80% of its total output by 2010 and to make use of Milavitsa's extensive experience in the outsourcing certain manufacturing functions. When diligently organized and properly monitored, outsourcing should increase production efficiency and decrease lead-times.

Competitive Advantages

The competitive advantages of the Group are briefly summarized below:

Well-known and reputable trademarks

The trademarks "Milavitsa" and "Lauma Lingerie" are among the best-known lingerie brands in Russia and other CIS countries. "PTA" products are highly regarded in the Baltic states and Scandinavia. Historically, products of Belarussian and Baltic origin have been associated with high quality by the majority of Russian and CIS consumers. Such well-known and reputable brands can be used to facilitate the introduction of new or lesser-known brands by the Group to its centrally-operated retail network. With integrated media sourcing for the whole Group, "PTA" trademark products are promoted by use of the high levels of brand-awareness "Milavitsa" and "Lauma Lingerie" have in Eastern European countries. Vice versa, in the Baltic and Scandinavian markets customer awareness of the "PTA" and "Lauma" brands can be used to increase knowledge of "Milavitsa" brands.

Flexible vertically-integrated Group structure

The Group consists of production units and entities which specialize in marketing, distribution, and retail. This vertical structure is a platform for the Group to utilize production capacities and distribution resources to satisfy the demand for the different products and brands which are produced and marketed by the Group. Moreover, as the entities engaged in retail sale of the Group's products are located in different markets, marketing solutions can be developed, planned and, where necessary, re-organized to adapt to the individual structure and particularities of the relevant market. The vertical integration of the Group allows it to capture the overwhelming share of value from product development to retail.

Strong management team

The management of the Group is comprised of highly-qualified and professional executives who have long-term experience in the women's apparel and lingerie industries in various markets. New executives are continually hired in order that the Group can meet the growing demands of its structure and business. The Group pays careful attention to the development of all levels of management and to the training of subcontractors (who must meet common Group requirements and perform in line with the overall strategy of the Group).

Flexibility in manufacturing and logistics

Owning manufacturing facilities in the region allows the Group to have a flexible production supply. The proximity of the Group's manufacturing capacity to the target markets serves as a material competitive advantage over many rivals. The short distance between the production units and the retail outlets engaged in the actual sale of the products simplifies logistics, creating opportunities for cost-savings in transportation and warehousing. Thus, there is ample opportunity to perform short-term periodic restocking of the shops and to introduce new collections more often. Furthermore, the largest of the Group's manufacturing facilities (Milavitsa's factory in Minsk) is located in Belarus and is thus able to export goods to Russia without facing the customs duties currently imposed on exports from the European Union.

Access to affordable labour resources

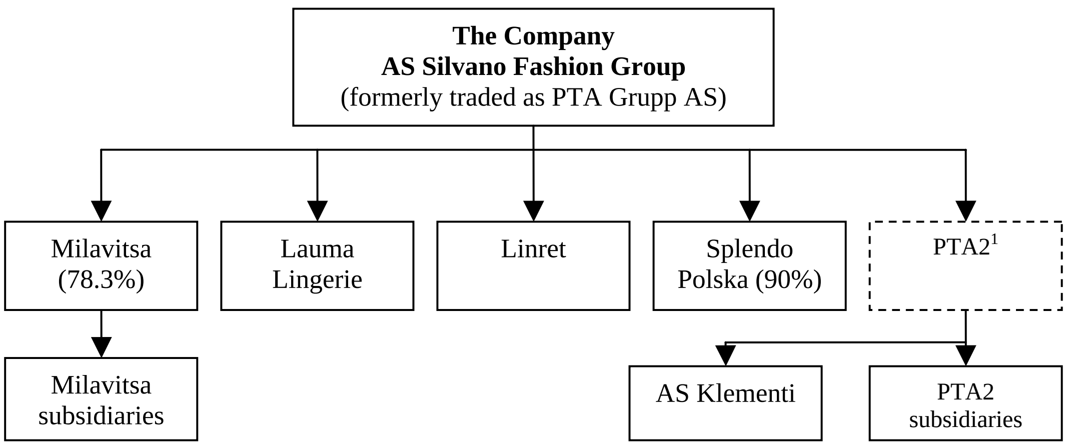
A large proportion of the Group's products is manufactured in the Milavitsa factory in Minsk, Belarus. Compared to the other Group companies Milavitsa employs a considerably larger number of employees (close to 2,000) and outsources a large share of its production to other Belarussian manufacturers. Compared to the countries where the other entities of the Group operate the costs of labour are relatively modest due to the overall lower cost of living and the lower level of salaries in Belarus. The less expensive but well-qualified Belarussian labour enables the Group to optimize its production costs while at the same time maintaining highest standards of quality. The Group intends to continue capitalizing on its proximity to the labour markets in Belarus, Ukraine and other CIS markets.

Committed principal shareholder

The Principal Shareholder of the Company is Alta Capital Partners S.C.A., SICAR, an investment firm managed by one of the most experienced investment teams in its region and holding more than 50% of the Shares in the Company. The Principal Shareholder is actively involved in the management of the Group and contributes its investment and management expertise towards the successful fulfilment of the strategic objectives of the Group.

Structure of the Group

As a result of the recent acquisition of the Silvano Group and the pending corporate re-organisation process, which is expected to be completed in the third quarter of 2007, the Company will become a holding company with no active operations. The structural chart of the Group following the completion of the corporate re-organisation is as shown below (all shareholdings are 100% except where indicated otherwise):



1) *PTA Group AS (under foundation), a new subsidiary of the Company to which all activities related to ladies' apparel will be transferred.*

History and Development

The Company

The Company is a formerly state-owned producer of women's apparel; it was fully privatised in 1995 and was first listed on the Tallinn Stock Exchange in 1997.

The Group

From a corporate standpoint the Group in its current form was created as a result of a concentration of two groups of companies: the PTA Group (including the Company as the former main operating entity of the PTA Group and its subsidiaries); and the Silvano Group (including Silvano, Lauma Lingerie, Milavitsa and Linret). The Company acquired the Silvano Group on 16 October 2006 in a reverse-takeover transaction whereby the shareholders of Silvano exchanged their shares in Silvano for a majority stake in the Company.

In connection with the acquisition of the Silvano Group, the Company (the scope and size of its operations had grown significantly on account of the acquisition) successfully applied for transfer of its Shares from the Investor List of the Tallinn Stock Exchange to the Main List of the Tallinn Stock Exchange.

Following the acquisition the Company proceeded to integrate the operations of all Group entities and initiated a corporate re-organisation process aimed at creating a transparent and efficient corporate structure for the Group.

As a result of the pending re-organisation, the Company will remain a listed holding-entity with five principal subsidiaries: PTA2 (the wholesaler, retailer and manufacturer of the "PTA" brand of women's apparel); Lauma Lingerie and Milavitsa (both are wholesalers, retailers and manufacturers of lingerie); Linret (a retailer of women's apparel and lingerie); and Splendo Polska (a retailer of lingerie).

The PTA Group

The predecessor of the women's apparel operations of the Company (such operations are currently in the process of being transferred to a newly-established subsidiary: PTA2) was established in 1944. Following the collapse of the Soviet Union the enterprise was transformed into RAS Klementi, a "state limited company" (a form of limited liability company and one which no longer exists in Estonia) and remained in state ownership until 1994. In 1994 80% of the shares in RAS Klementi were privatized by their sale to its employees. The remaining 20% of the shares were privatised through a public offering in 1995 and the Company was re-organised into a public limited liability company (*aktsiaselts*). From 1997 the Company was listed on the Investor List of the Tallinn Stock Exchange. A Finnish garment manufacturer, P.T.A. Group Oy, acquired control over the Company in 1999 but went bankrupt in 2000. The Company's export operations were hit hard and it started making losses. The majority stake in the Company was acquired by AS Alta Capital (an Estonian investment company) in 2002 and a re-organisation process started. The "PTA" trademark was developed in 2004 and the Company has decided to discontinue use of the trademark "Klementi" and focus on the "PTA" concept. In the second half of 2004 the Company changed the branding of its shops to "PTA" and decided to expand and develop retail operations. In 2006 the PTA Group reported its first annual profit since 2000.

The Silvano Group

Silvano was established in 2005. In March 2006 Silvano acquired 100% of the shares in Linret. In July 2006 Silvano acquired approximately 60% of the shares in Milavitsa and 100% of the shares in Lauma Lingerie. Silvano does not have a history of active operations and is currently being merged with the Company.

Lauma Lingerie's predecessor (AS Lauma) was established in the 1960s in Liepaja, Latvia. By the end of the 1980s Lauma products were popular throughout the Soviet Union and Lauma had started exporting to Europe. The state enterprise Lauma was privatised in 1994 and reorganised into a joint-stock company: AS Lauma. In October 2005 AS Lauma decided to separate fabrics operations from its lingerie business. As a part of this process Lauma Lingerie was established by way of a carve-out of the lingerie activities of AS Lauma. Lauma Lingerie acquired the lingerie operations, as well as the related inventory and other non-current assets, from AS Lauma on 16 December 2005 and started independent operations.

Milavitsa's predecessor was established in Belarus in 1908. Since 1964 the factory has specialized in lingerie products and exports of its products started in 1968. In 1991 the factory stepped up its branding efforts and was renamed to "Milavitsa". This marked the start of a turbulent decade of changes, privatisation, re-organisation and investments. The re-organisation was completed by registering Milavitsa under its current legal form and name in 2000, following the acquisition of Milavitsa's shares by foreign investors, the Iluna Group SPA from Italy and the European Bank for Reconstruction and Development. From 2003 to 2005 Milavitsa invested in modernizing its manufacturing line and in 2004 to 2005 it began streamlining its distribution network. As part of this process Milavitsa transferred its wholesale operations in Russia to its newly-established subsidiary, STK, and its wholesale and retail activities in Belarus to another newly-established subsidiary, MTCB. In June 2005 STK acquired a 26% stake in MTCU in Ukraine in order to enhance the distribution of Milavitsa's goods in Ukraine.

Linret was established in 2005 and serves as the base for the roll-out of the lingerie and women's apparel retail network in Russia. As of the end of the first quarter of 2007 Linret has opened 14 "Oblicie" shops and five "PTA" stores in various shopping malls in different cities in Russia.

Management of the Company

In accordance with Estonian law the day-to-day operations of the Company are managed by the Management Board. The Management Board of the Company currently consists of six members, who are each appointed for a three-year term. According to the Articles of Association of the Company the Management Board may have between one and seven members. The Management Board reports to the Council, which is responsible for the strategic management of the Company's operations. According to the Articles of Association of the Company the Council consists of between three and five members who are appointed by the General Meeting for a period of five years. The highest governing body of the Company is the General Meeting.

The Management Board of the Company is responsible for the strategic management of the whole Group and responsibilities are divided as follows:

- Dmitry Ditchkovsky, the president of the Company and chairman of the board, responsible for co-ordinating the work of the Management Board, strategy of the Group, and its business model;
- Sergei Kusonski, chief executive officer, responsible for co-ordination and management of key functions (including logistics, IT, HR, and legal matters) and supervision of areas entrusted to other members of the Management Board;
- Peeter Larin, member of the Management Board, responsible for management of the "PTA" concept, including design, procurement and marketing;
- Dmitri Podolinski, member of the Management Board, responsible for marketing and sales of lingerie, including design and procurement, and management of the retail concepts;
- Dace Markevica, member of the Management Board, responsible for corporate accounting, investor relations, and financial planning;
- Remigiusz Pilat, member of the Management Board, responsible for Polish retail operations and business relations in Western Europe.

The Management Board of the Company was appointed by the Council on 6 June 2007, for a term of three years. The members of the Council of the Company are: Mr. Indrek Rahumaa, Mr. Jaak Raid and Ms. Zinaida Valeha.

Articles of Association and Share Capital

The current version of the Articles of Association was adopted by a resolution of the General Meeting on 31 May 2007. The current registered share capital of the Company is EEK 379,471,980 (approximately EUR 24,252,680). It is divided into 37,947,198 Shares with a nominal value each of EEK 10 (approximately 0.6391 EUR). Following the registration of all New Shares in the Estonian Commercial Register, the share capital of the Company will be EEK 400,000,000 (approximately EUR 25,564,659), divided into 40,000,000 Shares with a nominal value each of EEK 10.

The Shares are registered in the ECRS with International Securities Identification Number (ISIN) EE3100001751. In addition to being registered in the ECRS, all Shares of the Company will be registered in the KDPW. The Shares will be registered in the KDPW under the same ISIN code assigned to them in the ECRS.

Capitalisation and Indebtedness

As of 31 March 2007 the consolidated unaudited total assets of the Group were EUR 54.6 million, with current assets of EUR 40.6 million and the remaining EUR 13.9 million in non-current assets. As of 31 March 2007 the total consolidated unaudited liabilities of the Company were EUR 12.3 million, resulting in total net assets of EUR 42.3 million. As of 31 March 2007 the financial indebtedness of the Group amounted to EUR 1,6 million and comprised primarily of several secured loans from AS Hansapank in the total amount of EUR 1.2 million.

Summary of Selected Financial Information

The tables below present certain selected unaudited consolidated financial information of the Group for the financial years ended 31 December 2006 and 31 December 2005 and for the three months ended 31 March 2007. The data as of and for the interim period ended 31 March 2007 is not comparable with the results of the same period in 2006 due to the fact that the Silvano acquisition was not completed as of 31 March 2006. The financial information concerning financial years ended 31 December 2006 and 31 December 2005 was derived from the Unaudited Pro Forma Financial Information and the Unaudited Aggregated Financial Information and should not be considered indicative of actual results that would have been achieved had the acquisition been consummated on the date or for the period indicated and do not purport to indicate results of operations as of any future date or period. There can be no assurance that the actual results will not differ significantly from the financial information derived from the Pro Forma Financial Information and the Aggregated Financial Information. Results for the three months ended 31 March 2007 are not necessarily indicative of results that may be expected for the entire year.

The ratios and indicators set forth in the table below are provided to illustrate certain aspects of the business of the Group and its financial performance. Some of these ratios and indicators are used by the Management to evaluate the performance of the Group, while others are provided for the benefit of investors considering an investment in Shares or trading activities with the same. Although some of these ratios and indicators are not calculated in accordance with IFRS, the ratios and indicators used below are customary and often used by public companies to illustrate their business and financial performance.

This summary should be read in conjunction with and its qualified in its entirety by the information included in "Pro Forma and Aggregated Financial Information", "Financial Statements" and "Results of Operations and Outlook".

Income Statement (thousand EUR)	**2007 Q1** *(unaudited)*	**2006 Pro Forma** *(unaudited)*	**2005 Aggregated** *(unaudited)*
Revenue	**23,745**	**81,034**	**72,010**
Goods, raw materials and services	-9,362	-37,151	-37,915
Other operating expenses	-6,344	-9,292	-6,497
Staff costs	-3,341	-12,482	-14,905
Other operating charges	-34	-4,206	0
Total operating expenses	**-19,081**	**-63,131**	**-59,317**
EBITDA	**4,664**	**17,903**	**12,693**
Depreciation	-630	-1,958	-2,338
Operating profit/loss	**4,034**	**15,945**	**10,355**
Total financial incomes and expenses	**181**	**-9**	**-1,456**
Corporate income tax	-1,523	-5,029	-3,139
Net profit	**2,692**	**10,907**	**5,760**
Attributable to :			
Equity holder of parent	2,139	7,893	4,045
Minority interests	553	3,014	1,715

Balance Sheet (thousand EUR)	**2007 Q1** *(unaudited)*	**2006** *(audited)*	**2005 Aggregated** *(unaudited)*
Cash and cash equivalents	6,978	12,812	7,105
Trade receivables	14,883	7,141	5,129
Non-trade receivables	4,131	4,899	2,228
Inventories	14,643	14,716	12,392
Current assets	**40,635**	**39,568**	**26,854**
Long-term investments	413	268	1,050
Total non-current assets	12,469	11,011	9,545
Intangible assets	1,057	1,058	743
Total non-current assets	**13,939**	**12,337**	**11,338**
Total assets	**54,574**	**51,905**	**38,192**
Borrowing	1,642	1,911	1,232
Trade creditors	6,620	5,594	3,777
Other short-term payables	3,502	3,398	2,010
Short-term provisions	1	1	994
Total current liabilities	**11,765**	**10,904**	**8,013**
Total non-current liabilities	**537**	**632**	**533**
Total liabilities	**12,302**	**11,536**	**8,546**
Share capital	24,252	24,252	n/a
Share premium	5,305	5,305	n/a
Reserves	67	67	n/a
Retained earnings	3,225	-63	n/a
Translation reserve	-1,473	-684	n/a
Total equity attributable to equity holders of the parent company	**31,376**	**28,877**	**21,254**
Minority interest	10,896	11,492	8,392
Total equity	**42,272**	**40,369**	**29,646**
Total liabilities and equity	**54,574**	**51,905**	**38,192**

Cash flow data (thousand EUR)	2007 Q1 (unaudited)	2006 Pro Forma (unaudited)	2005 Aggregated (unaudited)
Cash flow from operating activities	-2,903	n/a	n/a
Cash flow used in investing activities	-2,104	n/a	n/a
Cash flow from financing activities	-835	n/a	n/a

Key ratios and indicators	2007 Q1 (unaudited)	2006 Pro Forma (unaudited)	2005 Aggregated (unaudited)
Weighted average number of shares	37,947,198	n/a	n/a
Earnings per share (EPS) in EUR	0.06	n/a	n/a
Number of employees at the end of reporting period	2,929	2,909	n/a
EBITDA margin %	19.6%	22.1%	17.6%
Operating profit margin %	17.0%	19.7%	14.4%
Return on assets (ROA) %	4.9%	n/a	n/a
Return on equity (ROE) %	6.4%	n/a	n/a
Equity ratio %	77.5%	n/a	n/a

Utilised Ratios

EBITDA	=	Earnings before net financial items, share of profit of associates, taxes, depreciation and amortization. EBITDA is included as a supplemental item since the Management believes that EBITDA, when considered in conjunction with cash flows from operating, investing and financing activities, may provide useful information. EBITDA is not a measure of operating performance calculated in accordance with IFRS and should not be considered as a substitute for operating profit, net income, cash flow from operations or other profit or loss or cash flow data determined in accordance with IFRS.
EBITDA margin	=	EBITDA / Revenue. The EBITDA margin measures the relationship between different measures of profitability and revenue providing information about a company's profitability from the operations of its business and is independent of the company's financing and tax position as well as depreciation-related estimates.
Operating profit margin	=	Operating profit / Revenue. The operating profit margin measures the relationship between different measures of profitability and revenue providing information about a company's profitability from the operations of its business and is independent of both the company's financing and tax position.
Return on investment (ROI)	=	(Profit after net financial cost + Interest expense) / (Average total assets – average interest free liabilities). Return on investment measures the relationship between profits and the investment required to generate them.
Return on assets (ROA)	=	Net profit / Average total assets. Return on assets compares income with total assets: measuring the management's ability and efficiency in using the firm's assets to generate (net) profits.
Return on equity (ROE)	=	Net profit / Average equity. Return on equity excludes debt in the denominator and compares net income with total shareholder equity. It measures the rate of return on shareholder investment and is, therefore, useful for comparing the profitability of a company with its competitors.
Equity ratio	=	Equity / Total assets. Equity ratio is a measure of financial leverage which highlights the ratio of shareholder equity to total assets. An analysis of a company's financial leverage (or capital structure) is essential to evaluate its long-term risk and return prospects.

Risk Factors

The business of the Group involves risks which may be related to the industry in which the Group operates, to certain specific features of its operations or to the environment in which it conducts its business. In addition, trading in Shares in the Company involves certain risks and dangers. Please refer to the Section of the Prospectus titled "*Risk Factors*" for an overview of such risks that the Company is aware of and considers material.

Major Shareholders

The principal shareholder of the Company, holding approximately 54.12% of all Shares, is Alta Capital Partners S.C.A., SICAR, an investment fund registered in Luxemburg (currently under foundation). A further 19% of all Shares are owned by SIA Alta Capital Partners, a company related to the Principal Shareholder (including such shares which are currently in the ownership of third parties but can be repurchased by SIA Alta Capital Partners). The Company is under the ultimate control of Indrek Rahumaa, who is the majority shareholder of the Principal Shareholder and of SIA Alta Capital Partners through OÜ Investeerimisvabrik. In total, companies controlled by Indrek Rahumaa (including the Principal Shareholder, SIA Alta Capital Partners and OÜ Investeerimisvabrik) hold 73.48% of all Shares. Approximately 9.43% of all Shares are currently set aside to cover the management option programme agreed between the Principal Shareholder and the members of the Company's management, which is to be satisfied by the Principal Shareholder and/or SIA Alta Capital Partners.

Related Party Transactions

The Group normally does not engage in material transactions with related parties with the exception of day-to-day intra-group financing transactions. By way of exception, Lauma Lingerie leases its factory, office and warehouse premises from AS Lauma (a company belonging to the same group as the Principal Shareholder) and purchases certain administrative services from the same. The total amount of rent and services paid by Lauma Lingerie to AS Lauma in 2006 was approximately EUR 585,000.

In addition to the above, SIA Lauma Fabrics (a company belonging to the same group as the Principal Shareholder) is a supplier of materials for corset products to Lauma Lingerie and Milavitsa. Materials are supplied on arm's length basis and the volume of the relevant transactions between SIA Lauma Fabrics and Lauma Lingerie in 2006 was approximately EUR 2.9 million and between SIA Lauma Fabrics and Milavitsa, in the same period, EUR 7 million.

Auditors and Legal Advisors

The auditors of the Company for financial year 2007 are KPMG Baltics AS (Narva mnt 5, 10117 Tallinn, Estonia). The principal legal advisors to the Company in Estonia are AS Advokaadibüroo Lepik & Luhaäär LAWIN (Dunkri 7, Tallinn 10123, Estonia).

Offering

Reasons for the Offering and Use of Proceeds

The main purpose of the Offering and the listing of the Shares on the WSE is to increase the liquidity of the Shares, as well as to facilitate the Group's access to the capital markets of Eastern Europe and to improve opportunities for further growth by enhancing the Group's reputation as a regional manufacturer and retailer of apparel and lingerie.

The Company will not obtain any proceeds directly from the Offering. The proceeds obtained by the Company in connection with the issuance of the New Shares to the Principal Shareholder (total proceeds cannot be precisely estimated at this time) are expected to be used in connection with the expansion of the Group's retail capacity in the markets where the Group currently operates, as well as for possible further corporate acquisitions in existing and new markets. The Principal Shareholder has agreed to utilise the proceeds of the sale of the Offer Shares to subscribe and pay for the New Shares. The fees and expenses to be incurred by the Company in connection with the Offering and the placement of the New Shares are estimated to reach approximately EUR 1 million, including applicable taxes (subject, however, to the final Offer Price and the determination of such costs which can not be fully assessed at this time).

Eligible Investors

The Offering is addressed to Institutional Investors in Poland and to selected Institutional Investors in certain other EU member states.

Expected Timetable of the Offering

The Offering will be conducted pursuant to the following indicative timetable:

6 July – 11 July 2007	Book-building process among Institutional Investors
11 July 2007	Determination of the Offer Price and the final number of Offer Shares
12 July – 13 July 2007	Subscription Period
16 July 2007	Allotment Date
By 31 July 2007	Listing of the Offer Shares on the WSE

Book-Building

The book-building process will take place amongst selected Institutional Investors invited by the Managers. During the process such Institutional Investors who are interested in subscribing for the Offer Shares will indicate the number of the Offer Shares they will be willing to acquire and the offer price at which they will be willing to subscribe for the Offer Shares.

Determination of the Offer Price

The Offer Price will be determined by the Company and the Principal Shareholder, with the agreement of the Lead Manager, following the completion of the book-building process among the Institutional Investors.

Placing of Subscription Orders

Subscription orders from Institutional Investors will be accepted at the registered office of the Lead Manager (UniCredit CA IB Polska S.A., ul. Emilii Plater 53, Warsaw, Poland).

By placing subscription orders each of the prospective investors will be deemed to have read the Prospectus, accepted the terms of the Offering, consented to being allotted a lower number of Offer Shares than the number specified in such investor's subscription order or not being allotted any Offer Shares at all, pursuant to the terms and conditions set forth in the Prospectus.

Payment for Shares

Institutional Investors placing subscription orders should pay for Offer Shares no later than by the end of the Subscription Period.

Allotment of Shares

The allocation of Offer Shares to particular Institutional Investors participating in the Offering will be determined by the Lead Manager, at its discretion, subject to the consent of the Principal Shareholder.

Dilution

Assuming that all of the Offer Shares are sold as a result of the Offering and all of the New Shares are subscribed for by the Principal Shareholder, following the Offering companies controlled by Indrek Rahumaa (including the Principal Shareholder, SIA Alta Capital Partners and OÜ Investeerimisvabrik) will hold approximately 59.29% of the share capital of the Company and the overall number of votes at the General Meeting (including the Shares set aside to satisfy the above-mentioned management option).

The shareholding of such shareholders of the Company who held Shares in the Company immediately prior to the Offering will be diluted as a result of the issuance of the New Shares to not more than 94.87% of their original shareholding.

Listing of Shares

At the date hereof the Shares in the Company (except the New Shares) are listed on the Main List of the Tallinn Stock Exchange. In connection with the Offering, and the issuance of the New Shares, the Company will apply for the listing of the New Shares on the Main List of the Tallinn Stock Exchange and for the listing of all Shares (including the New Shares) on the main market of the WSE. The Company will take all necessary measures in order to comply with the rules of the Tallinn Stock Exchange and the WSE so that its applications will be approved. Trading in Shares on the WSE is expected to commence by 31 July 2007. The listing of New Shares on the Main List of the Tallinn Stock Exchange is expected in parallel with the listing of such New Shares on the WSE. Trading in the New Shares is expected to commence in the middle of August 2007.

Lock-Up Agreement

The Company and the Principal Shareholder have each undertaken that for a period of 180 days after the Settlement Date they will not conduct certain transactions with Shares that amount to a disposal of the same without the consent of the Lead Manager. See "Underwriting – Lock-Up Agreements".

PODSUMOWANIE

Niniejsze Podsumowanie należy traktować jako wstęp do Prospektu. Przedstawia ono w skrócie fakty i okoliczności, które Spółka uważa – wedle własnego uznania – za istotne dla swojej działalności. Każdy z inwestorów powinien podejmować decyzje dotyczące udziału w Ofercie, inwestowania w Akcje lub angażowania się w jakiekolwiek działania związane z nabyciem Akcji w oparciu o Prospekt jako całość, a nie wyłącznie o niniejsze Podsumowanie.

Ostrzega się potencjalnych inwestorów, że w przypadku wnoszenia do sądu powództwa związanego z informacjami zawartymi w Prospekcie (lub niniejszym Podsumowaniu), powód może mieć obowiązek – zgodnie z prawem krajowym danego państwa – poniesienia kosztów tłumaczenia całego Prospektu, lub Podsumowania, przed rozpoczęciem postępowania sądowego. Spółka ponosi odpowiedzialność cywilną za niniejsze Podsumowanie jedynie w takim zakresie, w jakim okaże się, że Podsumowanie wprowadza w błąd, jest niedokładne lub niespójne z treścią Prospektu jako całości.

Działalność Grupy

Grupa jest pionowo zintegrowanym przedsiębiorstwem działającym na rynku mody, które zarządza szeregiem marek odzieży i bielizny damskiej, posiada własne zakłady produkcyjne oraz rozwijającą się sieć sprzedaży detalicznej. W swojej obecnej formie Grupa powstała w październiku 2006 r. w wyniku nabycia przez Spółkę spółki Silvano wraz z jej podmiotami zależnymi (w tym Milavitsa, Lauma Lingerie oraz Linret).

Marki

Asortyment marek zarządzanych przez Grupę obejmuje marki bielizny (w tym przede wszystkim: „Milavitsa", „Alisee", „Aveline", „Lauma" i „Laumelle") oraz marki odzieży damskiej (głównie „PTA" i „MasterCoat").

Milavitsa: Jest jedną z najlepiej rozpoznawanych marek bielizny we Wspólnocie Niepodległych Państw (WNP), zajmuje ona pozycję lidera na rynku rosyjskim. Marka jest skierowana do docelowej grupy konsumentów o średnich dochodach. Pod marką sprzedawane są klasyczne fasony i kolekcje bielizny w stałym asortymencie z sezonu na sezon. Pod względem wielkości sprzedaży marka „Milavitsa" jest liderem Grupy.

Alisee: Nowa marka wprowadzona w roku 2004, która została wprowadzona we współpracy z projektantami francuskimi z myślą o konsumentach o wysokich dochodach oraz o bardziej wyrafinowanych gustach.

Aveline: Nowa marka wprowadzona w roku 2005 kierowana do konsumentów o niższych dochodach i przeznaczona do sprzedaży głównie na targowiskach odzieży i w hipermarketach. Marka została wprowadzona jako dobry jakościowo substytut tańszych produktów z Azji i z Europy Wschodniej, które obecnie posiadają znaczący udział w rynku rosyjskim i białoruskim.

Głównymi rynkami geograficznymi dla marek „Milavitsa", „Alisee" i „Aveline" są Rosja, Białoruś i pozostałe państwa WNP.

Lauma i Laumelle: Marki będące liderami na rynku łotewskim i w pozostałych państwach nadbałtyckich. „Lauma" jest klasyczną marką bielizny skierowaną do grupy konsumentów o średnich dochodach. Cieszy się ona znaczącą reputacją w krajach nadbałtyckich. Jest też dobrze znana na rynku WNP. „Laumelle" została wprowadzona ostatnio na rynek z myślą o młodszych klientach jako odmiana marki „Lauma". Głównymi rynkami geograficznymi dla obu tych marek są państwa nadbałtyckie i Rosja.

PTA i MasterCoat: „PTA" jest nowoczesną marką biznesowej oraz niezobowiązującej odzieży damskiej skierowanej do kobiet aktywnych zawodowo w wieku powyżej lat trzydziestu i czterdziestu; cieszy się dużym uznaniem w krajach nadbałtyckich. „MasterCoat" to marka wierzchniej, eleganckiej odzieży damskiej, sprzedawana kanałami sprzedaży hurtowej, głównie w Skandynawii.

W pierwszym kwartale 2007 roku 87% przychodów Grupy pochodziło ze sprzedaży bielizny, 10% ze sprzedaży odzieży damskiej, a pozostałe 3% przychodów z usług szycia odzieży na zamówienie.

Sieć dystrybucji

Dystrybucja produktów Grupy jest prowadzona poprzez hurtownie oraz własne punkty sprzedaży detalicznej. W pierwszym kwartale 2007 roku 88% skonsolidowanych przychodów Grupy pochodziło ze sprzedaży hurtowej, 9% przychodów ze sprzedaży detalicznej, natomiast pozostałe 3% przychodów stanowiły wpływy z usług szycia odzieży świadczonych na zlecenie.

Za pośrednictwem sieci sprzedaży hurtowej, w ramach której działalność prowadzą podmioty powiązane Spółki: STK (Rosja), MTCB (Białoruś) oraz MTCU (Ukraina), produkty Grupy są obecne na rynku rosyjskim oraz w krajach WNP, na Białorusi, Ukrainie, w Wielkiej Brytanii, w Niemczech, krajach skandynawskich oraz innych krajach.

Na datę niniejszego Prospektu Grupa prowadzi 48 punktów sprzedaży detalicznej bielizny pod różnymi nazwami firmowymi (w tym 19 pod marką „Oblicie", 20 pod marką „Milavitsa", dwa pod marką „Lauma Lingerie" i siedem pod marką „Splendo Intime") oraz ogółem 19 punktów sprzedaży detalicznej odzieży damskiej pod marką „PTA". Punkty sprzedaży detalicznej należące do Grupy znajdują się w Rosji (24), na Białorusi (20), w Estonii (8), Polsce (7), na Łotwie (6) oraz na Litwie (2). Ponadto odbiorcy hurtowi współpracujący z Milavitsa prowadzą 105 sklepów pod znakiem firmowym „Milavitsa" na terytorium Rosji (w tym 27 sklepów w Moskwie), na Ukrainie, w Mołdawii, Kazachstanie oraz innych krajach. Obecnie sklepy te podlegają procesowi standaryzacji w ramach programu franchisingowego, którego wdrażanie rozpoczęła Grupa.

Zakłady produkcyjne

Na moce produkcyjne Grupy składają się:

- Fabryka odzieży damskiej położona w Tallinie, w Estonii prowadzona przez Klementi, jednostkę zależną Spółki; produkujący markową odzież damską „PTA" i „MasterCoat".
- Fabryka bielizny położona w Liepaja, na Łotwie, prowadzona przez jednostkę zależną Spółki – Lauma Lingerie; produkujący bieliznę, przede wszystkim takich marek, jak „Lauma" i „Laumelle". Lauma Lingerie jest największym producentem bielizny w krajach nadbałtyckich, który w 2006 roku wyprodukował 2,4 miliona sztuk bielizny.
- Fabryka bielizny z siedzibą w Mińsku, na Białorusi, prowadzona przez jednostkę zależną Spółki – Milavitsa; fabryka prowadzi produkcję bielizny, głównie marek „Milavitsa", „Aveline" i „Alisee". Milavitsa jest największym producentem bielizny na Białorusi, który w 2006 roku wyprodukował około 15 milionów sztuk bielizny.

Szerokie zaplecze produkcyjne w różnych krajach oraz zdywersyfikowana i oparta na wielu markach sieć sprzedaży detalicznej zapewniają działaniom Grupy różnorodność i elastyczność. Grupa stara się osiągać synergie poprzez optymalne alokowanie zdolności produkcyjnych i możliwości sprzedaży detalicznej na potrzeby poszczególnych jednostek w ramach Grupy oraz produktów.

Strategiczne cele Grupy

Ogólna strategia

Strategia Grupy koncentruje się na wdrażaniu sprawdzonego modelu biznesowego, pionowo zintegrowanej grupy prowadzącej działalność na rynku mody, która obejmuje zarządzanie markami, silną sprzedaż detaliczną, własne, elastyczne zaplecze produkcyjne i doświadczenie w zakresie outsourcingu usług, zróżnicowane oraz niezależne źródła surowców oraz zintegrowaną logistykę. Celem Grupy jest tworzenie wartości przez oferowanie szerokiego asortymentu odzieży (bielizny i ubiorów damskich) w atrakcyjnym środowisku, z dobrą obsługą, doskonałą jakością i rozsądnymi cenami.

Strategicznym celem Grupy jest zdobycie pozycji jednego z wiodących sprzedawców detalicznych bielizny, odzieży damskiej i dodatków (korzystającego z własnego elastycznego zaplecza produkcyjnego) na rynkach krajów nadbałtyckich, Rosji, pozostałych krajów WNP, a w dalszej perspektywie w Europie Środkowej i Wschodniej. Grupa planuje rozwijać i ulepszać przyjęty model biznesowy w oparciu o pionową integrację funkcji handlowych i produkcyjnych w oparciu o różnorodne marki i sektory rynku (takie jak bielizna, odzież i podobne towary). Zamiarem Grupy jest zapewnienie wyłącznej sprzedaży i dostępności większości swoich produktów za pośrednictwem własnej sieci sprzedaży detalicznej, przy zastosowaniu zróżnicowanych marż odzwierciedlających pozycję rynkową każdego produktu. Taka strategia ma docelowo zwiększyć całkowite przychody i zyski Grupy oraz wytworzyć dodatkową wartość dla akcjonariuszy Spółki.

Grupa zamierza osiągnąć powyższe cele poprzez dynamiczny rozwój i wzmocnienie istniejącej już sieci sprzedaży detalicznej w obrębie istniejących rynków, wejście na rynki w nowych regionach geograficznych, rozwijanie wewnątrzgrupowych synergii oraz dzielenie się zasobami i know-how pomiędzy różnymi spółkami w obrębie Grupy.

Sprzedaż detaliczna

Na datę niniejszego Prospektu Grupa prowadzi 67 punktów sprzedaży detalicznej. Ponadto na terytorium Rosji, Ukrainy, Mołdawii, Kazachstanu oraz innych państw działa 105 sklepów prowadzonych przez współpracujących z Grupą sprzedawców hurtowych pod marką „Milavitsa". Grupa jest w trakcie opracowywania modelu franszyzy, który zagwarantuje standaryzację wymogów dla takich sklepów oraz umożliwi efektywniejszy nadzór nad ich działalnością. W 2005 roku, w ramach pierwszego etapu procesu standaryzacji w 2005 roku Grupa rozpoczęła realizację projektu „Mi2B" (Milavitsa dla Biznesu) polegającego na wdrożeniu platformy internetowej wspierającej osiąganie i utrzymywanie nowych standardów przez kontrahentów Grupy.

Strategia rozwoju sprzedaży detalicznej opiera się na wdrożeniu trzech konceptów: w segmencie bielizny – sklepów prowadzących sprzedaż więcej niż jednej marki pod nazwą „Oblicie" (prowadzących sprzedaż produktów Lauma

Lingerie oraz Milavtisa) oraz sklepów „Milavitsa" prowadzących sprzedaży wyłącznie tej marki bielizny, a w segmencie odzieży – sklepów „PTA" prowadzących sprzedaż wyłącznie tej marki odzieży.

Dalszy rozwój punktów sprzedaży detalicznej w Rosji będzie przeprowadzany poprzez Linret (sklepy „PTA" oraz „Oblicie") oraz STK (sklepy „Milavitsa" prowadzone na zasadzie franszyzy), na Białorusi za pośrednictwem MTCB oraz na Ukrainie za pośrednictwem MTCU oraz PTA Ukraina. Wraz z rozpoczęciem działań Linret w 2006 roku, na początkowym głównym rynku docelowym powstała stabilna platforma rozwiązań administracyjnych, logistycznych i informatycznych, która będzie wykorzystywana przy otwieraniu i administracji nowych punktów sprzedaży. Zespół zarządzający Linret posiada gruntowną wiedzę na temat poszczególnych rynków i szerokie doświadczenie w przemyśle. Oczekuje się, że oba czynniki wzmocnią postrzeganie Grupy na rynku i stanowić będą dobrą podstawę do ekspansji na nowe rynki.

Grupa planuje budowę swojej sieci sprzedaży detalicznej poprzez otwieranie nowych sklepów i ewentualne pozyskiwanie już istniejących detalistów. Grupa planuje, że do końca roku 2010 w skład planowanej sieci sprzedaży detalicznej wejdzie od 300 do 400 własnych sklepów pod markami „Oblicie", „Milavitsa" i „PTA", z łączną powierzchnią sprzedaży wynoszącą około 40.000 m^2. Ekspansja ta ma zostać zrealizowana za pośrednictwem własnych punktów sprzedaży Grupy oraz na podstawie umów franchisingowych. Stosunek własnych punktów sprzedaży Spółki i sklepów franszyzowych będzie uzależniony od charakterystyki danego regionu i będzie określany na późniejszym etapie realizacji strategii rozwoju.

Zarząd dostrzega ogromny potencjał w rozwoju sieci sprzedaży detalicznej w Rosji i pozostałych krajach WNP, z uwagi na takie czynniki, jak rosnąca popularność centrów handlowych w tym regionie oraz zwiększający się poziom dochodów, jakim dysponują jego mieszkańcy. Ponadto, detaliczny rynek handlu bielizną w Rosji i pozostałych krajach WNP ciągle charakteryzuje się stosunkowo słabą konkurencją, a marki spółek Milavitsa i Lauma Lingerie posiadają już przewagę bycia jednymi spośród najlepiej rozpoznawalnych marek.

Podczas drugiego etapu programu ekspansji (poczynając od roku 2010) Grupa rozważy rozwój sieci sprzedaży detalicznej Grupy w Europie Środkowej i Wschodniej (obecnie Grupa posiada siedem sklepów z bielizną w Polsce, prowadzonych przez Splendo Polska). Strategia ekspansji geograficznej opierać się będzie raczej na wkraczaniu na nowe rynki z siecią sklepów działających według sprawdzonej formuły sprzedaży detalicznej niż na oferowaniu poszczególnych towarów istniejącym detalistom.

Do roku 2010 Grupa planuje kierować całość swoich nowych kolekcji wyprodukowanych pod marką PTA do sprzedaży za pośrednictwem własnej sieci sprzedaży detalicznej, oraz od 50% do 70% wszystkich nowych kolekcji produkowanych pod markami „Milavitsa" oraz „Lauma" do sprzedaży w ramach własnej sieci detalicznej oraz partnerów prowadzących punkty sprzedaży na zasadzie franszyzy. Tym samym znaczna większość kolekcji wytworzonych przez jednostki produkcyjne Grupy będzie dostępna jedynie w jej własnych sklepach i w punktach należących do jej partnerów.

Produkcja

W ramach Grupy produkcja jest obecnie prowadzona przez trzy jednostki zależne Spółki: Klementi, Lauma Lingerie i Milavitsa (w tym Gimil, jednostkę zależną Milavitsa). Celem Grupy jest poprawienie elastyczności zaplecza produkcyjnego, aby cyklicznie i często udostępniać nowe kolekcje do sprzedaży zgodnie z zapotrzebowaniem rynku. Grupa planuje zwiększyć liczbę kolekcji w roku oraz bardziej efektywnie uzupełniać zapasy produktu. Działania zmierzające do wdrożenia tego celu są obecnie planowane głównie na rok 2008.

Ponadto, aby poprawić wydajność produkcji, Grupa planuje stopniowy wzrost mocy produkcyjnej w regionach, w których koszty produkcji są niższe, głównie poprzez outsourcing usług na Białoruś. Obecnie około 60% całkowitej produkcji Grupy pozyskiwane jest w całości lub w części w drodze outsourcingu do regionów, w których są niższe koszty pracy (w tym głównie w Białorusi, ale także w innych krajach, takich jak Ukraina, Turcja oraz Chiny). Grupa planuje podniesienie tej wartości do 80% całkowitej produkcji przed rokiem 2010 i spożytkowanie bogatego doświadczenia spółki Milavitsa w outsourcingu mocy produkcyjnych. Dzięki właściwej organizacji outsourcingu i jego monitorowaniu planuje się zwiększenie wydajności produkcji i skrócenie okresu realizacji zamówień.

Przewagi konkurencyjne

Poniżej przedstawiono krótkie podsumowanie przewag konkurencyjnych Grupy:

Dobrze znane i cieszące się reputacją znaki firmowe

Znaki firmowe „Milavitsa" i „Lauma Lingerie" należą do najlepiej znanych marek bielizny w Rosji i innych krajach WNP. Produkty „PTA" są wysoko cenione w krajach nadbałtyckich i Skandynawii. Z historycznego punktu widzenia, produkty pochodzenia białoruskiego i bałtyckiego były kojarzone z wysoką jakością przez większość konsumentów z Rosji oraz krajów WNP. Tak dobrze znane i cieszące się dobrą reputacją marki mogą być wykorzystane, aby ułatwić wprowadzenie przez Grupę nowych lub mniej znanych marek do własnej, scentralizowanej sieci sprzedaży detalicznej. Dzięki zintegrowanemu dla całej Grupy zapleczu medialnemu produkty oznaczone marką „PTA" promowane są przy pomocy wysokiego poziomu rozpoznawalności marek „Milavitsa" i „Lauma Lingerie" w krajach Europy Wschodniej. I odwrotnie, na rynkach bałtyckich i skandynawskich świadomość klientów odnośnie marek „PTA" i „Lauma" może być wykorzystana do zwiększenia rozpoznawalności marki „Milavitsa".

Elastyczna, pionowo zintegrowana struktura Grupy

Grupa składa się z jednostek produkcyjnych i podmiotów specjalizujących się w marketingu, dystrybucji i sprzedaży detalicznej. Ta pionowa struktura tworzy platformę, która umożliwia Grupie wykorzystywanie zdolności produkcyjnych i zasobów dystrybucyjnych dla zaspokojenia popytu na różne produkty oraz marki produkowane i wprowadzane na rynek przez Grupę. Ponadto, ponieważ jednostki zaangażowane w sprzedaż detaliczną produktów Grupy zlokalizowane są na różnych rynkach, rozwiązania marketingowe można rozwinąć, zaplanować i, tam gdzie jest to konieczne, zaadaptować do indywidualnej struktury i właściwości danego rynku. Pionowa integracja Grupy pozwala jej zdobyć przeważający udział wartości, poczynając od rozwoju produktu, a na jego sprzedaży detalicznej kończąc.

Silny zespół kierowniczy

Zarządzanie Grupą jest powierzone wysoce wykwalifikowanym i profesjonalnym menedżerom o wieloletnim doświadczeniu w przemyśle bieliźnianym i odzieży damskiej na różnych rynkach. Na stanowiska kierownicze stale zatrudniani są nowi pracownicy, po to, aby Grupa była w stanie sprostać rosnącym wymaganiom swojej struktury i działalności. Grupa kładzie nacisk na rozwój wszystkich poziomów zarządzania oraz na szkolenie podwykonawców (którzy muszą spełniać wspólne dla całej Grupy wymagania i działać zgodnie z jej ogólną strategią).

Elastyczność w produkcji i logistyce

Posiadane zaplecze produkcyjne w regionie pozwala Grupie na elastyczne dostarczanie na rynek wytwarzanych produktów. Sąsiedztwo zaplecza produkcyjnego Grupy i docelowych rynków stanowi istotną przewagę konkurencyjną nad wieloma rywalami. Niewielka odległość pomiędzy jednostkami produkcyjnymi a punktami sprzedaży detalicznej prowadzącymi faktyczną sprzedaż produktów upraszcza procesy logistyczne i umożliwia oszczędności w zakresie kosztów transportu i magazynowania. To z kolei umożliwia uzupełnianie zapasów w sklepach w krótkich odstępach czasu i częstsze wprowadzanie nowych kolekcji. Ponadto, największy zakład produkcyjny Grupy (fabryka Milavitsa w Mińsku) znajduje się na Białorusi, co daje możliwość eksportowania towarów do Rosji bez konieczności zapłaty cła obecnie nałożonego na towary eksportowane z Unii Europejskiej.

Dostęp do niedrogich zasobów siły roboczej

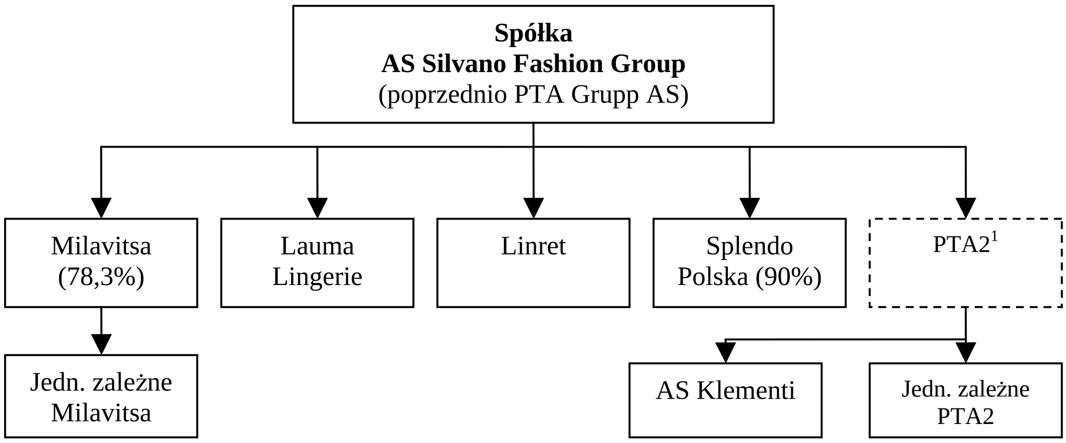
Duża część produktów Grupy wytwarzana jest w fabryce Milavitsa w Mińsku, na Białorusi. W porównaniu z innymi spółkami Grupy Milavitsa zatrudnia znacznie większą liczbę pracowników (blisko 2.000) i zleca znaczną część swojej produkcji w ramach outsourcingu innym białoruskim producentom. Koszty pracy w porównaniu z innymi krajami, w których działają podmioty Grupy, są stosunkowo niskie ze względu na ogólnie niższe koszty życia i niższy poziom zarobków na Białorusi. Tańsza, lecz dobrze wykwalifikowana białoruska siła robocza umożliwia Grupie optymalizację kosztów produkcji, przy jednoczesnym utrzymaniu najwyższych norm jakości. Grupa zamierza nadal wykorzystywać swoje sąsiedztwo z rynkami pracy na Białorusi, Ukrainie i na innych rynkach państw WNP.

Zaangażowanie głównego akcjonariusza

Głównym akcjonariuszem Spółki jest Alta Capital Partners S.C.A., SICAR, firma inwestycyjna zarządzana przez jeden z najbardziej doświadczonych zespołów inwestycyjnych w swoim regionie, posiadająca ponad 50% akcji w Spółce. Główny Akcjonariusz jest aktywnie zaangażowany w zarządzanie Grupą i przekazuje swoją specjalistyczną wiedzę z zakresu inwestowania i zarządzania, działając na rzecz pomyślnej realizacji strategicznych celów Grupy.

Struktura Grupy

W rezultacie niedawnego nabycia Grupy Silvano i trwającego procesu reorganizacji Spółki, który ma zostać zakończony w trzecim kwartale 2007 roku, Spółka stanie się spółką holdingową nieprowadzącą działalności operacyjnej. Schemat struktury Grupy po zakończeniu reorganizacji przedstawiono poniżej (wszystkie udziały w strukturze akcjonariuszy wynoszą 100%, chyba że wskazano inaczej):



[1)] PTA Group AS (w trakcie organizacji), nowy podmiot zależny Spółki, do którego zostanie przeniesiona całość działalności związanej z odzieżą damską).

<u>Historia i rozwój</u>

<u>Spółka</u>

Historycznie, Spółka była państwowym producentem odzieży damskiej. W roku 1995 została w pełni sprywatyzowana i po raz pierwszy wprowadzona na giełdę w Tallinie w roku 1997.

<u>Grupa</u>

Z punktu widzenia korporacyjnego Grupa w swojej obecnej postaci powstała w wyniku połączenia dwóch grup spółek: Grupy PTA (z uwzględnieniem Spółki jako pierwotnie głównej jednostki operacyjnej w Grupie PTA i jej jednostek zależnych) oraz Grupy Silvano (w tym Silvano, Lauma Lingerie, Milavitsa oraz Linret). Spółka przejęła Grupę Silvano w dniu 16 października 2006 r. w ramach transakcji odwróconego przejęcia, w wyniku której akcjonariusze Silvano w zamian za swoje akcje w Silvano uzyskali większościowy pakiet akcji Spółki.

W związku z przejęciem Grupy Silvano Spółka (zakres i rozmiar jej działań wzrósł znacznie na skutek tego nabycia) wystąpiła – z powodzeniem – o przeniesienie swoich Akcji z Listy Inwestorów Giełdy Tallińskiej na Główną Listę Giełdy Tallińskiej.

Po nabyciu Grupy Silvano Spółka przystąpiła do integrowania działań wszystkich podmiotów Grupy i rozpoczęła proces reorganizacji, który ma na celu utworzenie przejrzystej i efektywnej struktury korporacyjnej Grupy.

W wyniku trwającej reorganizacji Spółka pozostanie notowanym na giełdzie holdingiem z pięcioma podstawowymi jednostkami zależnymi: PTA2 (sprzedaż hurtowa i detaliczna oraz produkcja odzieży damskiej pod marką „PTA"), Lauma Lingerie i Milavitsa (obie jednostki prowadzą działalność w zakresie sprzedaży hurtowej i detalicznej oraz produkcji bielizny), Linret (sprzedaż detaliczna odzieży damskiej i bielizny) oraz Splendo Polska (sprzedaż detaliczna bielizny).

<u>Grupa PTA</u>

Poprzednik prawny Spółki w branży odzieży damskiej (ta działalność jest obecnie przenoszona do nowo powstałej jednostki zależnej: PTA2) został założony w 1944 roku. Po upadku Związku Radzieckiego przedsiębiorstwo zostało przekształcone w RAS Klementi, „spółkę z ograniczoną odpowiedzialnością kontrolowaną przez państwo" (formę spółki z ograniczoną odpowiedzialnością, która nie istnieje już w Estonii) i pozostało w posiadaniu państwa aż do roku 1994. W 1994 roku 80% akcji w RAS Klementi zostało sprywatyzowanych poprzez sprzedaż pracownikom. Pozostałe 20% akcji zostało sprywatyzowane poprzez ofertę publiczną w roku 1995, a Spółka została przekształcona w publiczną spółkę akcyjną z ograniczoną odpowiedzialnością (*aktsiaselts*). Od 1997 roku Spółka była notowana na Liście Inwestorów Giełdy Tallińskiej. Fiński producent ubrań, P.T.A. Group Oy, uzyskał kontrolę nad Spółką w roku 1999, ale zbankrutował w roku 2000 – w wyniku czego działalność eksportowa Spółki mocno ucierpiała i zaczęła przynosić straty. W 2002 roku większościowy udział w Spółce nabyła AS Alta Capital (estońska spółka inwestycyjna), rozpoczynając proces reorganizacji. Znak firmowy „PTA" powstał w roku 2004 i Spółka zdecydowała się zaprzestać używania znaku handlowego „Klementi" i skoncentrować się na koncepcji „PTA". W drugiej połowie roku 2004 Spółka zmieniła oznakowanie swoich sklepów na „PTA" i zadecydowała o ekspansji i rozwoju działalności detalicznej. W 2006 r. grupa PTA ogłosiła informację o swoim pierwszym rocznym zysku od roku 2000.

Grupa Silvano

Silvano zostało założone w roku 2005. W marcu 2006 r. Silvano nabyła 100% akcji w Linret. W lipcu 2006 roku Silvano nabyła około 60% akcji w Milavitsa i 100% akcji w Lauma Lingerie. Silvano nie posiada historii działalności operacyjnej i obecnie jest w trakcie procesu połączenia ze Spółką.

Poprzednik prawny Silvano

Lauma Lingerie (AS Lauma) – powstał w latach 60-tych w Liepaja, na Łotwie. Pod koniec lat 80-tych, produkty Lauma były popularne w całym Związku Radzieckim, a Lauma rozpoczęła eksport do Europy. Przedsiębiorstwo państwowe Lauma zostało sprywatyzowane w roku 1994 i przekształcone w spółkę akcyjną: AS Lauma. W październiku 2005 r. AS Lauma zdecydowała się oddzielić swoją działalność na rynku tkanin od działalności na rynku bielizny. Lauma Linergie powstała w wyniku tego procesu na bazie wydzielonej z AS Lauma działalności bieliźniarskiej. Z dniem 16 grudnia 2005 roku Lauma Lingerie przejęła od AS Lauma działalność bieliźniarską, jak również związane z nią zapasy i inne aktywa trwałe, i rozpoczęła samodzielną działalność.

Firma będąca poprzednikiem Milavitsa powstała na Białorusi w 1908 roku. Od roku 1964 fabryka specjalizowała się w produktach bieliźnianych, a eksport jej towarów rozpoczął się w roku 1968. W roku 1991 firma zwiększyła swoje wysiłki zmierzające do uzyskania marki i została przemianowana na „Milavitsa". Wyznacza to początek burzliwej dekady zmian, prywatyzacji, reorganizacji i inwestycji. Reorganizacja zakończyła się zarejestrowaniem Milavitsa w obecnej formie prawnej i pod obecną nazwą w roku 2000, po czym nastąpiło nabycie akcji Milavitsa przez zagranicznych inwestorów, Grupę Iluna SPA z Włoch i European Bank for Reconstruction and Development (Europejski Bank Odbudowy i Rozwoju). W latach 2003-2005 Milavitsa inwestowała w modernizację swojej linii produkcyjnej, a w 2004 do 2005 rozpoczęła zwiększanie efektywności swojej sieci dystrybucji. Jako część tego procesu, Milavitsa przeniosła swoją działalność hurtową w Rosji do STK – swojej nowo powstałej jednostki zależnej; a swoją działalność hurtową i detaliczną na Białorusi do kolejnej nowo powstałej filii: MTCB. W czerwcu 2005 r. STK nabyła 26% udziałów w MTCU na Ukrainie, aby usprawnić dystrybucję towarów Milavitsa na Ukrainie.

Spółka Linret powstała w 2005 r. Służy za punkt wyjściowy do wprowadzenia do sieci sprzedaży detalicznej bielizny i odzieży damskiej w Rosji. Na koniec pierwszego kwartału 2007 r. spółka Linret otworzyła 14 sklepów „Oblicie" i pięć sklepów „PTA" w różnorodnych centrach handlowych w wielu miastach Rosji.

Zarząd Spółki

Zgodnie z prawem estońskim, Zarząd kieruje bieżącą działalnością Spółki. Obecnie w skład Zarządu Spółki wchodzi sześciu członków powoływanych na okres 3 lat. Zgodnie ze Statutem Spółki, liczba członków Zarządu może wynosić od jednego do siedmiu. Zarząd podlega Radzie, która odpowiada za strategiczne kierowanie działaniami Spółki. Według Statutu Spółki, Rada składa się z trzech do pięciu członków powołanych przez Walne Zgromadzenie na okres pięciu lat. Najwyższym organem stanowiącym Spółki jest Walne Zgromadzenie.

Zarząd Spółki odpowiada za strategiczne zarządzanie całą Grupą, a zakres odpowiedzialności jest rozdzielony w następujący sposób:

- Dmitry Ditchkovski, Prezes oraz Przewodniczący Zarządu, odpowiada za koordynację pracy Zarządu, strategię Grupy oraz jej model biznesowy;
- Sergei Kusonski, Dyrektor Generalny, odpowiada za koordynację i zarządzanie kluczowymi funkcjami (w tym logistyką, informatyką, zasobami ludzkimi i kwestiami prawnymi) oraz nadzór nad obszarami powierzonymi innym członkom Zarządu;
- Peeter Larin, członek Zarządu, odpowiada za zarządzanie koncepcją „PTA", w tym projektowanie, zaopatrzenie i marketing;
- Dmitry Podolinski, członek Zarządu, odpowiada za marketing oraz sprzedaż bielizny, w tym za projektowanie, zaopatrzenie oraz zarządzanie koncepcją sprzedaży detalicznej;
- Dace Markevica, członek Zarządu odpowiedzialny za księgowość Spółki, kontakty z inwestorami, planowanie finansowe;
- Remigiusz Pilat, członek Zarządu odpowiedzialny za działalność detaliczną w Polsce oraz relacje z partnerami w Europie Zachodniej.

Zarząd Spółki został powołany przez Radę 6 czerwca 2007 r., na okres trzech lat. Członkami Rady Spółki są Indrek Rahumaa, Jaak Raid i Zinaida Valeha.

Statut Spółki i kapitał zakładowy

Obecna wersja Statutu Spółki została zatwierdzona uchwałą Walnego Zgromadzenia Akcjonariuszy dnia 31 maja 2007 r. Aktualnie zarejestrowany kapitał zakładowy Spółki wynosi 379.471.980 EEK (około 24.252.680 EUR). Kapitał dzieli się na 37.947.198 Akcji o wartości nominalnej 10 EEK (około 0,6391 EUR) każda. Po zarejestrowaniu wszystkich Nowych Akcji w Estońskim Rejestrze Handlowym kapitał zakładowy Spółki wyniesie 400.000.000 EEK (około 25.564.659 EUR) i będzie dzielić się na 40.000.000 Akcji o wartości nominalnej 10 EEK każda.

Akcje zarejestrowane są w Estońskim Centralnym Rejestrze Papierów Wartościowych (ECRS) pod numerem ISIN (Międzynarodowy Numer Identyfikacji Papierów Wartościowych) EE3100001751. Oprócz zarejestrowania w ECRS wszystkie Akcje Spółki zostaną zarejestrowane w KDPW, pod tym samym kodem ISIN, który został im nadany w ECRS.

Kapitalizacja i zadłużenie

Na dzień 31 marca 2007 r. skonsolidowana, niezaudytowana wartość aktywów ogółem Grupy razem wynosiła 54,6 miliona EUR, z aktywami obrotowymi na poziomie 40,6 miliona EUR, oraz aktywami trwałymi na poziomie 13,9 miliona EUR. Na dzień 31 marca 2007 r. skonsolidowane, niezbadane przez biegłego rewidenta zobowiązania ogółem Spółki wynosiły 12,3 miliona EUR, co daje aktywa netto ogółem w wysokości 42,3 miliona EUR. Na dzień 31 marca 2007 r. zadłużenie finansowe Grupy wynosiło 1,6 mln EUR i składało się głównie z kilku zabezpieczonych pożyczek od AS Hansapank, których łączna kwota pozostająca do spłaty wynosi około 1,2 miliona EUR.

Podsumowanie wybranych informacji finansowych

Poniższe tabele przedstawiają wybrane skonsolidowane, niezbadane przez biegłego rewidenta dane finansowe Grupy za lata obrotowe zakończone 31 grudnia 2006 r. oraz 31 grudnia 2005, oraz za trzy miesiące zakończone w dniu 31 marca 2007 r. Dane za okres zakończony 31 marca 2007 r. nie są porównywalne z analogicznym okresem w 2006 r. ze względu na fakt, że nabycie Silvano nie zostało zakończone do dnia 31 marca 2006 r. Informacje finansowe dotyczące lat zakończonych 31 grudnia 2006 r. oraz 31 grudnia 2005 r. pochodzą z niezbadanych przez biegłego rewidenta Informacji Finansowych Pro Forma oraz niezbadanych przez biegłego rewidenta Zagregowanych Informacji Finansowych i nie powinny być uważane za dane wskazujące na rzeczywiste wyniki, które mogły być osiągnięte, gdyby dokonano nabycia na wskazany dzień lub okres. Dane te nie stanowią również wskaźników efektywności działalności na jakikolwiek dzień lub okres w przyszłości. Nie ma pewności, że rzeczywiste wyniki nie będą znacząco różnić się od informacji finansowych pochodzących z wyżej wymienionych źródeł. Wyniki z trzech miesięcy zakończonych 31 marca 2007 r. nie powinny być traktowane jako wyznacznik spodziewanych wyników w całym roku.

Wskaźniki zamieszczone w poniższej tabeli przedstawiają wybrane aspekty działalności Grupy oraz wybrane wyniki finansowe. Niektóre z tych wskaźników są wykorzystywane przez Zarząd dla celów dokonania oceny wyników Grupy, natomiast niektóre z nich są przedstawione na potrzeby inwestorów rozważających dokonanie inwestycji w Akcje lub obrotu nimi. Pomimo faktu, że niektóre z tych wskaźników nie są wyliczane zgodnie z MSSF, zamieszczone poniżej wskaźniki są standardowo wykorzystywane przez spółki publiczne w celu zobrazowania ich przedsiębiorstwa i wyników finansowych.

Poniższe Podsumowanie należy czytać w powiązaniu z i wyłącznie w kontekście informacji zawartych w „Informacji Finansowej Pro Forma i Zagregowanej Informacji Finansowej” oraz w „Sprawozdaniach Finansowych” oraz „Wynikach Działalności i Perspektywach”.

Rachunek wyników (w tysiącach EUR)	**2007 Q1** ***(niezaudytowane)***	**2006 Pro forma** ***(niezaudytowane)***	**2005 Zagregowane** ***(niezaudytowane)***
Przychody	**23 745**	**81 034**	**72 010**
Koszty towarów, surowców i usług	-9 362	-37 151	-37 915
Pozostałe koszty operacyjne	-6 344	-9 292	-6 497
Koszty osobowe	-3 341	-12 482	-14 905
Pozostałe wydatki operacyjne	-34	-4 206	nd
Koszty działalności operacyjnej razem	**-19 081**	**-63 131**	**-59 317**
EBITDA	**4 664**	**17 903**	**12 693**
Amortyzacja	-630	-1 958	-2 338
Zysk/strata na działalności operacyjnej	**4 034**	**15 945**	**10 355**
Przychody i koszty finansowe razem	**181**	**-9**	**-1 456**
Podatek dochodowy	-1 523	-5 029	-3 139
Zysk netto	**2 692**	**10 907**	**5 760**
W tym przypadający			
Akcjonariuszowi spółki-matki	2 139	7,893	4 045
Udziały mniejszości	553	3,014	1 715

Bilans (w tysiącach EUR)	**2007 Q1** ***(niezaudytowane)***	**2006** ***(zaudytowane)***	**2005 Zagregowane** ***(niezaudytowane)***
Środki pieniężne i inne aktywa pieniężne	6 978	12 812	7 105
Należności z tytułu dostaw i usług	14 883	7 141	5 129
Pozostałe należności	4 131	4 899	2 228
Zapasy	14 643	14 716	12 392
Aktywa obrotowe	**40 635**	**39 568**	**26 854**
Inwestycje długoterminowe	413	268	1 050
Środki trwałe razem	12 469	11 011	9 545
Wartości niematerialne i prawne	1 057	1 058	743
Aktywa trwałe razem	**13 939**	**12 337**	**11 338**
Aktywa razem	**54 574**	**51 905**	**38 192**
Pożyczki	1 642	1 911	1 232
Zobowiązania z tytułu dostaw i usług	6 620	5 594	3 777
Pozostałe zobowiązania krótkoterminowe	3 502	3 398	2 010
Rezerwy krótkoterminowe	1	1	994
Zobowiązania krótkoterminowe razem	**11 765**	**10 904**	**8 013**
Zobowiązania długoterminowe razem	**537**	**632**	**533**
Zobowiązania i rezerwy razem	**12 302**	**11 536**	**8 546**
Kapitał zakładowy	24 252	24 252	nd
Nadwyżka z tytułu emisji akcji powyżej wartości nominalnej	5 305	5 305	nd
Kapitał zapasowy	67	67	nd
Zysk z lat ubiegłych	3 225	-63	nd
Rezerwa na straty z pozycji wymiany	-1 473	-684	nd
Łączny kapitał przypadający akcjonariuszom spółki-matki	**31 376**	**28 877**	**21 254**
Udziały mniejszości	10 896	11 492	8 392
Kapitał własny razem	**42 272**	**40 369**	**29 646**
Pasywa i kapitał własny razem	**54 574**	**51 905**	**38 192**

Przepływy pieniężne (w tysiącach EUR)	**2007 Q1** *(niezaudytowane)*	**2006 Pro forma** *(niezaudytowane)*	**2005 Zagregowane** *(niezaudytowane)*
Przepływy pieniężne z działalności operacyjnej	-2 903	nd	nd
Przepływy pieniężne z działalności inwestycyjnej	-2 104	nd	nd
Przepływy pieniężne z działalności finansowej	-835	nd	nd

Główne wskaźniki	**2007 Q1** *(niezaudytowane)*	**2006 Pro forma** *(niezaudytowane)*	**2005 Zagregowane** *(niezaudytowane)*
Średnia ważona liczby akcji	37 947 198	nd	nd
Zysk na akcję (ZNA) w EUR	0,06	nd	nd
Liczba pracowników na koniec okresu sprawozdawczego	2 929	2 909	nd
Marża EBITDA %	19,6%	22,1%	17,6%
Marża zysku operacyjnego %	17,0%	19,7%	14,4%
Zwrot z aktywów (ROA) %	4,9%	nd	nd
Zwrot z kapitału własnego (ROE) %	6,4%	nd	nd
Wskaźnik kapitałowy (Equity ratio) %	77,5%	nd	nd

Wykorzystywane wskaźniki

EBITDA	=	Zysk przed pozycjami finansowymi netto, udziałem w zysku podmiotów stowarzyszonych, podatkami, amortyzacją. EBITDA uwzględniana jest jako pozycja uzupełniająca, odkąd Zarząd uważa, że wskaźnik EBITDA rozważany łącznie z przepływami pieniężnymi z działalności operacyjnej, inwestycyjnej i finansowej może zapewnić użyteczne informacje. Wskaźnik EBITDA nie jest miarą wyników operacyjnych obliczanych zgodnie z MSSF i nie powinien być rozważany zamiast zysku operacyjnego, zysku netto, przepływów pieniężnych z działalności operacyjnej lub innych danych o zysku i stratach lub przepływach pieniężnych ustalanych zgodnie z MSSF.
Marża EBITDA	=	EBITDA / Przychody. Marża EBITDA stanowi miarę związku pomiędzy różnymi miarami rentowności i przychodów przedstawiającymi informacje o rentowności spółki z działalności operacyjnej i jest niezależna od finansowania i opodatkowania spółki, a także od szacunkowych danych związanych z amortyzacją.
Marża zysku operacyjnego	=	Zysk operacyjny / Przychody. Marża zysku operacyjnego stanowi pomiar związku pomiędzy różnymi miarami rentowności a przychodami przedstawiający informacje o rentowności spółki wynikającej z działalności operacyjnej i jest niezależna od finansowania i opodatkowania spółki.
Zwrot z inwestycji (ROI)	=	(Zysk po kosztach finansowych netto + koszt oprocentowania) / (Średnia wartość aktywów razem – średnia wartość nieoprocentowanych zobowiązań). Zwrot z inwestycji stanowi miernik związku pomiędzy zyskiem i inwestycjami wymaganymi dla jego uzyskania.
Zwrot z aktywów (ROA)	=	Zysk netto / Średnia wartość aktywów razem. Zwrot z aktywów porównuje dochód z łączną wartością aktywów stanowi miarę umiejętności i efektywności zarządu w wykorzystywaniu aktywów firmy w celu generowania zysków (netto).
Zwrot z kapitału (ROE)	=	Zysk netto / Średnia wartość kapitału. Zwrot z kapitałów własnych wyłącza dług w mianowniku i porównuje dochód netto z łączną wartością kapitału posiadanego przez akcjonariuszy. Stanowi miarę stopy zwrotu z inwestycji akcjonariuszy, a tym samym wskaźnik ten jest użyteczny dla porównania rentowności spółki z jej konkurentami.
Wskaźnik kapitałowy	=	Kapitał własny / Łączna wartość aktywów. Wskaźnik kapitałowy stanowi miarę zadłużenia finansowego uwypuklającą wskaźnik kapitału akcjonariuszy do łącznej wartości aktywów. Analiza zadłużenia finansowego spółki (lub struktury finansowej) jest niezbędna dla oceny jej długoterminowej charakterystyki ryzyka i zwrotu.

Czynniki ryzyka

Działalność Grupy pociąga za sobą ryzyka właściwe dla danej branży, ryzyka związane z określonymi aspektami jej działalności lub właściwymi dla otoczenia, w którym prowadzi swoją działalność. Również obrót Akcjami Spółki łączy się z określonym ryzykiem i zagrożeniami. Prosimy o zapoznanie się z rozdziałem zatytułowanym „Czynniki ryzyka", który zawiera opis znanych Spółce czynników ryzyka uznawanych przez nią za istotne.

Główni Akcjonariusze

Głównym akcjonariuszem Spółki, posiadającym około 54,12% wszystkich Akcji, jest Alta Capital Partners S.C.A., SICAR, fundusz inwestycyjny zarejestrowany w Luksemburgu (w chwili obecnej w trakcie procesu tworzenia). Dalsze 19% Akcji jest własnością SIA Alta Capital Partners, spółki powiązanej z Głównym Akcjonariuszem (w tym akcje będące w chwili obecnej własnością osób trzecich, lecz które mogą zostać odkupione przez SIA Alta Capital Partners). Spółka znajduje się pod kontrolą Indreka Rahumaa, który posiada większość akcji Głównego Akcjonariusza oraz SIA Alta Capital Partners za pośrednictwem OÜ Investeerimisvabrik. Łącznie spółki kontrolowane przez Indreka Rahumaa (w tym Główny Akcjonariusz, SIA Alta Capital Partners oraz OÜ Investeerimisvabrik) posiadają 73,48% wszystkich Akcji. Około 9,43% wszystkich Akcji zostało obecnie przeznaczonych na pokrycie programu opcji menedżerskich, uzgodnionego pomiędzy Głównym Akcjonariuszem a członkami zarządu Spółki, który ma zostać zrealizowany w oparciu o Akcje będące w posiadaniu Głównego Akcjonariusza lub SIA Alta Capital Partners.

Transakcje z podmiotami powiązanymi

Grupa nie angażuje się zazwyczaj w istotne transakcje z podmiotami powiązanymi, z wyjątkiem codziennych transakcji finansowych wewnątrz Grupy. W drodze wyjątku Lauma Lingerie dzierżawi swoją fabrykę, biuro i pomieszczenia magazynowe od AS Lauma (spółki należącej do tej samej grupy, co Główny Akcjonariusz) oraz kupuje od tejże spółki pewne usługi administracyjne. Całkowita kwota czynszu i usług wpłaconych przez Lauma Lingerie do AS Lauma w 2006 r. wyniosła w przybliżeniu 585.000 EUR.

Ponadto SIA Lauma Fabrics (spółka należąca do tej samej grupy, co Główny Akcjonariusz) jest dostawcą materiałów do produkcji gorsetów dla Lauma Lingerie i Milavitsa. Materiały są dostarczane na zasadzie niezależności, a wielkość odpowiednich transakcji pomiędzy SIA Lauma Fabrics i Lauma Lingerie w roku 2006 wyniosła w przybliżeniu 2,9 miliona EUR, a między SIA Lauma Fabrics i Milavitsa 7 milionów EURO w tym samym okresie.

Audytorzy i doradcy prawni

Audytorem Spółki za rok finansowy 2007 jest KPMG Baltics AS (Narva mnt 5, 10117 Tallinn, Estonia). Głównymi doradcami prawnymi Spółki w Estonii są AS Advokaadibüroo Lepik & Luhaäär LAWIN (Dunkri 7, Tallinn 10123, Estonia).

Oferta

Cele Oferty i wykorzystanie środków z emisji

Podstawowym celem przeprowadzenia Oferty i ubiegania się o dopuszczenie Akcji do obrotu na GPW jest zamiar zwiększania płynności Akcji, jak również ułatwienie Grupie dostępu do wschodnioeuropejskich rynków kapitałowych i zwiększenie możliwości dalszego rozwoju dzięki wzmocnieniu reputacji Grupy jako regionalnego producenta i detalicznego sprzedawcy odzieży oraz bielizny.

Spółka nie otrzyma żadnych środków pochodzących bezpośrednio z Oferty. Środki otrzymane przez nią w związku z emisją Nowych Akcji dla Głównego Akcjonariusza (łączna kwota tych wpływów jest w chwili obecnej niemożliwa do precyzyjnego oszacowania) mają być wykorzystane na ekspansję w handlu detalicznym prowadzonym przez Grupę na rynkach, na których obecnie działa, jak również w celu ewentualnych dalszych akwizycji na istniejących i nowych rynkach. Główny Akcjonariusz zgodził się na wykorzystanie wpływów ze sprzedaży Akcji Oferowanych do subskrypcji i zapłaty za Nowe Akcje. Koszty i opłaty, które poniesie Spółka w związku z Ofertą oraz plasowaniem Nowych Akcji, są szacowane na około 1 milion EUR, w tym należne podatki (z zastrzeżeniem jednakże ustalenie ostatecznej kwoty Ceny Sprzedaży oraz kwot kosztów, które nie mogą być w chwili obecnej w pełni oszacowane).

Uprawnieni Inwestorzy

Oferta adresowana jest do Inwestorów Instytucjonalnych w Polsce, jak również do wybranych Inwestorów Instytucjonalnych w niektórych państwach członkowskich Unii Europejskiej.

Przewidywany harmonogram Oferty

Oferta będzie przeprowadzona zgodnie z następującym harmonogramem orientacyjnym:

6 lipca do 11 lipca 2007 r.	Proces budowania Księgi Popytu wśród Inwestorów Instytucjonalnych
11 lipca 2007 r.	Ustalenie Ceny Sprzedaży oraz ostatecznej liczby Akcji Oferowanych
12 lipca do 13 lipca 2007 r.	Termin Przyjmowania Zapisów
16 lipca 2007 r.	Data Przydziału
do 31 lipca 2007 r.	Notowanie Akcji oferowanych na GPW

Budowanie Księgi Popytu

Do procesu budowy Księgi Popytu zostaną zaproszeni przez Menedżerów wybrani Inwestorzy Instytucjonalni. W jego trakcie Inwestorzy Instytucjonalni zainteresowani składaniem zapisów na Akcje Oferowane wskażą liczbę Akcji, jaką chcieliby nabyć, i cenę sprzedaży, po której będą skłonni złożyć zapisy na Akcje Oferowane.

Ustalenie Ceny Sprzedaży

Cena Sprzedaży zostanie ustalona przez Spółkę i Głównego Akcjonariusza, za zgodą Głównego Menedżera, po zakończeniu procesu tworzenia Księgi Popytu wśród Inwestorów Instytucjonalnych.

Składanie Zapisów

Zapisy na akcje pochodzące od Inwestorów Instytucjonalnych będą przyjmowane w siedzibie Głównego Menedżera (UniCredit CA IB Polska S.A., ul. Emilii Plater 53, Warszawa, Polska).

Uznaje się, że składając zapisy na akcje, każdy z potencjalnych inwestorów zapoznał się z Prospektem emisyjnym, zaakceptował warunki Oferty, wyraził zgodę na przydzielenie mu mniejszej liczby Akcji Oferowanych niż liczba podana w zapisie na akcje takiego inwestora, lub nieprzydzielenie żadnych Akcji Oferowanych, zgodnie z warunkami przedstawionymi w Prospekcie.

Płatność za Akcje

Inwestorzy Instytucjonalni składający zapisy na akcje powinni zapłacić za Akcje Oferowane nie później niż do zakończenia Terminu Przyjmowania Zapisów.

Przydział Akcji

Przydział Akcji Oferowanych poszczególnym Inwestorom Instytucjonalnym uczestniczącym w Ofercie zostanie określony przez Głównego Menedżera według jego uznania, za zgodą Głównego Akcjonariusza.

Rozwodnienie

Przy założeniu sprzedaży wszystkich Akcji Oferowanych w toku Oferty oraz objęciu wszystkich Nowych Akcji przez Głównego Akcjonariusza, po zakończeniu Oferty spółki kontrolowane przez Indreka Rahumaa (w tym Główny Akcjonariusz, SIA Alta Capital Partners oraz OÜ Investeerimisvabrik) będą posiadać około 59,29% kapitału zakładowego Spółki oraz łącznej liczby głosów na Walnym Zgromadzeniu Spółki (łącznie z częścią akcji Głównego Akcjonariusza, która została przekazana na wykonanie programu opcji menedżerskiej, o którym mowa powyżej).

Wartość pakietu akcji tych akcjonariuszy Spółki, którzy posiadali Akcje Spółki bezpośrednio przed Ofertą, zostanie zmniejszona na skutek emisji Nowych Akcji do poziomu nieprzekraczającego 94,87% ich początkowego pakietu akcji.

Dopuszczenie i wprowadzenie Akcji

Na datę Prospektu Akcje Spółki (z wyjątkiem Nowych Akcji) są dopuszczone do obrotu na Giełdzie Papierów Wartościowych w Tallinie (*Main List of the Tallin Stock Exchange*). W związku z Ofertą i emisją Nowych Akcji Spółka złoży wniosek o dopuszczenie Nowych Akcji do obrotu na Giełdzie Papierów Wartościowych w Tallinie i wszystkich innych Akcji (w tym Nowych Akcji) na GPW. Spółka podejmie niezbędne działania w celu uzyskania dopuszczenia Akcji do obrotu na GPW oraz Nowych Akcji do obrotu na Giełdzie Papierów Wartościowych w Tallinie.

Obrót Akcjami Oferowanymi oraz innymi istniejącymi Akcjami na GPW powinien się rozpocząć do dnia 31 lipca 2007 r.

Rozpoczęcie obrotu Nowymi Akcjami na Giełdzie Papierów Wartościowych w Tallinie spodziewane jest równolegle z rozpoczęciem obrotu tymi akcjami na GPW, co powinno nastąpić w połowie sierpnia 2007 r.

Lock-up

Spółka i Główny Akcjonariusz zobowiązują się, że bez zgody Głównego Menedżera nie będą przeprowadzać określonych transakcji Akcjami równoznacznych z ich zbyciem przez okres 180 dni od Daty Rozliczenia. Patrz „Subemisja – Umowy Lock-up".

RISK FACTORS

Prospective investors should carefully review and consider the following risk factors and the other information contained in this Prospectus prior to making any investment decision with respect to the Offer Shares. The occurrence of one or more of these risks alone or in combination with other circumstances may have a material adverse effect on the Group's business, cash flows, financial condition, results of operations, or prospects. Even though the following risk factors cover all risks the Group currently believes to be material, the risks discussed below may, in retrospect, turn out not to be complete or prove not to be exhaustive and therefore may not be the only risks the Group is exposed to.

The order in which the risks are presented below does not reflect the likelihood of their occurrence or the magnitude or significance of the individual risks. Additional risks and uncertainties of which the Group is not currently aware, or which it does not consider significant at present, could likewise have a material adverse effect on the Group's business, cash flows, financial condition, results of operations, or prospects. The market price of the Shares could fall if any of these risks were to materialise, in which case investors could lose all or part of their investment.

Investors should only purchase Shares for inclusion in a broadly-diversified portfolio. Those investors who have any reservations regarding the content of this Prospectus should contact their stockbroker, bank, lawyer, tax advisor or financial advisor. The information in this Prospectus is not equivalent to the professional advice from the persons mentioned above.

Industry-Specific Risks

Substantial competition in the market for women's apparel

Competition in the market for women's apparel is already intense in all of the Group's markets. There are several traditional domestic brands in each of the Group's markets and from time to time new international fashion brands may enter the market, while competition is already substantial between several international and domestic manufacturers of clothing. Therefore, even though the PTA Group is among the largest Estonian apparel manufacturers, its market share in its home market (i.e. Estonia) is estimated to be around 4%. In other geographic markets the PTA Group's market share is lower. In such a competitive environment smaller manufacturers may easily fail to find and maintain their niches and lose market share to large international apparel manufacturers.

Competition in the lingerie market is increasingly intense

Though still considerably less intense than the women's apparel market the lingerie market within the Baltic states and Eastern Europe (including Russia) is increasingly competitive. On one hand, international brands such as "Triumph", "Incanto", "Felina" and "DIM" are expanding their activities in these geographical areas, in particular in the upper market segments. On the other hand, low-cost Eastern European and Asian producers are exerting competitive pressure in the lower market segments. Furthermore, there are a number of local competitors who are active in the same geographical markets (such as the Russian lingerie manufacturer "Palmetta", the Estonian "Linette", and the Latvian manufacturers "Rosme" and "V.O.V.A."). Therefore, in order to be competitive, all members of the Group will have to be able to consistently produce high-quality fashionable items and adjust their branding efforts to the specific expectations of consumers in their target markets. Failure to keep pace with the latest fashion trends, incorrect placement of products, or inability to accurately assess market expectations may have an adverse effect on the revenue and profitability of the Group.

Competition for new retail premises

Competition for suitable retail space and warehouses in most of the Group's target markets has intensified considerably over the past few years. A deficit of new shopping centre developments and a lack of retail space are particularly evident in the Eastern European markets, including Russia. The Group's prospects depend to a certain extent on the possibility to roll-out two retail networks ("Oblicie" and "PTA") based in newly-developed state-of-the-art shopping malls in Russia and possibly in other markets. Thus far the Group's Russian retail arm (Linret) has been successful in securing a substantial amount of retail space in such new shopping malls (see the Section titled "*Operations of the Group: Real Estate and Leased Premises*"). However, there is no assurance that this success will continue in the future.

Securing suitable premises for expanding retail activities may also be an obstacle in the Baltic markets. Although many new shopping centres and other suitable facilities have been built in the Baltic states in recent years, a significant number of the most favourable locations are already occupied by competitors who are currently present in the relevant markets.

The future performance of the Group may also be adversely affected by the constantly rising prices of land and construction costs (due to increasing costs of construction materials and labour), which may result in considerable increases in rental costs for tenants and reduced interest from investors for building new shopping malls. These circumstances may affect the ability of the Group to expand its retail operations, in particular in the Baltic states, which mainly may adversely affect the future sales of "PTA" branded women's apparel.

Delays in the construction of shopping malls

The expansion of the retail network constitutes a significant part of the Group's development strategy. Most of the new stores which are to be opened in the next few years by the Group will be located in shopping malls and the majority of those malls are currently under construction. Due to possible delays in the construction of those malls there is no assurance that the Group will be able to open the anticipated number of stores.

Demand for the Group's products

Due to the intense competition in all relevant markets, the Group's success is highly dependent on efficient marketing policy which should aim at ensuring continuous demand for the Group's products through maximum consumer satisfaction both in terms of product quality and shopping assistance. While demand for clothing and lingerie is generally relatively stable, demand for particular products may fluctuate considerably within the relevant sectors as consumer preferences change and evolve. Therefore, appropriate branding and pricing, correct timing of discounts and promotional/advertising campaigns, as well as quality in-store service, are of the utmost strategic importance to the Group. Even minor errors in assessing consumer behaviour and/or taste may adversely affect the demand for the Group's products and thus have a negative effect on sales. As an example: in 2005 the Company experienced considerable decrease in the sales of "PTA" branded apparel to the Scandinavian countries due to improper positioning of products within the relevant apparel market.

Cost of raw materials

For lingerie and women's apparel manufacturing the costs of raw materials, such as high quality fabrics and lace, may comprise over 50% of the total cost of goods sold. The Group is not itself engaged in the manufacturing of raw materials and must therefore rely on external suppliers in order to maintain and increase levels of production. Therefore, the Group is unable to fully control its supplies of raw materials. Temporary or permanent disruptions in supply and/or significant fluctuations in costs of raw materials will have an almost immediate effect on the output of the Group's manufacturing entities and the cost of its products. Depending on the type and extent of supply disruptions and/or price fluctuations, the Group's ability to compete with prices offered by competitors with better access to raw materials may suffer.

Rising cost of personnel

The production of both lingerie and women's apparel is highly labour-intensive and involves delicate handling and sewing operations which are not suited to full automation. Therefore, labour costs represent a significant share of the Group's manufacturing expenses and have a direct effect on its competitiveness and profitability. The supply of skilled workforce at the present salary levels is already limited in the Baltic states and over the long term also in Eastern Europe. Rising costs of labour pose risks for maintaining product price competitiveness and may hinder the expansion of the Group's production capacity in the future. A significant manufacturing capacity in Belarus which has been acquired by the Group provides solid protection against labour shortages and personnel costs in the short and medium term but may lose part of its appeal in the long term as the Belarussian economy catches up with that of the rest of Eastern and Central Europe. Therefore the Group may in the future have to outsource its manufacturing to a greater extent than thus far and start relying in part on sewing services purchased from third countries. Such increased outsourcing may create greater risks of delays, and lead to quality and communication issues, as well as having the effect of increasing the administration costs of the Group.

Rising rental costs

With the full roll-out of the Group's retail market, the Group will incur significant fixed or semi-fixed rental costs on a monthly basis. Considering the substantial competition for suitable rental premises in the larger cities in the relevant markets, the Group may be forced to increase spending on rent in order to maintain its trading locations. As a result the profitability of the Group operations may suffer. Moreover, each of the Company, Klementi and Lauma Lingerie operate from leased premises and do not fully control the amount of rent that is being charged for the use of such premises. Therefore, such entities are also to a certain extent exposed to the risk of increases in rental costs. Furthermore, all rented premises are prone to a certain degree to the risk of termination of the relevant lease, subject to the conditions of contract. Although the Group attempts to negotiate the best possible terms at all times, no assurance can be given that larger and more popular shopping malls will always be unsuccessful in imposing their own conditions of lease. Such conditions may not be in the Group's interests and may, for example, include the landlord's right to terminate the lease prior to its expiry date. Should one or more agreements be prematurely terminated the Group (or any other entity that is prone to termination risk) may suffer at least temporary setbacks in terms of revenue and profit.

Upcoming income tax reform in Estonia

Since 2000 Estonia has run a system of corporate income tax which is favourable for investment and growth-oriented undertakings. Retained earnings are fully exempt from corporate income tax and only profit distributions, in their various forms, are taxed. Therefore, corporations can re-invest profits without triggering income taxation.

The European Commission considers this system to be contrary to EU law. EU rules require that dividends paid to shareholders who hold at least 15% of the shares in a company are not taxed at the source (i.e. in the home country of the company paying the dividends) and Estonia must comply with these rules by 1 January 2009. It is currently possible that starting from 2009 Estonian companies will have to pay corporate income tax on earnings. It is not presently known precisely what the features of the new income tax system would be (including the proposed level of the tax rate) and it is therefore conceivable that the upcoming changes could have an adverse effect on the financial results of the Group and its ability to sustain current rates of investment and growth.

Changing fashion trends and customer preferences

The Group's business consists of the sale of products in a market where customers' decisions are driven mainly by current fashion trends and prevailing tastes. As for other businesses operating in the same industry, any failure by the Group to adapt its product range to customer expectations creates a risk of being left with slow-moving stocks or the need to sell goods at significantly reduced prices, both of which may have an adverse effect on the Group's operating results and financial standing.

Seasonality

The vast majority of the Group's revenues is generated by lingerie sales. The seasonal collections of the Group's lingerie products represent approximately 15% of the whole output and the release of lingerie collections is planned by the Group to occur evenly throughout the whole year and therefore seasonal changes in the Group's sales revenues do not currently have a material effect on the Group's sales revenues in the individual quarters. The effects of seasonality are prominent in the Groups' apparel business. With two major collections per year (Spring-Summer and Autumn-Winter), the seasons reach their peak in April-May and in September-November. However, as apparel revenues currently represent approximately 10% of the Group's sales, the effects of seasonality in apparel sales do not have a material impact on the Group's total sales revenues generated in individual quarters. Due to the expansion of the Group's retail operations in the coming years, seasonal fluctuations will have greater impact on the demand for the Group's products, thus affecting the financial results of the Group in individual quarters.

Business Risks

Expansion of retail operations may lead to administrative and/or structural difficulties and such operations may not begin to generate expected profits in the future

The strategy of the Group involves the opening of a significant number retail shops, operating under the "Oblicie", "PTA" and "Milavitsa" names, within both existing and new geographic markets before the end of 2010. The roll-out of a new retail chain in Russia has been carried out since 2006 through Linret, a specialized retail entity within the Group. Prior to the launch of Linret operations the Group had no significant experience in running a large-scale retail network. Linret has been generating losses since its incorporation. The rapid expansion of the international operations of the Group and limited experience of the Group in running large-scale retail operations may lead to administrative and/or structural difficulties and ultimately result in higher than expected costs of such operations and/or a slower rate of expansion. There is also no assurance that the Group's retail operations will begin to generate expected profits in the future. The inability of the Group to successfully expand its retail operations may adversely affect the business activities, results, financial position or prospects of the Group.

Re-organisation of the Group

In 2006 a re-organisation of the Company took place as a result of which AS Klementi was divided into two companies by the way of the separation of a new subsidiary from AS Klementi. The Company was renamed PTA Grupp AS and is the legal successor of AS Klementi. The new subsidiary received all the production-related assets of the Company and was registered under the name of AS Klementi. The division was deemed completed and all the rights and obligations transferred as of the making of the relevant entry in the commercial register, i.e. on 15 August 2006. In addition, following the acquisition of the Silvano Group by the Company, a redundant holding company (Silvano) became a part of the Group and the Company became the ultimate parent of the larger Group while at the same time also remaining responsible for the management of the retail operations with respect to the "PTA" trademark. On 13 April 2007 the Company announced restructuring plans under which Silvano will be merged with the Company and subsequently eliminated, while the Company (listed on the Tallinn Stock Exchange and in the future on the WSE) will concentrate exclusively on the strategic management of the Group. In order to separate the current business activities of the Company (retail sales of the "PTA" brand products) from the strategic management of the Group, the Company is establishing a new subsidiary (PTA2), which is currently in the process of being founded. As a result of the restructuring, PTA Grupp AS (i.e. the Company) will be renamed AS Silvano Fashion Group. The Company expects to complete the re-organisation in the third quarter of 2007 and will publish information on such completion in due course. In connection with this re-organisation the Company may need to take steps to integrate its business operations, centralize asset and liability management, and converge information systems. Such a process may be lengthy and expensive and may not be completed within the planed time-frame or manner, or at all. The integration of certain companies may also result in inconsistent implementation of the established policies and procedures of the Group or the loss of its existing clients or business partners. Therefore, the Company can not guarantee that the above-mentioned the re-organisation processes will not have negative influence on the business, results of operation and/or financial condition of the Group.

Lack of historical financial information presenting Group in its current form

The Group in its present composition and scope was formed through the acquisition of Silvano by the Company in 2006. Silvano in turn is a recently-established holding which acquired its current subsidiaries (Milavitsa, Linret and Lauma Lingerie) during 2006. Of these subsidiaries, Linret is a recently-established entity which commenced operations in 2006 and Lauma Lingerie was established as a result of the division of its predecessor, AS Lauma, in October 2005.

Due to the specific nature of the Silvano Group (Silvano Group itself is a product of recent consolidation) full and reliable financial information of the Silvano Group is not available for financial years preceding financial year 2006. For financial year 2006 the Company has prepared Unaudited Pro Forma Financial Information in accordance with Annex II of the Prospectus Regulation, which is presented in the Section titled "*Unaudited Pro Forma Financial Information*". In addition to the Unaudited Pro Forma Financial Information, the Company has prepared aggregated financial information for financial year 2005 illustrating the consolidated financial results of the PTA Group combined with those of the Silvano Group for that financial year, which is presented in Section titled "*Unaudited Aggregated Financial Information*". Due to the limited access that the Company has to the financial results of the Silvano Group prior to financial year 2006, and taking into account the complex history of the Silvano Group itself, the Company was not in a position to prepare consolidated information for financial year 2005 in accordance with Annex II of the Prospectus Regulation and no procedures were performed on such aggregated consolidated information by the auditors of the Company.

The financial information presented in the Prospectus derived from the Unaudited Pro forma Financial Information and the Unaudited Aggregated Financial Information should not be considered indicative of actual results that would have been achieved had the acquisition been consummated on the date or for the period indicated and do not purport to indicate the results of operations as of any future date or period. There can be no assurance that the actual results will not differ significantly from the financial information derived from the Unaudited Pro Forma Financial Information and the Unaudited Aggregated Financial Information.

Top and middle-level human resources are limited

Until now both the PTA Group and the Silvano Group (including the individual entities belonging to them) have been successful in attracting and retaining qualified and experienced top and middle-level management personnel. The combined management of the Group, as well as the local management of each Group entity, is comprised of top professionals in the relevant areas with significant experience in their respective fields. However, the expansion of the Group will lead to a growing demand for skilled management personnel to fill new, emerging positions in the central management and elsewhere. It cannot be guaranteed that suitable personnel will always be easily available where and when required. Failure to attract in due time and retain qualified and experienced human resources may have the effect of slowing down the expansion of the Group and ultimately entail higher hiring and personnel expenses.

Dependence on essential supplies

The manufacturing of high quality lingerie products and apparel is greatly dependent on the quality of fabrics (and, in the case of lingerie, lace). The manufacturing entities of the Group depend on certain key suppliers whose supplies have historically been used in manufacturing the products of the PTA Group, Lauma Lingerie and Milavitsa. Therefore, the loss of certain key suppliers could have noticeable negative effects on the business of the Group. Substitutes for the products of the established suppliers (including matching colours and textures) would be hard to secure. For this reason, the Group might have to re-develop certain products based on alternative fabrics and other material in the event of the loss of a key supplier. The market success of such new products cannot be guaranteed and supply prices of alternatives could be higher. Therefore the loss of key suppliers or temporary supply problems may have considerable negative effects on the Group's output and/or sales.

Dependence on major distributors

Certain brands of the Group are distributed through a limited number of significant distributors who generate a notable proportion of the sales revenues from such brands. For Lauma Lingerie 34% of the sales revenue in 2006 was generated by the three largest distributors, while for the PTA Group the respective figure was 12.8% (whereas the distribution of Milavitsa's products is handled by its affiliates). Some distributors act simultaneously as wholesalers and retailers of the Group's products, as well as intermediaries between the Group and other wholesalers. Such distributors may have substantial bargaining power in their discussions with the Group, as the termination of the contractual relationships with such distributors or the involvement of competing distributors or even temporary difficulties in business relations with them may have a material adverse effect on the sales of the Group.

Interest rates

Some of the interest-bearing obligations of the Company (see further details in the Section titled "*Capitalisation and Indebtedness*") are tied to the EURIBOR base rate. Therefore increases in European Central Bank interest rates (and, consequently, increases of the EURIBOR base rate) will lead to a corresponding increase in the financial costs of the Group. However, such increases are not likely to have a significant effect on the overall results of the operations of the Group on account of the currently negligible amount of EURIBOR-dependent financial obligations of the Group relative to total capitalisation. Nevertheless, an increase in the cost of borrowing may hinder the ability of the Group to raise additional debt capital that may be required for the implementation of its expansion plans.

Currency exchange

Estonia and Lithuania joined the Exchange Rate Mechanism (ERM II) in June 2004 and Latvia joined the ERM II in May 2005. As a result the central exchange rates for the three national currencies against the EUR were fixed. Under ERM II the three countries' currencies must not deviate by more than 15% from the agreed exchange rates to the EUR. Furthermore, the central banks of Estonia and Lithuania allow 0% fluctuation and the Central Bank of Latvia allows a ± 1% fluctuation.

However, expectations that Estonia, Latvia and Lithuania would start using EUR notes and coins from 1 January 2007 proved unrealistic. The possible date for the introduction of the EUR in all three Baltic states is likely to be further away (perhaps 2010 or 2011) in light of relatively high inflation and sizeable current account deficits. A delay in the transition to the EUR may ultimately lead to a drop in investor confidence and an overall decline in the growth rates of the Baltic economies due to a remote but still possible risk of devaluation of the national currencies against the EUR.

The effect of currency exchange rates on costs and profitability is more probable with respect to Russia, Ukraine and Belarus (and, in the future, possibly with respect to other Eastern European markets) where the national currencies are not tied to the EUR. Presently, however, the Group does not consider it necessary to hedge against the currency risk in Russia, Ukraine and Belarus as future exchange rate trends are difficult to predict and the pricing of the relevant financial instruments is currently not seen as favourable.

Dependency on key personnel

Conducting successful operations in Russia and other neighbouring countries requires a notorious amount of local know-how and experience which takes years to develop. Furthermore, the largest of the Group's production facilities (the Milavitsa factory in Minsk) is located in the controversial and complicated legal, political and economic environment of Belarus. For navigating in the aforementioned markets, the Group intends to rely on the experience of management personnel with a proven track-record in retail lingerie and clothing. The loss of any such key employees by the Group would have a material adverse effect on the Russian and CIS operations of the Group, while recruiting equivalent replacements may take considerable time to accomplish and may not always be practically feasible.

Risks Related to Operations in Foreign Markets

Local connections take time to develop

Certain Eastern European markets are to a significant extent based on personal relations between the various market participants. As an example, securing suitable premises for new retail outlets in Russia, Ukraine and Belarus normally requires a noticeable degree of personal approach to the contractual partners which would be unfamiliar to companies operating exclusively in the Baltic states. To this end, the Russian, Ukrainian and Belarussian entities of the Group are somewhat at a disadvantage when compared to local operators with well-established local connections. However, the Group expects such disadvantage to diminish and disappear over time as the local management becomes more accustomed to the local market and as the Group hires a larger number of local professionals to assist in everyday operations. At the same time, the contemplated central management of the Group as well as the local management in Russia and Belarus already have considerable experience in the relevant markets and will be able to successfully lead local operations.

Lack of reliable market information

The majority of markets in which the Group intends to operate, or which it may consider in terms of future expansion, are characterised by a lack of reliable information on the condition of the textile and clothing industry in general and the lingerie and women's apparel markets in particular. Such information often needs to be collected from unverifiable or unreliable sources or through own research. Strategic management decisions in relation to such markets may therefore have to be made in the absence of adequate data which may in other markets be considered to be essential.

Legal and political uncertainty in non-EU states

The legal system and the administrative bodies of certain non-EU states in which the Group intends to operate (including Russia, Belarus and Ukraine) are to various degrees less developed than the Baltic states or Western

Europe. While the situation is especially acute in Belarus (see below), the legal and administrative systems of other non-EU countries may also from time to time create considerable difficulties for the management of local operations. Ambiguities in applicable legislation and the practical implementation of the same may often lead to situations where simultaneous compliance with all applicable norms may prove extremely difficult. Such ambiguities may have the end effect of increasing compliance costs and decreasing the rate of expansion.

At the same time, the political systems of the aforementioned countries may pose additional risks to the Group through overall negative macro-economic and/or legal developments. Such risks may materialise in the form of stricter compliance requirements, higher tax burdens, lower demand and other similar negative circumstances which cannot be reliably predicted or alleviated by the actions of the Management.

Political relationship between Russia and its neighbouring countries

Several recent examples illustrate the degree of risk involved in trading with Russia. The Russian government is known to exercise economic means to achieve political ends or try to protect its own production businesses by imposing expensive trade barriers which, in turn, might have an adverse effect on the business of the Group.

The aforementioned tendencies became recently apparent through a number of incidents, including the implicit economic sanctions against Estonia initiated in the end of April 2007 in connection with the removal of a Soviet-era monument in Tallinn. Russia responded with the cessation of several large investment projects involving Russian state-owned enterprises and a number of large private companies (e.g. Severstal and Acron) followed. Additionally, Estonian businesses are facing increasing bureaucratic pressure and are suffering from interruptions in railway transport. Other examples include the Russian prohibition on the importing of Polish meat products which started in 2006 and the selective enforcement of sanitary requirements effectively barring imports by most Georgian and some Belarussian producers.

Imminent uncertainties in Belarus

The vast majority of the Group’s revenues (75% for the year ended on 31 December 2006) was generated by the Group’s operations in Belarus. Milavitsa, the main Belarussian subsidiary of the Group, also holds the trademark to the strongest lingerie brand of the Group – “Milavitsa”.

At the moment, no clear body of case law exists in Belarus in the areas of regulation which may prove crucial to the operations of the Group. Likewise, there is no effective system, official or otherwise, under which various decrees, ministerial decisions, court rulings or internal department circulars having the force of law are indexed and made publicly available on a regular basis. As a consequence the outcome of most court cases cannot be reliably predicted. Furthermore, the Group may from time to time lack full and adequate information about the actions and measures that need to be taken in order to comply with all applicable rules and procedures. This may eventually result in material adverse consequences for the Belarussian operations of the Group through increased compliance costs as well as through possible administrative sanctions and disputes which may have a material adverse effect on the operations, financial position or results of the Group.

Moreover, Belarussian legislation and administrative policy may from time to time be influenced by changes in the political agenda. State intervention is possible beyond what is expressly permitted by current law, and administrative discretion may be exercised in a manner that is detrimental to a particular market participant or a whole industry. Partially in view of the above, in 2006 Milavitsa signed an agreement with the Belarussian Antimonopoly Committee. Pursuant to this agreement Milavitsa agreed not to conduct any actions which can be classified as monopolistic or restrictive of competition. Such agreement may impose certain restrictions with respect to Milavitsa’s domestic sales. There can be no assurance that the state intervention into the Group’s operations in Belarus will not have a material adverse effect on the operations, financial position or results of the Group.

Certain legal restrictions in Belarus

Certain legal restrictions applicable to the activities of the Belarussian entities of the Group are seen as particularly unusual in comparison with the other markets in which the Group intends to operate. In particular, relatively strict regulations are in place with the respect to the remuneration of employees in Belarus. The state imposes ratios that are applied to determine salaries for each class of employee: a base salary is multiplied by the respective ratio reflecting the seniority of an employee to arrive at the final salary. As a company with a foreign shareholding Milavitsa is permitted to establish its own base salary. The ratios, however, remain in place, thus effectively limiting the amount of executive remuneration that may be paid to the top management. However, certain additional payments may be made to employees and management to introduce further diversification of salaries. The limitations of flexibility in establishing the remuneration structures by the Group for its employees and management in Belarus may have an adverse effect on the Group’s business and prospects.

In addition, each year Milavitsa receives certain performance targets from the Republic of Belarus and local authorities that must be met. These are developed based on the overall trends in the Belarussian economy and distributed between various companies, whether state or privately owned. These performance targets may concern primarily the following key areas: (i) production volume (an increase of production volume may be required compared to the production volume of the previous year); (ii) gross margin; (iii) caps on domestic price increases for existing products (e.g. a maximum of 0.6% per month for existing products, while at the same time there are no regulations for the pricing of new products). Under the Belarussian law, the inability to meet such performance targets would not result in sanctions unless the company in question is either partially state-owned or is benefiting from state aid (the Group's Belarussian entities do not satisfy either of these criteria), however, it may have a negative effect on the perception of the Group's operations by the Belarussian authorities, which in turn might have a material adverse effect on the operations, financial position or results of the Group.

Additionally, privatised Belarussian companies such as Milavitsa are subject to "golden share" legislation, effectively granting the state the right to exercise a majority vote in any company by introducing a preferential share. The "golden share" is a form of state participation in the ownership of a company with a single share which grants a majority vote in all circumstances. Theoretically, Milavitsa could be subject to the "golden share" regulation (see the Section titled "Operations of the Group - Licensing and Compliance"). As Milavitsa and its subsidiaries generate the vast majority of the Group's revenues (75% for the year ended 31 December 2006) and, in addition, Milavitsa holds the trademark to the strongest lingerie brand of the Group - "Milavitsa", the introduction of such a "golden share" resulting in the Group ceasing (at least for a limited period of time) to control Milavitsa, would have a material adverse effect on the operations, financial position or results of the Group.

Risks Related to Shares, Listing and Trading

General Risks

Substantial sales of existing Shares or offerings of new Shares

In connection with the Offering, certain "lock-up" agreements will be executed in respect of the issue and sale of Shares by the Company and the Selling Shareholder. See the Section titled "*Terms and Conditions of the Offering*" for further details regarding the entities entering into such lock-up agreements and the terms thereof, including the period for which such restrictions will be binding on such persons. After these lock-ups expire, or are terminated, the respective Shares will be available for sale without any restrictions and there can be no assurance as to whether or not they will be sold on the market.

The Company cannot predict what effect such future sales or offerings of Shares, if any, may have on the market price of the Shares. However, such transactions may have a material adverse effect, even if temporary, on the market price of the Shares. Therefore, there can be no assurance that the market price of the Shares will not decrease due to subsequent sales of the Shares held by the existing shareholders of the Company or a new Share issue by the Company.

Payment of dividends

The Company is under no lasting and definite obligation to pay regular dividends to its shareholders and no representation can be made with respect to the payment and amount of future dividends, if any. The Management's recommendations for the distribution of profit will be based on financial performance, working capital requirements, reinvestment needs and strategic considerations which may not necessarily coincide with the short-term interests of all shareholders. The payment of dividends and the amount thereof will be subject to the ultimate discretion of the majority of the Company's shareholders.

Analysts may stop publishing research or reports on the Company

There is no guarantee of continued analyst research coverage for the Company. Over time the amount of third-party research available in respect of the Company may increase or decrease with little or no correlation to the actual results of its operations because the Company has no influence on the analysts who prepare such reports. Negative or insufficient third-party reports would be likely to have an adverse effect on the market price and the trading volume of the Shares.

Ownership structure

The Company is and will remain under the control of the Principal Shareholder and under the ultimate control of Indrek Rahumaa (see the section titled "*Ownership Structure*" for more details). With an ownership stake in the Company exceeding 50% the Principal Shareholder will be able to adopt the majority of the corporate decisions which are under the competence of the General Meeting of the shareholders of the Company or block such decisions (see more the section titled "*General Corporate Information and Shares: Rights of Shareholders*"). In addition, the Principal Shareholder may be able to prevent or cause change of control and discourage bids for the Shares at a premium over the market price. The interests of the Principal Shareholder could conflict with the interests of other shareholders including the holders of the Offer Shares and may lead to the making of decisions that will have a materially adverse effect on any investment in the Shares.

Tallinn Stock Exchange

An active market for the Shares may not be sustained on the Tallinn Stock Exchange

From 20 May 1997 until 21 November 2006 the Shares were listed on the Investor List of the Tallinn Stock Exchange. On 21 November 2006 the Shares were transferred from the Investor List to the Main List of the Tallinn Stock Exchange and the Shares have been listed on the Main List of the Tallinn Stock Exchange since that date. In 2007 trading in the Shares has been rather active considering the size of the Tallinn Stock Exchange but has remained very modest when compared to market capitalisation. In the period between 1 January 2007 and 15 May 2007 the average daily turnover of trading in the Shares on the Tallinn Stock Exchange was approximately EUR 260,000.

The Company cannot provide any assurance that an active trading market for the Shares will be sustained on the Tallinn Stock Exchange after the completion of the listing of the Shares on the WSE. If you purchase any Shares, you may not be able to resell those Shares on the Tallinn Stock Exchange at or above the purchase price you paid.

The price of the Shares may be volatile and may change significantly in response to numerous factors including: actual or anticipated fluctuations in the quarterly and annual results of the Company and those of its publicly-held competitors; industry and market conditions; mergers and strategic alliances in the industry; changes in laws and regulations; shortfalls in the operating results of the Company or its competitors compared to levels forecast by investment analysts; public announcements concerning the Company or its competitors; global and regional economic conditions; and the general state of securities markets. Many of these factors may be beyond the control of the Company and are difficult or impossible to predict.

Volatility and limited liquidity of shares listed on the Tallinn Stock Exchange

The average daily trading turnover of the Tallinn Stock Exchange from 1 January 2006 to 31 December 2006 was 2.93 million EUR. From 1 January 2007 to 31 March 2007 the average daily turnover was EUR 3.86 million. A total of 16 companies were listed on the Tallinn Stock Exchange as of 31 March 2007. As of 31 December 2006 the three largest companies in terms of market capitalization, AS Eesti Telekom, AS Tallink Grupp and Olympic Entertainment Group AS, represented 56% of the Tallinn Stock Exchange's aggregate market capitalization of approximately EUR 4.35 billion. Consequently the Tallinn Stock Exchange is substantially less liquid and more volatile than established markets such as those in other countries with highly-developed securities markets. The relatively small market capitalization and low liquidity of the Tallinn Stock Exchange may impair the ability of shareholders to sell the Shares on the Tallinn Stock Exchange, which could increase the volatility of the price of the Shares. The delisting of any of the large companies listed on the Tallinn Stock Exchange would be likely to have a negative effect on the market capitalization and liquidity of the Tallinn Stock Exchange as a whole.

As the Tallinn Stock Exchange is characterised by relatively low investor activity the impact of individual transactions on the market price of securities may be significant. Lower investor activity may lead to wider spreads between bid and ask prices and a correspondingly lower liquidity of traded securities.

Harmonisation of the Tallinn Stock Exchange with other OMX Exchanges

The Tallinn Stock Exchange, where the Shares are listed, is a part of the OMX Exchanges. Currently the Tallinn Stock Exchange is in the process of harmonizing its standards with those of OMX. While the implementation of the related changes might cause some disruption in trading in the Shares, the Company expects that in the longer term it will benefit from relying on a uniform trading system in the Northern Europe region. The OMX group also intends to create a pan-Nordic and Baltic stock exchange list, the details of which have not yet been released. Should the Company fail to meet the criteria for such a combined list, such failure may affect the liquidity of the Shares.

Warsaw Stock Exchange

Limited liquidity and share price fluctuations

Prior to the Offering the Shares have not been listed on the WSE. No assurance can be made that following the Offering the Offer Shares will be actively traded on the WSE and that the market price for the Shares will not drop below the Offer Price or that the price of the Shares will not be subject to material fluctuations. This may be due to several factors, including foreign exchange fluctuations, periodical changes in the Group's operational results, trading volume and liquidity, and conditions on stock exchanges around the world.

Significant price and trade volume fluctuations are characteristic of the Polish capital market, and investors intending to trade in large blocks of Shares should take into consideration the risk of temporary decreases in stock liquidity as well as significant price fluctuations. Therefore, an investor assessing an acquisition of the Offer Shares should take into consideration the risk of temporary decreases in the liquidity of the Shares.

Listing the Shares on the Warsaw Stock Exchange is tied to contingencies

The admission of Shares to trading on the WSE is dependant on: the Polish Financial Supervision Commission receiving a certificate from the Estonian Financial Supervision Authority confirming that this Prospectus has been approved in Estonia; the KDPW registering the Shares and allocating a securities identification code to the Shares; and the WSE's management board agreeing to the Shares being listed and traded on the WSE. The Company intends to take all necessary steps to ensure that the Shares are admitted to trading on the WSE as soon as possible. However, there is no guarantee that all of the aforementioned conditions will be met and that the Shares will be admitted to trading on the WSE at the expected date.

Trading in the Shares may be suspended or the Shares might be delisted

Under Polish securities regulations if a public company fails to comply with certain obligations under the Polish Act on Public Offerings, the Polish Financial Supervision Commission may impose on the entity which failed to comply with such duty a cash penalty of up to PLN 1,000,000 and may issue a decision to suspend trading in such shares on the regulated market or delisting such shares or it may impose both of these penalties. Moreover, pursuant to the Trading in Financial Instruments Act if trading in specific securities of an issuer may impose a possible threat to the proper operation of the regulated market or the safety of trading on that market, or may harm investors' interests, the WSE, at the request of the Polish Financial Supervision Commission, may suspend trading in such securities for up to one month. The Company cannot assure you that any such circumstances will not arise with respect to the Shares in the future.

Under the rules of the WSE the management board of the WSE may suspend trading in financial instruments for up to three months at the issuer's request or if such suspension is necessary to protect the interest of trading participants, or if the issuer is in breach of the regulations of the WSE. In addition, the management board of the WSE may delist securities if: (i) the transferability of the securities has become restricted; (ii) the Polish Financial Supervision Commission requests such delisting; (iii) the securities are no longer in book-entry form; or (iv) the securities have been delisted from another regulated market by a competent supervisory authority.

In addition, the management board of the WSE may also delist securities from trading if: (i) the securities no longer meet the requirements for admission to trading on the WSE; (ii) the issuer is persistently in breach of the regulations of the WSE; (iii) the issuer has so requested; (iv) the issuer has declared bankruptcy or a petition for bankruptcy is dismissed by a court because the issuer's assets are insufficient to cover the costs of the bankruptcy proceeding; (v) the WSE considers it necessary to protect the interest of trading participants; (vii) no trading was effected in the financial instruments within the three previous months; (viii) the issuer is involved in a business that is illegal under applicable law; or (ix) the issuer is in liquidation proceedings. The Company cannot assure any investor that any such circumstances will not arise with respect to the Shares in the future.

Differences in availability of public information and reporting and rights of shareholders

The disclosure requirements applicable to public companies in Estonia differ in certain respects from those applicable to public companies in other countries, including Poland. As a result, public companies in Estonia, such as the Company, may disclose less information or at different dates than public companies in certain other countries, including Poland. In particular, the following differences in publication standards exist under Estonian law: (i) the Company is not required to publish separate half year results, which would be reviewed by an independent auditor; (ii) quarterly results are published within 60 days following the end of each quarter; (iii) the Company is under the obligation to publish annual financial statements within six months from the end of the financial year.

The rights of holders of the Shares are governed by Estonian law and the Company's organization documents. These rights differ in certain respects from the rights of shareholders in corporations organized under the laws of Poland. Moreover, to exercise certain of their shareholder rights, the Shareholders will have to comply with certain requirements of Estonian law. Therefore, there can be no assurance that shareholders intending to exercise their corporate rights, including voting rights and pre-emptive rights, will be able to do so in a timely manner, if at all, and without incurring additional costs. Please see "*General corporate information and shares: Rights of Shareholders*" for further information.

Judgments of Polish courts against the Company may be more difficult to enforce than if the Company and its management were located in Poland

The Company was formed in accordance with Estonian law and its registered office is in Estonia. The majority of the assets of the Company are located in Eastern European markets outside of Poland and the majority of the management personnel working for the Company are resident in countries other than Poland. For this reason Polish investors may encounter difficulties in serving summons and other documents relating to court proceedings on any of the entities within the Company and/or the management personnel working for Company. For the same reason it may be more difficult for Polish investors to enforce a judgment of the Polish courts issued against any entities within the Group and/or the management personnel working for Company than if those entities and/or the management personnel were located in Poland.

REASONS FOR THE OFFERING AND USE OF PROCEEDS

Reasons for the Offering

Currently, the Shares are listed on the Tallinn Stock Exchange and are traded with limited liquidity and at relatively low volumes. The Management's evaluation is that the Offering and the listing of the Shares of the Company on the WSE would increase the liquidity of the Shares, facilitate the Group's access to the capital markets of Eastern Europe and improve opportunities for further growth.

In connection with the acquisition of the Silvano Group in the fourth quarter of 2006 and the subsequent further steps aimed at streamlining and widening the Group's operations (including the acquisition of Splendo Polska in November 2006, the increase of the ownership stake in Milavitsa in December 2006 and March 2007, and the corporate re-organisation plan that is being implemented at this time), the scope of Group's activities and the investors' interest towards the Group increased considerably.

Listing on the WSE would have a significant increase in the investor base, which would result in the increased liquidity of the Shares. Among other things, the listing would open up possibilities for investment in the Company's shares by Polish pension funds, whose ability to transact in securities listed outside Poland is limited due to the peculiarities of local legislation.

The status of being listed on the WSE would also increase the ability of the Company to raise additional capital in Poland and other Eastern European countries if necessary, partially due to the improved liquidity of the Shares and as a result of overcoming the aforementioned legislative hurdles.

In addition to the above, the Group's reputation as a regional producer and retailer of apparel and lingerie would grow significantly, creating better conditions for the formation of long-term relationships with strong regional suppliers and clients, as well as for the further expansion through mergers and acquisitions.

The Offering will also provide the Company with additional capital for further expansion of the retail network and increase the investor base, contributing to the efficiency of the secondary market in Shares.

Use of Proceeds

The Company will not obtain any proceeds directly from the Offering. The Principal Shareholder has agreed to utilise the net proceeds of the sale of the Offer Shares to subscribe and pay for the New Shares. In connection with and immediately after the Offering, the Company will issue the New Shares to the Principal Shareholder at an issue price equal to the price per share at which the Offer Shares will be sold in the Offering.

The aggregate net proceeds to the Company from the issuance of the New Shares after deduction of the fees and expenses payable by the Company in connection with the Offering cannot be accurately estimated before the final determination of the Offer Price. The fees and expenses to be incurred by the Company in connection with Offering and the placement of the New Shares are estimated to reach approximately EUR 1 million, including applicable taxes (subject, however, to the final Offer Price and the determination of such costs which can not be fully assessed at this time).

The proceeds obtained by the Company in connection with the issuance of the New Shares to the Principal Shareholder are expected to be used in connection with the expansion of the Group's retail network and further corporate acquisitions in existing and new markets (including the increase of the Group's current shareholdings in its existing affiliates, such as Milavitsa and MTCB).

CAPITALISATION AND INDEBTEDNESS

The total assets of the Company (based on the Audited Financial Statements of the Company) as of the end of financial year ended 31 December 2006 were EUR 51.9 million). As of 31 December 2006 current assets were EUR 39.6 million, with the remaining EUR 12.3 million in non-current assets. As of 31 March 2007 the total assets of the Company (on the basis of Unaudited Interim Financial Statements) stood at approximately EUR 54.6 million. Current assets were EUR 40.6 million, with the remaining EUR 13.9 million in non-current assets.

The total liabilities of the Company (based on the Audited Financial Statements of the Company) at the end of financial year ended 31 December 2006 were EUR 11.5 million, resulting in total net assets of EUR 40.4 million. As of 31 March 2007 (on the basis of Unaudited Interim Financial Statements) total liabilities were EUR 12.3 million, resulting in total net assets of EUR 42.3 million.

The capitalization of the Company as of 31 March 2007 is shown in the following table:

Million EUR	**31 March 2007** ***(unaudited)***
Short-term interest bearing liabilities…………………………………………………………………………	**……..1.6**
Secured	1.2
Unsecured	0.4
Long-term interest bearing liabilities……………………………………………………………………………	**……..0.5**
Secured	0
Unsecured	0.5
Shareholder's equity…………………………………..……………………………………..………………	**…….29.7**
Share capital	24.3
Share premium	5.3
Legal reserve	0.1
Total capitalization and indebtedness………………..……………………………………..…………………	**…….31.8**

Working Capital Statement

In the opinion of the Company, the working capital of the Company is sufficient for its present requirements and no external financing is currently required to satisfy the working capital needs.

Outstanding Financial Indebtedness

The Company

The Company has a number of secured loans and an overdraft facility from AS Hansapank outstanding as of 31 March 2007 with a total amount of EUR 1,172,630:

- An overdraft facility with a credit limit of EUR 703,028 and an interest rate of 5.75% p.a., valid until 19 September 2007. As of 31 March 2007 the Company had used EUR 572,718 of the credit limit.
- A revolving credit facility with a limit of EUR 319,558 and an interest rate of 5.5% p.a. for the credit in use and 2% p.a. for the remainder of the limit, valid until 21 June 2007. As of 31 March 2007 the Company had outstanding obligations of EUR 255,646 under the revolving credit facility.
- A term loan facility with an interest rate equal to the 6-month EURIBOR + 2.5%, maturing on 19 October 2007. As of 31 March 2007 the outstanding amount was EUR 344,265.

All agreements are concluded on the ordinary standard terms of AS Hansapank. Such standard terms require that the Company informs AS Hansapank of certain important developments and also set forth certain restrictions with respect to the Company's business, such as the obligation to receive the written consent of the bank for any transactions exceeding in value 10% of the amount outstanding under the relevant loan agreements. In addition, consent is normally required for the conclusion of any rent or similar agreements regarding the collateral, as well as for certain corporate action. The Company is negotiating with AS Hansapank to amend the aforementioned agreements so that the borrower will be PTA2 instead of the Company, reflecting the outcome of the re-organisation.

Loans granted to the Company by AS Hansapank are secured by a commercial pledge on the assets of the Company. Under Estonian law a commercial pledge is a universal floating encumbrance that covers all the assets of the pledgor with certain exceptions (e.g. real estate and registered movables such as motor vehicles). All of the aforementioned loans from AS Hansapank are guaranteed by AS Alta Capital, an affiliate of the Principal Shareholder. The Company is negotiating with AS Hansapank to re-register the aforementioned commercial pledge to cover the assets of PTA2 instead of the assets of the Company, reflecting the outcome of the re-organisation.

The Company also had certain obligations under financial lease agreements in the amount of EUR 38,879 and under factoring agreements in the amount of EUR 26,479 as of 31 March 2007. The obligations of the Company under such agreements are not secured. The Company is negotiating with its counterparties under such agreements to amend the aforementioned agreements so that the borrower will be PTA2 instead of the Company, reflecting the outcome of the re-organisation.

The Company has received an unsecured loan from its subsidiary Silvano in the total amount of approximately EUR 590,000, with an interest rate of 5%. Such loan will be eliminated in connection with the completion of the merger between the Company and Silvano.

Lauma Lingerie

With the exception of one car lease, Lauma Lingerie did not have any interest-bearing liabilities as of 31 March 2007 (inter alia, Lauma Lingerie did not have any other financial leases). Lauma Lingerie generates sufficient cash flows to fulfil its working capital and investment needs and does not intend to resort to external financing in the short term. Lauma Lingerie has also taken an unsecured loan from Silvano with an interest rate of 5%, of which approximately EUR 1.74 million remained outstanding as of 31 March 2007.

Milavitsa

Milavitsa did not have any bank loans as of 31 March 2007 but had certain finance lease obligations in the amount of some EUR 918,000. The company generates strong cash flows that enable it to support its operations and satisfy investment needs without external financing.

Linret

Further operations of Linret are expected to be financed from own cash flows and by shareholder loans according to necessity. Linret has taken an unsecured loan from Silvano with an interest rate of 5%, of which approximately EUR 2.92 million remained outstanding as of 31 March 2007.

Splendo Polska

Splendo Polska did not have any interest-bearing liabilities as of 31 March 2007 with the exception of an intra-group loan from Silvano in the amount of approximately EUR 195,000 (with an interest rate of 5%).

Other Entities

Other entities of the Group do not have any outstanding liabilities towards third parties.

DIVIDEND AND DIVIDEND POLICY

Rights to Dividends

Shares give rights to dividends declared by the Company. A shareholder is entitled to dividends if such shareholder is registered in the register of shareholders of a listed company on a reference date specified by the relevant company (see below for more information). Please note that the Company cannot guarantee that dividends will be declared on a regular basis (see further details in the Section titled “Dividend Policy”). Furthermore, dividends and redemptions of shares are subject to income taxation: please see the Section titled “Taxation” for more information. The following general rules apply with respect to any dividends declared by the Company.

Dividends under Estonian Law

Under the Estonian Commercial Code a company may only make payments to shareholders from net profit or from undistributed profit earned during previous financial years from which any losses accrued but not covered in previous financial years have been deducted. The amount of dividend is proposed by the management board and is subject to the approval of the general meeting of shareholders. Before the presentation of the management board’s profit distribution proposal to the shareholders, such proposal must be approved by the council of the company. Recommendations of the Management Board and the Council concerning the payment of dividends in a company listed on the Tallinn Stock Exchange are immediately made public through the information system of the Tallinn Stock Exchange.

Dividends may be paid on the basis of the approved annual accounts. The procedure for the payment of dividends may be specified in the articles of association or by a resolution of the general meeting. By way of exception, the articles of association may set forth that the management board of a company may be entitled to make advance payments to its shareholders after the end of a financial year and before the approval the annual accounts on account of expected net profits up to the amount equalling to the half of amount that may be otherwise be divided between the shareholders. As of the date hereof, the Articles of Association of the Company do not provide for such a right.

The amount of dividends that is paid to each shareholder is in accordance with the nominal value of the Shares of the Company that are in such shareholder’s ownership. Dividends are to be paid in cash, or, upon the consent of the shareholder, in other property.

Dividends under TSE Rules

Dividends of companies listed on the Tallinn Stock Exchange are paid only to those shareholders (or their nominees) who were entered into the list of shareholders (which is maintained by the ECRS) as of 23:59 on the record date chosen by the relevant company (the “**Record Date**”). The Record Date must be at least ten trading days from the date of the decision of the general meeting concerning the payment of dividends, and such date must be announced at least nine trading days in advance.

There are no specific restrictions on the payment of dividends to non-resident shareholders. Such dividends may, however, be subject to withholding taxation in Estonia: please see more in the Section titled “Taxation” below.

Should the Company for any reason fail to pay out a dividend required by a resolution of the General Meeting, the shareholder whose dividend was not paid out may demand the payment thereof during the period of three years from the date of the resolution. After the expiry of such period any unpaid dividends remain with the Company.

Dividends under WSE Rules

Pursuant to the WSE’s Detailed Rules of Stock-Exchange Trading and the Detailed Rules of KDPW, the Company must immediately notify the WSE and KDPW of the adoption of a resolution on the allocation of profit to dividend payment, the total amount of dividend to be paid, the Record Date and the dividend payment date. As stipulated in Paragraph 91.2 of the Detailed Rules of the KDPW, a period of no less than ten days must elapse between the dividend record date and the dividend payment date. However, this rule usually does not apply to foreign issuers where the agreements entered into by KDPW with foreign depositaries provide that payment of dividend can be made on the third business day after the Record Date.

Additional Requirements on Transfer of Dividends to Polish Shareholders

For those shareholders of the Company who hold Shares in securities accounts opened in Poland (the “**Polish Shareholders**”), any dividends declared by the Company will be paid through the KDPW and the Polish securities houses which are members of the KDPW. The Company will distribute dividends through the ECSD which will in turn transfer to the KDPW such share of the dividends which is attributable to the total number of Shares held by the KDPW on behalf of the Polish Shareholders. The KDPW will in turn distribute such dividends to the securities houses which are members of KDPW for further transfer to the ultimate shareholders on the basis of the lists of shareholders submitted by the securities houses to the KDPW for such purpose.

The dividends payable by the ECSD to the KDPW for further distribution to the ultimate Polish Shareholders being legal persons and holding less than 15% of share capital of the Company will be subject to a withholding tax at the general income tax rate applicable in Estonia (currently 22%, to be reduced to 21% from 1 January 2007) with the exception of dividends attributable to such Shares whose beneficial owners have provided to the KDPW (through the administrators of their securities accounts) proof of tax residency in a country qualifying for a more favourable treatment in Estonia. Such proof must be presented no later than by the first day of the calendar month following the date of payment of the dividends. Such proof of payment must be presented at such times and in such a manner as provided for in the procedures established by the KDPW from time to time, whereas otherwise favourable tax treatment will not be guaranteed. For more information on the taxation of dividends payable by Estonian companies to Polish tax residents (legal and natural persons), please see the Section titled “Taxation”.

Dividend Policy

The Company did not distribute any dividends during the period covered by the historical financial information (i.e. for or during financial years ended 31 December 2004, 31 December 2005 or 31 December 2006 or the interim period ended 31 March 2007). Until the date hereof the Company has not adopted any decision not to distribute profits in the future. No other restrictions exist on distributing profit.

Despite the lack of restrictions on the distribution of profit, the Company can not guarantee that in the observable future the Company will distribute any dividends to its shareholders. The current strategy of the Group is focused on expansion which would be likely to require a significant rate of re-investment.

The decision on the payment of dividends is at the ultimate discretion of the General Meeting of shareholders of the Company, whereas the Management Board of the Company must, in consultation with the Council, submit to the General Meeting its recommendation with respect to the payment of dividends for each financial year. The Management will be likely to propose not to distribute any profit and not to pay dividends if, in the opinion of the Management, the best long-term interests of the Company and the Group require that profits are re-invested.

When declaring and distributing dividends, in cases where different rules would apply stemming from the Company’s listing on the Tallinn Stock Exchange and its prospective listing on the WSE, the Company will apply the rules which are more beneficial to the shareholders of the Company.

PRO FORMA AND AGGREGATED FINANCIAL INFORMATION

Unaudited Pro Forma Financial Information

Introduction to Unaudited Pro Forma Financial Information

Description of the transaction

The Company acquired 100% of the shares in Silvano on 16 October 2006. The transaction constituted the acquisition of a significant holding within the meaning of the Rules of the Tallinn Stock Exchange and a significant gross change within the meaning of the Prospectus Regulation. The Company is consolidating the financial results of the Silvano Group, starting from the fourth quarter of 2006.

Purpose of the Unaudited Consolidated Pro-forma information

The Company has prepared pro forma financial information to illustrate how the acquisition of the Silvano Group might have affected the earnings of the Company, had the transaction been undertaken at 1 January 2006. Due to the fact that the consolidated balance sheet of the Company as of 31 December 2006 published by the Company already includes assets and liabilities of the Silvano Group, the pro forma financial information presents only the income statement for the financial year 2006, which is the most recently-completed financial period of the Company.

The pro forma financial information has been prepared for illustrative purposes only and because of its nature the pro forma financial information addresses a hypothetical situation and, therefore, does not represent the Company's actual results in 2006, nor does it represent the basis to forecast results for any future periods, comparison and budgets.

Basis and Principles of Preparation of the Unaudited Pro Forma Financial information

The unaudited consolidated pro forma income statement for the year ended 31 December 2006, included in the prospectus, has been prepared on the basis of:

a) The consolidated income statement of the Company derived from audited consolidated financial statements of the Company, prepared in accordance with IFRS as adopted by the EU that were issued on 25 May 2007 and are included in the prospectus. The consolidated income statement includes results of operations of the Silvano Group from 16 October 2006 to 31 December 2006.

b) The combined unaudited income statement of Silvano's subsidiaries Milavitsa, Lauma Lingerie and Linret for the period from 1 January 2006 to 15 October 2006. The unaudited combined income statement of Silvano's subsidiaries has been compiled on the basis of unaudited income statement of each of the subsidiaries for the period 1 January to 15 October 2006 prepared in accordance with accounting policies of the PTA Group applied in its consolidated financial statements to ensure consistent presentation. The combined unaudited income statement has been prepared for illustration purposes only and does not give a true picture of the results of the Silvano Group.

c) The elimination of inter-company transactions within the Silvano Group and between the entities belonging to the Silvano Group and those belonging to the PTA Group during the period from 1 January 2006 to 15 October 2006.

<u>Pro Forma Group Consolidated Income Statement 2006</u>

Income Statement (thousand EUR)	**PTA Group 1 January – 31 December 2006** [1]	**Silvano Group Subsidiaries 1 January – 15 October 2006 (*unaudited*)** [2]	**Total (*unaudited)***
Operating revenue			
Sales revenue	27,014	52,977	79,991
Other operating revenue	817	226	1,043
Total operating revenue	**27,831**	**53,203**	**81,034**
Operating charges			
Goods, raw materials and services	-11,658	-25,493	-37,151
Other operating expenses	-4,384	-4,908	-9,292
Staff costs	-5,871	-6,611	-12,482
Other operating charges	-124	-4,082	-4,206
Total operating expenses	**-22,037**	**-41,094**	**-63,131**
EBITDA	**5,794**	**12,109**	**17,903**
Depreciation	-745	-1,213	-1,958
Operating profit	**5,049**	**10,896**	**15,945**
Financial income and expenses			
Interest expense	-87	-53	-140
Gains (losses) on forex	41	-10	31
Other financial income and expenses	208	-108	100
Total financial income and expenses	**162**	**-171**	**-9**
Corporate income tax	-1,237	-3,792	-5,029
Net profit (loss)	**3,974**	**6,933**	**10,907**
Attributable to:			
Equity holders of the parent	2,876	5,017	7,893
Minority interest	1,098	1,916	3,014

[1)] Audited consolidated IFRS financial statements of PTA Group AS for the financial year ended 31 December 2006.
[2)] The unaudited consolidated income statement of Silvano Group for the period from 1 January 2006 to 15 October 2006. The source of information for the adjustments is the Management of the Company. The adjustments are made in a manner consistent with the accounting policies adopted by the Company in its last published financial statements.
[3)] The hypothetical consolidated income statements of the PTA Group and the Silvano Group for the financial year ended 31 December 2006.

Auditors’ Report on the Pro Forma Information

Independent assurance report on pro forma financial information

To the Directors of PTA Grupp AS

We report on the pro forma income statement (the "pro forma financial information"), which has been compiled on the basis described on Page 37, for illustrative purposes only, to provide information about how the acquisition of 100% of the shares in Silvano might have affected the financial information presented on the basis of the accounting policies adopted by PTA Grupp AS (the Company) in preparing the financial statements for the period 31 December 2006. Because of its nature, the pro forma financial information addresses a hypothetical situation and therefore does not represent the Company’s actual financial position or results had the transaction or event occurred at the beginning of the reporting period. Management is responsible for the compilation of the pro forma financial information in accordance with the requirements of the Commission Regulation (EC) No 809/2004. Our responsibility is to express an opinion as required by item 7 of Annex II of the Commission Regulation (EC) No 809/2004, as to the proper compilation of the pro forma financial information. In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

We conducted our work in accordance with International Standard on Assurance Engagements 3000, Assurance Engagements Other Than Audits or Reviews of Historical Financial Information. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, including their adjustment to the Company’s accounting policies nor of the pro forma assumptions stated in the pro forma notes, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the pro forma adjustments and discussing the pro forma financial information with the Company management. We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

In our opinion, the pro forma financial information has been properly compiled on the basis stated on Page 37 and such basis is consistent with the accounting policies of the Company as described in the notes to the financial statements of the Company for period ended 31 December 2006.

This report is required by the Commission Regulation (EC) No 809/2004 and is given for the purpose of complying with that Regulation and for no other purpose.

Tallinn, 26 June 2007

Taivo Epner

KPMG Baltics AS

Unaudited Aggregated Financial Information

The Group in its present composition and scope was formed through the acquisition of Silvano by the Company in 2006. Silvano in turn is a newly-established holding which acquired its current subsidiaries (Milavitsa, Linret, and Lauma Lingerie) during 2006. Of these subsidiaries, Linret is a recently-established entity which commenced operations in 2006 and Lauma Lingerie was established as a result of the division of its predecessor, AS Lauma, in October 2005.

Various subsidiaries of Silvano, taken as a whole, accounted for 91% of the Group's consolidated revenue in the first quarter of 2007 and for 90% of consolidated revenue in 2006 (disregarding Splendo Polska, which was acquired after Silvano). Therefore, when acquiring Silvano, the Company made a significant acquisition resulting in a complex financial history within the meaning of Commission Regulation (EC) No 211/2007 amending the Prospectus Regulation as regards financial information in prospectuses where the issuer has a complex financial history or has made a significant financial commitment.

Due to the specific nature of the Silvano Group (Silvano Group itself is a product of recent consolidation) full and reliable financial information of the Silvano Group is not available for financial years preceding financial year 2006. For financial year 2006 the Company has prepared pro forma financial information in accordance with Annex II of the Prospectus Regulation, which is presented in the Section titled "Unaudited Pro Forma Financial Information". The auditors of the Company have issued their report on the pro forma financial information, which can be found in the Section titled "Auditors' Report on the Pro Forma Information". In addition, the Company has prepared Unaudited Aggregated Financial Information illustrating the consolidated financial results of the PTA Group combined with those of the Silvano Group for financial year 2005. Due to the limited access that the Company has to the financial results of the Silvano Group prior to financial year 2006, and taking into account the complex history of the Silvano Group itself, the Company was not in the position to prepare consolidated information for financial year 2005 in accordance with Annex II of the Prospectus Regulation and no procedures were performed on such aggregated consolidated information by the auditors of the Company.

The financial information presented in the following tables derived from the Unaudited Pro Forma Financial Information and the Unaudited Aggregated Financial Information should not be considered indicative of actual results that would have been achieved had the acquisition been consummated on the date or for the period indicated and do not purport to indicate results of operations as of any future date or period. There can be no assurance that the actual results will not differ significantly from the financial information derived from the Unaudited Pro Forma Financial Information and the Unaudited Aggregated Financial Information.

The Company has prepared a comparison between the hypothetical aggregated consolidation of the Group's results based on the limited financial information available for the various Group entities in 2005 and the pro forma consolidated financial information prepared by the Company to illustrate the performance of the Group in 2006 (see above).

Note that the financial information for 2005 is presented for illustrative purposes only and can not be relied on as definitive. With respect to the consolidated balance sheet of the Company as of 31 December 2006, the information presented below is based on the audited consolidated financial statements of the Company for the relevant financial year.

Income Statement (thousand EUR)	2006 Pro Forma (unaudited)	2005 Aggregated (unaudited)
Operating revenue		
Sales revenue	79,991	70,644
Other operating revenue	1,043	1,366
Total operating revenue	**81,034**	**72,010**
Operating charges		
Goods, raw materials and services	-37,151	-37,915
Other operating expenses	-9,292	-6,497
Staff costs	-12,482	-14,905
Other operating charges	-4,206	0
Total operating expenses	**-63,131**	**-59,317**
EBITDA	**17,903**	**12,693**
Depreciation	-1,958	-2,338
Operating profit	**15,945**	**10,355**
Financial income and expenses		
Interest expense	-140	-377
Gains (losses) on conversion of foreign currencies	31	11
Hyperinflation adjustment	0	-1,226
Other financial income and expenses	100	136
Total financial income and expenses	**-9**	**-1,456**
Withholding tax	0	-23
Corporate income tax	-5,029	-3,116
Net profit (loss)	**10,907**	**5,760**
attributable to:		
Equity holder of the parent	7,893	4,045
Minority interest	3,014	1,715

Balance Sheet (thousand EUR)	As at 31 December 2006 (actual) (audited)	As at 31 December 2005 Aggregated (unaudited)
ASSETS		
Current assets		
Cash and cash equivalents	12,812	7,105
Trade accounts receivables	7,141	5,129
Other short-term receivables and prepaid expenses	2,882	2,227
Prepaid taxes	2,017	2
Inventories	14,716	12,391
Total current assets	**39,568**	**26,854**
Non-current assets		
Other non-current assets	268	1,050
Tangible non-current assets	11,011	9,545
Intangible non-current assets	1,058	743
Total non-current assets	**12,337**	**11,338**
Total assets	**51,905**	**38,192**
LIABILITIES AND OWNER EQUITY		
Current liabilities		
Short-term interest bearing borrowing	1,911	1,232
Trade accounts payable	5,594	3,777
Other accounts payable	3,398	2,010
Provisions	1	994
Total current liabilities	**10,904**	**8,013**
Long-term liabilities		
Long-term interest-bearing borrowing	610	513
Other long term payables	22	20
Total long-term liabilities	**632**	**533**
Total liabilities	**11,536**	**8,546**
Equity		
Equity attributable to parent	28,877	21,254
Minority interest	11,492	8,392
Total equity	**40,369**	**29,646**
TOTAL LIABILITIES AND EQUITY	**51,905**	**38,192**

SELECTED FINANCIAL INFORMATION

The tables below present certain selected unaudited consolidated financial information of the Group for the financial years ended 31 December 2006 and 31 December 2005 and for the three months ended 31 March 2007. The data as of and for the interim period ended 31 March 2007 is not comparable with the results of the same period in 2006 due to the fact that the Silvano acquisition was not completed as of 31 March 2006. The financial information concerning the financial years ended 31 December 2006 and 31 December 2005 was derived from the Unaudited Pro Forma Financial Information and the Unaudited Aggregated Financial Information and should not be considered indicative of actual results that would have been achieved had the acquisition been consummated on the date or for the period indicated and do not purport to indicate results of operations as of any future date or period. There can be no assurance that the actual results will not differ significantly from the financial information derived from the Pro Forma Financial Information and the Aggregated Financial Information. Results for the three months ended 31 March 2007 are not necessarily indicative of results that may be expected for the entire year.

The ratios and indicators set forth in the table below are provided to illustrate certain aspects of the business of the Group and its financial performance. Some of these ratios and indicators are used by the Management to evaluate the performance of the Group, while others are provided for the benefit of investors considering an investment in Shares or trading activities with the same. Although some of these ratios and indicators are not calculated in accordance with the IFRS, the ratios and indicators used below are customary and often used by public companies to illustrate their business and financial performance.

The selected financial information presented below should be read in conjunction with and its qualified in its entirety by the information included in "Pro forma and Aggregated Financial Information", "Financial Statements" and "Results of Operations and Outlook".

Financial Information

Income Statement (thousand EUR)	**2007 Q1** *(unaudited)*	**2006 Pro Forma** *(unaudited)*	**2005 Aggregated** *(unaudited)*
Revenue	**23,745**	**81,034**	**72,010**
Goods, raw materials and services	-9,362	-37,151	-37,915
Other operating expenses	-6,344	-9,292	-6,497
Staff costs	-3,341	-12,482	-14,905
Other operating charges	-34	-4,206	n/a
Total operating expenses	**-19,081**	**-63,131**	**-59,317**
EBITDA	**4,664**	**17,903**	**12,693**
Depreciation	-630	-1,958	-2,338
Operating profit/loss	**4,034**	**15,945**	**10,355**
Total financial incomes and expenses	**181**	**-9**	**-1,456**
Corporate income tax	-1,523	-5,029	-3,139
Net profit	**2,692**	**10,907**	**5,760**
Attributable to :			
Equity holder of parent	2,139	7,893	4,045
Minority interests	553	3,014	1,715

Balance Sheet (thousand EUR)	**2007 Q1** *(unaudited)*	**2006 Actual** *(audited)*	**2005 Aggregated** *(unaudited)*
Cash and cash equivalents	6,978	12,812	7,105
Trade receivables	14,883	7,141	5,129
Non-trade receivables	4,131	4,899	2,228
Inventories	14,643	14,716	12,392
Current assets	**40,635**	**39,568**	**26,854**
Long-term investments	413	268	1,050
Total non-current assets	12,469	11,011	9,545
Intangible assets	1,057	1,058	743
Total non-current assets	**13,939**	**12,337**	**11,338**
Total assets	**54,574**	**51,905**	**38,192**
Borrowing	1,642	1,911	1,232
Trade creditors	6,620	5,594	3,777
Other short-term payables	3,502	3,398	2,010
Short-term provisions	1	1	994
Total current liabilities	**11,765**	**10,904**	**8,013**
Total non-current liabilities	**537**	**632**	**533**
Total liabilities	**12,302**	**11,536**	**8,546**
Share capital	24,252	24,252	n/a
Share premium	5,305	5,305	n/a
Reserves	67	67	n/a
Retained earnings	3,225	-63	n/a
Translation reserve	-1,473	-684	n/a
Total equity attributable to equity holders of the parent company	**31,376**	**28,877**	**21,254**
Minority interest	10,896	11,492	8,392
Total equity	**42,272**	**40,369**	**29,646**
Total liabilities and equity	**54,574**	**51,905**	**38,192**

Cash flow data (thousand EUR)	**2007 Q1** *(unaudited)*	**2006 Pro Forma** *(unaudited)*	**2005 Aggregated** *(unaudited)*
Cash flow from operating activities	-2,903	n/a	n/a
Cash flow used in investing activities	-2,104	n/a	n/a
Cash flow from financing activities	-835	n/a	n/a

Key ratios and indicators	**2007 Q1** *(unaudited)*	**2006 Pro Forma** *(unaudited)*	**2005 Aggregated** *(unaudited)*
Weighted average number of shares	37,947,198	n/a	n/a
Earnings per share (EPS) in EUR	0.06	n/a	n/a
Number of employees at the end of reporting period	2,929	2,909	n/a
EBITDA margin %	19.6%	22.1%	17.6%
Operating profit margin %	17.0%	19.7%	14.4%
Return on assets (ROA) %	4.9%	n/a	n/a
Return on equity (ROE) %	6.4%	n/a	n/a
Equity ratio %	77.5%	n/a	n/a

Utilised Ratios

EBITDA	=	Earnings before net financial items, share of profit of associates, taxes, depreciation and amortization. EBITDA is included as a supplemental item since the Management believes that EBITDA, when considered in conjunction with cash flows from operating, investing and financing activities, may provide useful information. EBITDA is not a measure of operating performance calculated in accordance with IFRS and should not be considered as a substitute for operating profit, net income, cash flow from operations or other profit or loss or cash flow data determined in accordance with IFRS.
EBITDA margin	=	EBITDA / Revenue. The EBITDA margin measures the relationship between different measures of profitability and revenue providing information about a company's profitability from the operations of its business and is independent of the company's financing and tax position as well as depreciation-related estimates.
Operating profit margin	=	Operating profit / Revenue. The operating profit margin measures the relationship between different measures of profitability and revenue providing information about a company's profitability from the operations of its business and is independent of both the company's financing and tax position.
Return on investment (ROI)	=	(Profit after net financial cost + Interest expense) / (Average total assets – average interest free liabilities). Return on investment measures the relationship between profits and the investment required to generate them.
Return on assets (ROA)	=	Net profit / Average total assets. Return on assets compares income with total assets measuring the management's ability and efficiency in using the firm's assets to generate (net) profits.
Return on equity (ROE)	=	Net profit / Average equity. Return on equity excludes debt in the denominator and compares net income with total shareholder equity. It measures the rate of return on shareholder investment and is, therefore, useful for comparing the profitability of a company with its competitors.
Equity ratio	=	Equity / Total assets. Equity ratio is a measure of financial leverage which highlights the ratio of shareholder equity to total assets. Analysis of a company's financial leverage (or capital structure) is essential to evaluate its long-term risk and return prospects.

RESULTS OF OPERATIONS AND OUTLOOK

This discussion of the results of the Group's operations is based on: (i) the actual unaudited interim financial statements of the Group for three months ended 31 March 2007; (ii) the unaudited pro forma consolidated financial information of the Group for financial year ended 31 December 2006; and (iii) the unaudited aggregated consolidated financial information the Group for financial year ended 31 December 2005. For a discussion of the actual results of the Company for the same period, please see the audited financial statements of the Company published through the information system of the Tallinn Stock Exchange. This information presented in this section should be read in conjunction with and its qualified in its entirety by the information included in "Pro forma and Aggregated Financial Information" and "Financial Statements".

Major Developments

The Group was formed in 2006 with the acquisition of the Silvano Group by the Company. The acquisition of the Silvano Group was completed in October 2006 (See "Operations of the Group: Recent M&A and Capital Markets Activities" for more information). With the completion of the acquisition, the relative weight of the PTA Group's results in the consolidated results of the Group fell sharply to slightly more than 10% of revenue, while the scope of the Group's activities broadened to include manufacturing and retail of lingerie.

The most important developments in the operations of the Group (on a consolidated basis) in 2005 to 2007 are the following:

- *Expansion of retail operations.* Prior to the launch in 2006 of Linret operations in Russia the Group had no significant retail network. Since its incorporation, due to significant expenses relating to the opening of new retail outlets, Linret has been generating losses, which negatively impacted the financial results of the Group in 2006 and in the first quarter of 2007. In 2006 Linret operations generated a net loss of EUR 1.12 million and in the three months ended 31 March 2006, a net loss of EUR 0.64 million.
- *New women's apparel brand "PTA".* This period brought significant changes in the branding strategy of the Group in the segment of women's apparel. All relevant brand development and marketing resources in the segment were consolidated under one single brand: "PTA". The target customer of this brand was defined as a successful woman between the ages of 30 and 50. The design and production activities focused on classic apparel combined with leisure clothing. Comfort and style became the keywords of the "PTA" brand. In addition to apparel, the Group launched a line of accessories bearing the "PTA" trademark. Bearing in mind the target consumer, the price level was judged to be suitable for women with average earnings. Distribution efforts focused on "PTA" brand outlets.
- *Discontinuation of loss-making operations*. By the end of financial year 2005 loss-making operations of the Group in Sweden and Finland were terminated. The loss-making activities of the Company's Swedish and Finnish subsidiaries were substituted with direct distribution, bringing about savings in respect of the Group's fixed costs. Moreover, Avenue, a fashion house providing designing and tailoring services to individual customers, was closed due to the market niche for individually designed clothes being too condensed.
- *Sale of the Group's Estonian real estate and decrease of loan burden.* In December 2005 the Company sold its office building located at Akadeemia tee 33, Tallinn, Estonia, as well as production facilities and warehouse premises, located respectively at Kadaka tee 179, Tallinn, and Kadaka tee 179A, Tallinn, in a sale and lease-back transaction. The proceeds of the sale were directed towards the repayment of existing credit obligations. As a result of the above, the majority of the Company's debts were repaid.
- *New ERP and accounting software.* New accounting and ERP software was implemented in Estonia and Belarus.
- *Launch of new lingerie brands*. 2006 saw significant developments in the lingerie brand portfolio of the Group with the addition of two new lingerie brands: a fashion brand for younger clients "Laumelle", developed by Lauma Lingerie; and a lower-range brand "Aveline", developed by Milavitsa. The launch of "Laumelle" and "Aveline" have met with considerable success from the outset.
- *Lauma Lingerie swimwear*. In 2007 Lauma Lingerie launched a number of swimwear collections under the brand names of "Lauma Aqua" and "Laumelle Aqua", with the intention of expanding into a new product sector with the aid of already established trademarks.
- *Milavitsa trading companies*. Over the past few years, Milavitsa has established a number of trading companies, notably in Belarus (MTCB), Russia (STK) and Ukraine (MTCU). Such trading companies now account for a significant share of Milavitsa's sales (approximately 84.5% of total sales in 2006) and are better positioned to handle local distribution of Milavitsa's output.

Factors with Constant Effect on Results of Operations

Following the acquisition of the Silvano Group the main sources of the Group's revenue are sales of lingerie and women's apparel (with the relative weight of sewing services in the total revenue of the Group constantly decreasing). Therefore, the primary factors with noticeable effect on the Group's revenue and profitability are those related to production and distribution of its output. In addition to general macro-economic trends, the most important of such primary factors are briefly summarised below.

- *Seasonality*. The vast majority of the Group's revenues is generated by lingerie sales. The seasonal collections of the Group's lingerie products represent approximately 15% of the whole output and the release of lingerie collections is planned by the Group to occur evenly throughout the whole year and therefore seasonal changes in the Group's sales revenues do not currently have a material effect on the Group's sales revenues in the individual quarters. The effects of seasonality are prominent in the Groups' apparel business. With two major collections per year (Spring-Summer and Autumn-Winter), the seasons reach their peak in April-May and in September-November. However, as apparel revenues currently represent approximately 10% of the Group's sales, the effects of seasonality in apparel sales do not have a material impact on the Group's total sales revenues generated in individual quarters. Due to the expansion of the Group's retail operations in the coming years, seasonal fluctuations will have greater impact on the demand for the Group's products, thus affecting the financial results of the Group in individual quarters.
- *Disposable income*. The impact of macro-economic conditions on the Company's revenues, though by no means linear, cannot be underestimated. The overall economic growth of the regions in which the Company operates translates into higher disposable income for the population, which in turn has a beneficial effect on spending. Though the exact correlation between consumer spending and the Company's revenues is not known, such correlation is positive.
- *Raw material*. The results of any lingerie and women's apparel manufacturing business are strongly dependant on costs of raw material. Materials used in manufacturing (such as high quality lace, elastic materials, fabrics, embroidery, and accessories) are of great importance and may comprise over 50% of the total costs of goods sold. Raw materials are mainly delivered by European suppliers. Prices of raw materials are growing steadily year by year, thus requiring the Company to improve production efficiency so as not to lose the ability to compete with prices offered by competitors.
- *Costs of labour*. In addition to the costs of raw material, labour costs represent a significant share of the Group's manufacturing expenses and have a direct impact on the Group's competitiveness and profitability. Production of both lingerie and apparel is highly labour-intensive and due to certain specific features cannot be fully automated. Hiring and retaining qualified workforce at present salary levels may also be a problem in the Baltic states and Eastern Europe. Therefore, the Group may in the future have to focus to a greater extent on the outsourcing of sewing services and purchase services from third countries in addition to the use of its own manufacturing capacity.

Interim Period Ended 31 March 2007

Introduction

The discussion of the results for the first quarter of 2007 is based on the Unaudited Interim Financial statements. For all individual members of the Group, with the exception of the PTA Group and Lauma Lingerie, comparable data for the first quarter of 2006 is not available. For the PTA Group and Lauma Lingerie comparable data for the first quarter of 2006 is presented in the Sections discussing the performance of such entities in the first quarter of 2007. Comparable data is not available for other entities due to the fact that Milavitsa was acquired by Silvano in August 2006 and Splendo Polska in November 2006, while Linret started operating in the second quarter of 2006. Prior to the acquisition of Milavitsa and Splendo Polska, those companies did not prepare quarterly financial information in the manner consistent with the current reporting standards of the Group.

Retail Network

At the end of first quarter 2007 the Group had in total 61 retail shops, with a total area of approximately 7,800 m^2, operating in Estonia, Latvia, Lithuania, Russia, Belarus and Poland. Of these, Lauma Lingerie had two shops (both located in Latvia), the PTA Group had 13 shops in the Baltic states (eight in Estonia, four in Latvia, and one in Lithuania,). Linret operated five "PTA" shops and 14 "Oblicie" shops. Splendo Polska operated seven retail outlets in Poland and Milavitsa had 20 retail shops. In the first quarter of 2007, six new stores were opened: five "PTA" branded shops, including three in Russia, one in Estonia and one in Lithuania (being the first retail store operated by the Group in Lithuania), as well as one "Oblicie" store in Russia.

Revenues

In the first quarter of 2007 the consolidated revenue of the Group reached EUR 23.75 million. 87% of the Group's revenue came from the lingerie business, 10% from sales of women's apparel and 3% from subcontracting services.

Wholesale sales amounted to EUR 21.05 million. The total retail sales from shops operated by Linret and the PTA Group amounted to EUR 2 million in the first quarter of 2007 not including the "Milavitsa" mono-brand shops operated by MTCB (a subsidiary of Milavitsa which was not consolidated by Milavitsa in the first quarter of 2007, and sales to MTCB were included in wholesale revenues for the first quarter of 2007).

Only 3% of the Group's total revenue came from subcontracting services to companies outside the Group. All of these services were provided by PTA Group, Lauma Lingerie and Milavitsa.

In the first quarter of 2007 69% of the total revenues of the Group came from Milavitsa, 16% from Lauma Lingerie, 13% from PTA and 2% from Linret. Splendo Polska contributed 0.2% of the total Group revenue.

Operating expenses

The operating expenses of the Group in the first quarter of 2007 were approximately EUR 19 million and comprised primarily raw material costs (49.1%), staff costs (wages and salaries) (17.5%) and other operating expenses (33.2%). Other operating expenses incurred by the Group mainly included administrative costs, rental expenses, marketing costs etc.

EBITDA

In the first quarter of 2007 the consolidated EBITDA of the Group amounted to approximately EUR 4.7 million. The consolidated EBITDA margin was 19.64%, which is by 2.45 percentage points lower than the value for the full year 2006 (based on the pro forma results of the Group for financial year 2006). The reduction in the EBITDA margin in the first quarter of 2007 compared to full year 2006 is attributable primarily to the opening of new retail outlets and the effects of retail seasonality.

Depreciation

Depreciation in the first quarter of 2007 amounted to approximately EUR 0.6 million and came mainly (approximately 70%) from the depreciation of production machinery and equipment. As new investments are made on machinery the Management expects a gradual increase in depreciation over the coming years.

Financial income/expenses

Financial income in the first quarter of 2007 amounted to approximately EUR 0.2 million and comprised primarily of interest income on cash deposits, which in turn were partially offset by interest expenses on financial leases and other interest-bearing obligations.

Corporate income tax

The Group paid a total of approximately EUR 1.5 million of corporate income tax in the first quarter of 2007, of which 80% was paid by Milavitsa in Belarus.

Net profit

The consolidated net profit of the Group in the first quarter of 2007 was approximately EUR 2.7 million. The net margin was 11.33%, which is 2.13 percentage points less than the respective indicator for the full year 2006.

Results by main operating entities

The table below illustrates the main parameters of the performance of the Group entities in the first quarter of 2007 (the results of the separate entities are shown after consolidation adjustments):

Q1 2007, million EUR	Group	PTA Group	Milavitsa[1]	Linret	Lauma L.	Splendo	Intercompany eliminations
Revenue	23.75	2.92	17.38	0.53	3.65	0.11	-0.84
EBITDA	4.66	0.30	4.19	-0.54	0.83	-0.04	-0.08
Net profit	2.69	0.19	2.48	-0.64	0.64	-0.05	0.07
EBITDA margin (%)	19.64%	10.27%	24.11%	-101.71%	22.81%	-32.73%	-
Net margin (%)	11.33%	6.51%	14.44%	-120.75%	17.64%	-40.91%	-

[1)] Consolidated with subsidiaries

Results of the PTA Group

The total revenue of the PTA Group in the first quarter of 2007 was EUR 2.9 million, which is 46% more than in the same period of 2006 (EUR 1.99 million). The PTA Group continues to exhibit healthy growth after breaking into profit in 2006 for the first time since 2000. The PTA Group is evidently benefiting from the development of its own retail chain (partially operated by Linret in Russia), which supports revenue growth and allows PTA Group to capture a larger share of the value cycle.

The EBITDA for the first quarter of 2007 was EUR 0.3 million (compared to EUR 0.1 million in the same period in 2006), while the EBITDA margin was 10.27%, which represents a growth of 3.37 percentage points in comparison to the margin in the same period in 2006. The net profit of the PTA Group was EUR 0.2 million (for the same period in 2006: EUR 0.03 million) and the net margin was 6.51% (1.5% for the same period of 2006).

In the first quarter of 2007 Estonia accounted for 44% of total revenue, Finland for 24%, Latvia for 18%, Russia for 11% and Lithuania for 3%.

17% of the total revenue in the first quarter of 2007 came from subcontracting services PTA offered to companies outside the Group.

Total investment in the first quarter 2007 was EUR 0.1 million, which was spent on the acquisition of equipment.

Results of Milavitsa

The total revenue of Milavitsa in the first quarter of 2007 was EUR 17.38 million, which is 18% more than in the respective period of 2006. The growth in revenue was mainly due to the growth in sales volume.

EBITDA in the first quarter of 2007 was EUR 4.19 million. The EBITDA margin for the period was 24.11%, which is by 2.1 percentage points less than the margin for the whole year 2006. Net profit was EUR 2.5 million; net margin was 14.44% (2.28 percentage points less than the full year 2006).

The largest markets were Russia (generating 61.4% of total revenue) and Belarus (generating 21.7% of total revenue). It is notable that in addition to growth in Russia and Belarus, sales in other countries are also growing steadily, the share of revenue from such countries increased to 16.9% in the first quarter of 2007 compared to 13.8% in the full year 2006.

Subcontracting services generated only 1% of Milavitsa's total revenue. Such services were provided exclusively to Lauma Lingerie.

Total investments in the first quarter of 2007 were approximately EUR 1.9 million, most of which, approximately EUR 1.3 million, was invested in the acquisition of machinery and equipment.

Results of Linret

The total revenue of Linret in the first quarter of 2007 was approximately EUR 0.5 million, which is equal to the company's revenue in the whole of 2006. Such significant increase in revenue was due to the opening of new shops in the first quarter of 2007 (one new "Oblicie" shop and three new "PTA" shops) and to the fact that most of the shops which were opened in 2006 were opened in the last quarter of that year.

Nevertheless, irrespective to the positive development in revenue, Linret is still in the phase where the fixed costs per square metre of retail area are too high. EBITDA and net profit were still negative at approximately EUR -0.5 and -0.6 million, respectively.

Investments totalled approximately EUR 0.6 million, all of which was on opening new stores.

Results of Lauma Lingerie

The total revenue of Lauma Lingerie in the first quarter of 2007 was EUR 3.65 million, which is 21% more than in the respective period of 2006. The growth in revenue was due to the 18% growth in the average price of products and the 2% growth in sales volume. The largest price increases were in Eastern Europe and the : Latvia (34%), Lithuania (20%), Russia (15%), Ukraine (17%) and Belarus (18%), lower price increases were experienced in Western Europe (7.5%).

In the West, Lauma Lingerie mostly works as a subcontractor for larger western wholesale and/or retail chains. As in the aforementioned market segment there is a fierce competition with much cheaper South-East Asian producers, Lauma Lingerie was not and is not able to increase the price to the same extent as in the Eastern Europe or the Baltics where it can capitalize on Oblicie, Milavitsa and Lauma Lingerie retail outlets, which give direct access to end-customers as well as brand recognition.

The EBITDA for the period was EUR 0.8 million and net profit totalled EUR 0.6 million. The EBITDA margin was 22.81% (3.43 percentage points higher than in the whole year 2006), net margin was 17.64% (2.74 percentage points more than the whole year 2006 figure).

In the first quarter of 2007 subcontracting services to companies not related to the group accounted for 14% of total revenue. In the first quarter of 2007 Lauma Lingerie outsourced manufacturing to Milavitsa, one other company in Belarus (Gracia) and two other companies in Ukraine (Angela and Aura), and Hong Kong. This outsourcing accounted for around 36.4% of total production.

The largest markets were Russia (59%), the UK (9%), Ukraine (9%) and Latvia (6%). Investments totalled EUR 0.05 million and were made on renewal of machinery and equipment.

Results of Splendo

The Group acquired the Polish operator of a lingerie retail chain, Splendo Polska, in November 2006. Before the acquisition the company had both managerial and strategic problems. As a result the company is still undergoing restructuring and the results for the first quarter 2007 are negative with total revenues of EUR 0.1 million, and a negative EBITDA of EUR -0.04 million (net profit EUR -0.05 million). After implementing short-term restructuring measures which include cutting off some weaker-performing stores and brands, opening new shops in more financially advantageous locations, the Group expects Splendo Polska to break into profit. No notable investments were made by Splendo Polska over the period.

Assets and liabilities

As of 31 March 2007 the total assets of the Group were at approximately EUR 54.6 million. Current assets were EUR 40.6 million, with the remaining EUR 13.9 million in non-current assets. Compared to 31 December 2006 the total assets increased by EUR 2.7 million, with an increase of EUR 1 million in current assets and an increase of EUR 1.7 million in non-current assets (of which EUR 1.3 million is attributable to new machinery and equipment acquired by Milavitsa). At the end of first quarter of 2007 the trade receivables of the Group increased by approximately EUR 7.7 million compared to the end of financial year 2006. The increase in the volume of trade receivables correlates with the decrease in the cash and cash equivalents of the Group and is attributable to the seasonal increase in wholesale volumes and extension of payment terms on several major agreements with wholesale customers of Milavitsa (by up to 30 days).

In addition to the increase in trade receivables discussed above, the non-trade receivables of the Group are influenced by the necessity to deposit one to three months' rental payment in connection with most new lease agreements concluded in Russia (some EUR 1 million has already been deposited with various landlords).

As of 31 March 2007 (on the same basis) total liabilities were EUR 12.3 million, resulting in total net assets of EUR 42.3 million. The liabilities increased by EUR 0.8 million compared to the end of financial year 2006.

Cashflow

The cash flow of the Group in the first quarter of 2007 was negative due to ongoing investments on the opening of new shops, the purchase of equipment by Milavitsa and the change in payment terms for several major wholesale customers of Milavitsa (resulting in an increase in the trade receivables and a corresponding decrease in the cash position).

Year Ended 31 December 2006 (Pro Forma) Compared to Year Ended 31 December 2005 (Aggregated)

Introduction

The following discussion on the consolidated results of the Group for financial year 2006 as compared with the consolidated results for financial year 2005 is based on the Unaudited Pro Forma Financial Information and the Unaudited Aggregated Financial Information (which can be found under Section titled "*Pro Forma and Aggregated Financial Information*"). Any reference to specific items of the income statement or the balance sheet of the Group made in this Section should be read as being respectively on a "pro forma" or "aggregated" basis (with the exception of the balance sheet of the Group as of 31 December 2006 which is based on the actual audited financial statements of the Company). Financial information on the individual Group companies was derived primarily from unaudited information provided by the managements of the relevant companies.

Retail Network

At the end of 2006 the Group had in total 55 retail shops, with a total area of approximately 7,000 m^2, operating in Estonia, Latvia, Russia, Belarus and Poland. Of these, Lauma Lingerie had two shops (both located in Latvia), the PTA Group had 11 shops in the Baltic states (seven in Estonia and four in Latvia). Linret operated two "PTA" shops and 13 "Oblicie" shops. Splendo Polska operated seven retail outlets in Poland and Milavitsa had 20 retail shops.

In 2006 18 new stores were opened: two "PTA" branded shops, three "Milavitsa" branded shops, and 13 "Oblicie" stores in Russia. In November 2006 the Group expanded its retail activities to Poland, acquiring the "Splendo Intime" lingerie retail chain with seven lingerie stores which have a total area of 345 m^2. From the date of its acquisition until the end of 2006 Splendo Polska has generated EUR 0.08 million in sales. The "Splendo Intime" lingerie outlets sell quality lingerie from various suppliers and it is planned to gradually re-focus "Splendo Intime" shops on the sale of the output of other Company subsidiaries, such as the Lauma, Milavitsa, and Alisee brands.

Revenues

Consolidated sales revenue of the Group for financial year 2006 amounted to EUR 81 million. Sales revenue increased by EUR 9 million compared to financial year 2005, attributable primarily to the increased volume of sale due to rising demand in the target markets and the opening of new shops, and to lesser extent on account of increasing prices of the Group's products.

The lingerie segment formed the majority of consolidated sales revenue (approximately 88% in 2006, almost unchanged from 2005). Revenue in this segment increased by EUR 7.9 million in 2006 which constituted 87.9% of the total increase in sales revenue. Revenue from sales of apparel was approximately EUR 8.7 million (approximately 10.8% of the total sales in 2006 compared to 10.2% in 2005). The apparel segment revenue increased by EUR 1.4 million which constituted 15.7% of the total increase in sales revenue. The remaining revenue was generated by subcontracting services in both 2005 and 2006, decreasing from EUR 1.4 million in 2005 to EUR 1 million in 2006.

In 2006 93% of consolidated revenue was generated by wholesales and 7% by retail sales (in 2005 93.4% and 6.6%, respectively).

The “Oblicie” chain commenced active operations in the second half of 2006 and reached retail sales of EUR 0.5 million by the end of 2006. Turnover for the “PTA” retail chain amounted to EUR 5.18 million in 2006, an increase of 22.4% compared to the financial year 2005. The increase in sales in two “PTA” branded stores which were operating in both full-year 2005 and 2006 was 28%. The increase in retail sales of “PTA” branded apparel was supported by the launch of a new renewed collection, the successful launch of a customer loyalty programme and a general growth in consumer demand.

Operating expenses

The operating expenses of the Group in 2006 were approximately EUR 63.1 million (an increase of EUR 3.8 million compared with 2005) and were comprised primarily of raw material costs (58.8% compared to 63.9% in 2005), staff costs (19.8% compared to 25.1% in 2005) and other operating expenses (21.4% compared to 11% in 2005). Other operating expenses incurred by the Group mainly included administrative costs, rental expenses, marketing, etc. As the Group’s retail network expands the composition of operating expenses is expected to shift further away from raw material costs and towards other operating expenses, primarily rental expenses.

EBITDA

In 2006 the consolidated EBITDA of the Group were approximately EUR 17.9 million (compared to EUR 12.7 million in 2005). The consolidated EBITDA margin was 22.1%, which is by 4.5 percentage points higher than the value for the full year 2005. The increase in the EBITDA margin in 2006 compared to full year 2005 is mainly due to the restructuring processes in Milavista (which resulted in significant cost savings and increased efficiency) and price increases of the Group’s products (including the introduction of more expensive collections).

Depreciation

Depreciation in 2006 amounted to approximately EUR 2 million, compared to EUR 2.3 million in 2005, and came mainly from the depreciation of production machinery and equipment in both years.

Financial income/expenses

Financial expenses in 2006 amounted to approximately EUR -9,000 (compared to EUR -1.5 million in 2005). The financial expenses in 2005 were primarily on account of the hyper-inflation adjustment in the amount of EUR 1.2 million which was no longer applied in 2006.

Corporate income tax

The Group paid a total of approximately EUR 5 million of corporate income tax in 2006, compared to EUR 3.1 million in 2005, paid mainly by Milavitsa in Belarus. The increase in the income tax is attributable purely to the increase in income, with applicable tax rates remaining the same as in the previous period.

Net profit

The net consolidated profit of Group for the financial year 2006 amounted to EUR 10.9 million compared to a net profit of EUR 5.8 million in 2005. The net margin was 13.5%, which is 5.5 percentage points more than the respective indicator for the full year 2005, mainly resulting from restructuring processes in Milavista (which resulted in significant cost savings and increased efficiency) and price increases of the Group’s products (including the introduction of more expensive collections).

Results by main operating entities

Summary

The tables below illustrate the performance of the various entities of the Group in 2006 compared with 2005:

2005 vs. 2006, %	Consolidated	PTA Group	Lauma L.	Milavitsa	Linret
Increase in revenue 2005 vs. 2006	12.53%	3.8%	26.07%	13.09%	n/a[2]
EBITDA margin 2006	22.09%	11.17%	19.38%	26.28%	-203.99%
EBITDA margin 2005	17.63%	7.46%	22.07%	18.42%	n/a[2]
Net margin 2006	13.46%	5.88%	14.89%	16.45%	-213.30%
Net margin 2005	8.00%	-2.42%	14.17%	8.52%	n/a[2]

2005 vs. 2006, thousand EUR	Consolidated	PTA Group	Lauma L.	Milavitsa	Linret	Intercompany eliminations
Revenue 2006	81,034	8,791	12,366	60,769	0,526	-1,418
Revenue 2005	72,010	8,467[3]	9,809	53,734	n/a[2]	
EBITDA 2006	17,903	0,982	2,396	15,973	-1,073	-375
EBITDA 2005	12,693	0,632	2,165	9,896	n/a[2]	
Net profit 2006	10,907[1]	0,517	1,842	9,997	-1,122	-327
Net profit 2005	5,760[1]	-0,205	1,390	4,575	n/a[2]	

1) Before minority interest

2) Linret did not operate in 2005

3) Includes sale of real estate, total sales revenue in 2005 was EUR 7.3 million

In 2006, 73% of the total revenues of the Group came from Milavitsa, 15% from Lauma Lingerie, 11% from PTA and 1% from Linret.

Results of the PTA Group

The total revenue of the PTA Group in 2006 was EUR 8.8 million, up 3.8% on the 2005 results (including the effects of the sale of real estate in 2005). The reason for growth was primarily the opening of new stores as part of the process of refocusing business away from manufacturing and towards retail.

The EBITDA margin increased in 2006 compared to the 2005 by 3.71 percentage points to 11.17% in 2005 and the net margin increased by 8.3 percentage points to 5.88%.

Subcontracting services provided to third parties amounted to 16% of the total revenue in 2006. The remaining 84% of total revenue came from sales of the company’s own branded goods.

The most important geographical markets for the PTA Group in 2006 were Estonia, Latvia and Finland with their respective share in total sales amounting to 54%, 24% and 20%. The relative importance of the Russian market is expected to grow in the near future with the development of the “PTA” Russian retail chain operated by Linret.

During 2006 approximately 36% of PTA Group products were manufactured in Estonia; the remaining 64% were outsourced to various foreign suppliers. Of the Estonian production, approximately 66% was manufactured by the PTA Group itself while 34% was outsourced to other Estonian sewing enterprises.

Total investments reached EUR 1.9 million in 2006, most of which went on opening new stores. In total 11 stores were opened: seven in Estonia and four in Latvia.

Results of Lauma Lingerie

During 2006 Lauma Lingerie succeeded in significantly increasing its revenues and profits. The total revenues reached EUR 12.4 million (up 26% compared to 2005 results) and net profit for the same period was approximately EUR 1.8 million (up 32% on 2005 results). Such a considerable rise was partially due to the effects of rebranding, started in 2005, in the course of which a new brand “Laumelle” was introduced with positioning as lingerie for younger women between 16 and 25, and the “Lauma” brand underwent changes in design, completely new lingerie collections were developed in co-operation with French designer Eric Leroy.

In 2006 subcontracting services generated 25.8% of Lauma Lingerie’s total revenue with the production of own branded lines generated the remaining 74.2%.

The company produced a total of 2.4 million pieces of lingerie, 79% of this was produced in Lauma Lingerie’s own production facilities in Liepāja, Latvia, and 21% was outsourced to Belarus and Ukraine (*inter alia* to Milavitsa).

The most important geographical markets for Lauma Lingerie were Russia (49% of total revenue), Latvia (8%), Ukraine (6%) and Estonia (5%).

The total amount of investments in 2006 was EUR 0.16 million, with the largest share of that amount used for purchases of new equipment.

Results of Milavitsa

Milavitsa's revenue in 2006 was EUR 60.8 million (up 13.09% on the 2005 results). The growth in revenue was due to the growth in sales volume. EBITDA in 2006 was EUR 15.97 million, up by EUR 6.1 million comparing to 2005. The growth in EBITDA was attributed to the growth in sales volume (EUR 1.7 million) and reduction of costs (EUR 4.4 million). The net profit for the period was EUR 9.99 million. The EBITDA margin increased by 7.86 percentage points reaching 26.28%. In 2006 a total of 45.2% of all production volume was outsourced, mostly to other Belarussian companies.

In 2006 subcontracting services (which were provided only to Lauma Lingerie) amounted to some 2.7% of Milavitsa's total output.

The most important geographical markets for Milavitsa in 2006 were Russia (62%), Belarus (22.9%) and Ukraine (7.5%).

In total approximately EUR 2 million was invested in 2006, mostly on sewing equipment (EUR 1.4 million).

Results of Linret

Linret, a retailing company currently operating exclusively in Russian market, opened the first "Oblicie" retail store in April 2006. At the end of 2006 there were total of 15 stores under management of Linret: 13 operating under the "Oblicie" name (1,313 m^2) and two under the "PTA" name (432 m^2). Because the company has just started operations on the Russian retail market, it incurred and continues to incur significant one-time investments for fitting-out new shops, as well as relatively high overhead (administrative, marketing, distribution) costs per square metre of its retail area.

As a result to the abovementioned factors Linret's revenue in 2006 was EUR 0.5 million. Linret made a net loss of EUR 1.12 million and generated negative EBITDA of EUR 1.07 million, which was in line with the Group's expectations. As the company keeps growing by opening new stores, its overhead per square metre is going to decrease considerably.

In 2006 a total of some EUR 1.8 million was invested in the development of Linret's retail network

Assets and Liabilities

As of 31 December 2006 the total assets of the Group were at approximately EUR 51.9 million. Current assets were EUR 39.6 million, with the remaining EUR 12.3 million in non-current assets. Compared to 31 December 2005 the total assets increased by EUR 13.7 million, with an increase of EUR 12.7 million in current assets and an increase of EUR 1 million in non-current assets (which is mainly attributable to new machinery and equipment acquired by Milavitsa). At the end of 2006 the trade receivables of the Group increased by approximately EUR 2 million and cash and cash equivalents increased by EUR 5.7 million compared to the end of financial year 2005. The increase in trade receivables and cash and cash equivalents is attributable to the increasing sales of the Group.

Year Ended 31 December 2005 Compared to Year Ended 31 December 2004 (Actual)

Due to the fact that the relative importance of the PTA Group in the results of the whole Group fell significantly in connection with the acquisition of the Silvano Group, the discussion of the consolidated financial results of the Group (not including the results of the Silvano Group) for the financial year ended 31 December 2005 compared with the financial year ended 31 December 2004 is no longer relevant for the purposes of illustrating the performance of the Group as a whole. However, the aforementioned discussion is included in the Prospectus for convenience purposes.

Revenue

In the financial year ended 31 December 2004 the PTA Group was engaged in two primary lines of business: retail and wholesale of women's apparel; and sewing subcontracting services offered to third parties.

The sales revenue of the PTA Group in financial year ended 31 December 2005 was EUR 7.3 million, a decrease of 11% compared to the revenue of EUR 8.2 million earned in financial year 2004. EUR 3.5 million was earned in Estonia (an increase of EUR 70,000 from the 2004 results of EUR 3.4 million), EUR 1.6 million in Latvia (an increase of EUR 0.2 million from the 2004 results of EUR 1.3 million), EUR 1.7 million in Finland (a drop of EUR 0.45 million from the 2004 results of EUR 2.2 million) and EUR 0.45 million from other markets (a drop of EUR 0.78 million from the 2004 results of EUR 1.2 million). The decrease in the overall revenue of the PTA Group in 2005 is attributable primarily to a drop in the wholesale revenue derived from the Scandinavian markets, which is discussed in more detail below.

In 2005, the PTA Group suffered a EUR 0.93 million (36.7%) drop in wholesale revenue compared to the 2004 wholesale revenue. The drop in wholesale revenue was primarily due to the decrease in wholesale to Sweden and Norway where the incorrect positioning of the relevant products led to weaker-than-expected demand. A significant positive development in the wholesale area, however, took place in the end of 2005 when the Company commenced cooperation with Anttila Oy, which operates a wide retail network in Finland. "PTA" branded clothes are sold through the Anttila network in Finland since March 2006.

At the same time, the PTA Group was increasingly expanding its activities into the retail sector in Estonia and abroad. Overall retail revenue rose some 5.3% from EUR 3.8 million in 2004 to EUR 4.1 million in 2005. The fastest growth in retail revenue was achieved in Latvia, where retail revenue grew some 50% compared to the 2004 results. The growth in retail revenue was attributable mostly to the more effective use of existing sales areas, with the average revenue per one square metre of shop area rising 21% compared to the relevant figure in 2004.

With respect to sewing subcontracting services, financial year 2005 was the first financial year in which the new strategy of the PTA Group had full effect on its financial results. In particular, the Management was implementing the gradual transition from the business which is orientated primarily to technical sewing subcontracting services towards one offering higher-yield full-service sewing, where the whole production cycle of a particular garment is completed by Klementi and the output is a finished product. The strategy yielded positive results in 2005: while total revenue from sewing services decreased 19.8% compared to 2004 results (EUR 1.37 million in 2005 compared to EUR 1.7 million in 2004), profit from sewing services in fact increased 5%.

With the increase of the retail revenue, the relative importance of all sewing subcontracting services in the revenue of the Group decreased from 20% in 2004 to 18% in 2005.

Operating expenses

Total operating expenses comprise: (i) change in inventories of work in-progress and finished goods; (ii) goods, raw materials and services; (iii) other operating expenses; (iv) personnel expenses; (v) depreciations and amortization; and (vi) miscellaneous expenses.

Operating expenses amounted to EUR 8.3 million in 2005 (EUR 8.8 million in 2004). The structure of the operating expenses remained relatively stable compared to financial year 2004. The main driving force behind the overall drop in operating expenses is the decrease of the cost of goods, raw materials and services (EUR 2.6 million in 2005 compared to EUR 3.3 million in 2004).

The PTA Group derives its revenue from sales of own branded apparel and from sewing services. As a result, the principal operating expenses are the costs of goods, raw materials and services used in the production of clothes (primarily fabrics) and labour costs. The raw material costs and the labour costs together comprised over 66% of all operating expenses in 2005, down from 69.4% in 2004. Personnel expenses in 2005 were EUR 2.8 million (EUR 2.85 million in 2004).

Other operating income

Other operating income includes items such as gains on sale of property, plant and equipment and intangibles, changes in the fair value of investment property, foreign exchange gains, etc.

Other operating income increased significantly in 2005 as compared to the results of 2004. The increase in other operating income is due to a one-off sale of the real estate of the PTA Group in a sale and lease-back transaction that yielded proceeds in the amount of approximately EUR 3.4 million. The proceeds of the sale were used to decrease the financial obligations of the PTA Group.

Net financial items

Net financial items amounted to a negative balance of EUR 0.37 million in 2005, almost unchanged from the negative balance in 2004. Interest expenses increased somewhat from EUR 0.34 million in 2004 to EUR 0.38 million in 2005, while the impact from exchange rate fluctuations changed from a loss of EUR 21,670 in 2004 to a gain of EUR 11,180 in 2005.

Corporate income tax

In 2005 the distribution of retained earnings by Estonian companies was subject to the tax rate of 24/76 (from 1 January 2006: 23/77) of the amount paid out as net dividends. In 2005 the income tax rates applicable to the Group companies were as follows: in Latvia and Lithuania, the tax rate was 15%; in Sweden, the tax rate was 28%, and in Finland, the tax rate was 29% in 2004 and 26% in 2005.

In 2005 the Latvian subsidiary of the Company, SIA Vision, had a corporate income tax and deferred income liability. Income tax at the rate of 15% amounted to EUR 23 thousand. Other Group companies did not have any deferred income tax liabilities or assets.

Minority interest

The Company did not hold any shares in any companies that were not 100% subsidiaries of the Company. Therefore, none of the Company's profit was attributable to minority interests in 2005.

Net profit

In 2005 PTA Group's net loss decreased by EUR 0.56 million and was EUR 0.2 million as compared to EUR 0.76 million in 2004.

Results of the Silvano Group

Lauma Lingerie

Lauma Lingerie was established on 22 October 2005 by way of a separation of lingerie operations from AS Lauma (see "Operations of the Silvano Group – History and Development of the Silvano Group" for more details). The results of operations of Lauma Lingerie for financial year 2005 (as compared to the results for financial year 2004) and for financial year 2004 (as compared to the results for financial year 2003) are calculated primarily on a pro forma basis from the financial results of the lingerie operations of AS Lauma for the relevant period. Such results have not been audited.

Based on the aforementioned pro forma information, the revenue of Lauma Lingerie in 2005 was approximately EUR 9.8 million, representing an approximately EUR 1.18 million gain on the 2004 results (an approximately 14% gain). Net profit rose over 27% to EUR 1.39 million from 2004 results. The growth of revenue and profit was stable and was not affected by extraordinary circumstances.

Milavitsa

The total revenue of Milavitsa in financial year 2005 was EUR 53.5 million, up 15.8%. On the 2004 results (EUR 39.8 million). Due to increased efficiency, net profit rose faster than revenue – a 11.3% growth compared to 2004 results (respectively, to EUR 4.58 million from EUR 1.85 million). The increased efficiency of sales was also evident from the higher rate of capital turnover. Financial year 2005 was characterized by steady growth. In March 2005, the Russian subsidiary of Milavitsa (STK) started wholesale operations and shortly after that acquired a stake in a Ukrainian wholesale company MTCU, thus improving the distribution of Milavitsa's output and achieving a positive effect on results of operations.

Linret

Linret was established in October 2005 and did not have active operations in financial year 2005. However, certain investments and expenses were made in the administrative and logistics structures in preparation for the opening of the first "Oblicie" retail outlets, for which reason Linret ended financial year 2005 with a net loss of some EUR 4.5 thousand.

Strategic Objectives of the Group

Overall Strategy

The Group's strategy is focused on the implementation of the proven business model of a vertically-integrated fashion group with brand management, strong retail operations, its own flexible production facilities and outsourcing expertise, differentiated independent sources of raw materials, and integral logistics. The Group aims to create value by offering a wide variety of apparel (lingerie and women's clothes) in an attractive environment with good service, excellent quality and reasonable prices.

The strategic goal of the Group is to become one of the leading retailers of lingerie, women's apparel and accessories (with its own flexible production facilities) in the markets of the Baltic states, Russia, the rest of the CIS, and, in the longer-term, in Central and Eastern Europe. The Group is planning to develop and fine-tune its business model based on vertical integration of retailing and manufacturing functions across a variety of brands and sectors (such as lingerie, apparel and related merchandise). The Group intends to ensure that most of its products are exclusively available at and sold through the Group's retail network with differentiated mark-ups reflecting the positioning of each product. Such strategy should eventually increase the overall revenues and profits of the Group and create additional value for the shareholders of the Company.

The Group intends to achieve these objectives by rapidly expanding and strengthening the existing retail network in existing markets, entering new geographical regions, developing intra-group synergies, and pooling resources and know-how between the various Group companies.

Retail

As of the date of this Prospectus the Group operates a total of 67 retail outlets. In addition, 105 shops are operated under the "Milavitsa" brand in Russia, Ukraine, Moldavia, Kazakhstan and other countries by the Group's wholesale partners. The Group is developing a franchise policy which will standardise requirements in respect of these shops and allow for more effective supervision of their activities. As the first step in this standardization process in 2005 the Group launched the "Mi2B" (Milavitsa to Business) project, an Internet-based resource which helps partners to achieve and maintain the new standards.

The development strategy in retail is based on the roll-out of three concepts: in the lingerie segment, "Oblicie" multi-brand shops (which sell the products of Lauma Lingerie and Milavitsa) and "Milavitsa" mono-brand shops; and in the apparel segment, "PTA" mono-brand shops.

Further rollout of retail outlets in Russia will be carried out through Linret ("PTA" and "Oblicie" shops) and STK ("Milavitsa" franchised shops), in Belarus by MTCB and in Ukraine by MTCU and PTA Ukraine. With the launch of Linret's operations in 2006, a solid and stable platform of administrative, logistical and IT solutions was created in the Group's initial principal target market which will be used for the opening and administration of new outlets. The management team of Linret has an in-depth knowledge of the respective markets and extensive past experience in the industry, both factors which are expected to enhance the Group's prospects in the market and give a good grounding for expansion into new markets.

The Group plans to build its retail network by opening new shops and possibly acquiring existing retailers. The Group plans that, by the end of 2010, its retail network will consist of 300 to 400 of retail outlets under the "Oblicie", "Milavitsa" and "PTA" brands with a combined sales area of approximately 40,000 m^2. The expansion is expected to be based on the Group's own retail outlets and franchising contracts. The ratio of Company-operated/franchised shops will be dependent on the particular region and will be determined at a later stage.

The Management sees great potential in the development of a retail network in Russia and the rest of the CIS, due to factors such as the increasing disposable income of the local population and the rising popularity of shopping centres in the region. Furthermore, the lingerie retail markets in Russia and the rest of the CIS are still characterized by relatively weak competition and the trademarks of Milavitsa and Lauma Lingerie already have the advantage of being among the best-known brands.

During the second stage of expansion program (starting from 2010) the Group will consider expanding Group's retail network in Central and Eastern Europe (at present the Group has seven lingerie shops in Poland, operated by Splendo Polska). The geographical expansion strategy is based on entering new markets with a chain of shops operating under a proven retail concept rather than on offering particular merchandise to existing retailers.

By 2010 the Group plans to direct the sales of all new collections manufactured under the "PTA" brand to the Group's own retail network and to distribute between 50% and 70% of all new collections manufactured under the "Milavitsa" and "Lauma" brands through the Group's own retail network and franchise partners. Therefore, a considerable majority of fashion collections produced by the Group's manufacturing entities will only be available in the Group's own retail network and the outlets of partners.

Manufacturing

The manufacturing entities within the Group currently are operated by three subsidiaries of the Company: Klementi, Lauma Lingerie and Milavitsa (including a subsidiary of Milavitsa, Gimil). The Group is aiming to improve the flexibility of its manufacturing facilities so as to make new collections available for sale on a frequent periodical basis according to market demand. The Group plans to increase both the number of collections per year and the efficiency of product replenishment. Efforts towards the implementation of this objective are currently scheduled primarily for 2008.

Moreover, in order to make production more efficient, the Group plans to gradually increase the production capacity in regions where production costs are lower, mainly through entering into new outsourcing arrangements in Belarus. Currently around 60% of the Group's total output is partially or fully outsourced to lower-wage regions (including primarily Belarus, but also other countries such as Ukraine, Turkey and China). The Group intends to outsource up to 80% of its total output by 2010 and to make use of Milavitsa's extensive experience in the outsourcing certain manufacturing functions. When diligently organized and properly monitored, outsourcing should increase production efficiency and decrease lead-times.

Short Term Goals for 2007

In 2007 the primary objective for the Group is to expand the chains of both the "Oblicie" and the "PTA" stores in the target region and launch franchising program for the partners. It is planned that 54 new retail outlets (including 32 "Oblicie" and 22 "PTA" outlets) will be opened in 2007, of which 12 (six "Oblicie" and six "PTA" outlets) have already been opened by the date of this Prospectus.

The Group also intends to increase the number of new collections of lingerie through the year compared to 2006. Moreover, the Group plans to increase the relative weighting of the flash/fashion collections in comparison with the classic lingerie collections.

The Company also plans to expand the range of products within the "PTA" collections in order to increase the popularity of the "PTA" brand and raise brand-awareness among Estonian and foreign consumers (including Russians). The respective plans call for the expansion of casual apparel collections and increasing the range of accessories in the "PTA" stores. As another way towards the same objective, the Company intends to continue the implementation of the customer loyalty program (which gives special cards to loyal customers) in the "PTA" stores.

The Group intends to continue and enhance strategic co-operation with a number of partners both in and outside of its primary target markets. In particular, the Group intends to deepen its ties to a major worldwide yarn producer, InVista International, which supplies materials to the manufacturing entities of the Group (in particular elastic fabrics marketed under the trademark "LYCRA") for the production of lingerie. The Group also intends to co-operate closely with SIA Lauma Fabrics and its French subsidiary, Desseilles Textiles SAS, which both belong to the same group of companies as the Principal Shareholder.

Lastly, the Group intends to complete the legal integration of various holdings consolidated in 2006 (the PTA Group, the Silvano Group and Splendo) and create a transparent and comprehensible corporate structure with a clear management organization.

Competitive Advantages

The competitive advantages of the Group when compared with to competitors are briefly summarized below:

Well-recognized and reputable trademarks

The trademarks of Milavitsa and Lauma Lingerie are among the best-known lingerie brands in Russia and CIS countries. The "PTA" trademark products are highly regarded in the Baltic states and Scandinavia. As the Group includes a centrally-operated retail network, such well-known brands may be used to facilitate the introduction of new or lesser-known brands of the Group. With integrated media sourcing for the whole Group, "PTA" trademark products are promoted by use of the high levels of brand-awareness "Milavitsa" and "Lauma Lingerie" have in Eastern European countries. Vice versa, in the Baltic and Scandinavian markets, customer awareness of the "PTA" and "Lauma" brands can be used to increase knowledge of "Milavitsa" brands. Historically, products of Belarussian and Baltic origin have been associated with high quality by the majority of Russian and CIS consumers. Such association is likely to serve as an additional competitive advantage when marketing and distributing the output of Milavitsa, Lauma Lingerie and the PTA Group in the above-mentioned markets.

Flexible and vertically integrated Group structure

The Group consists of production units and entities which specialize in marketing, distribution, and retail. This increasingly vertically-integrated structure (which the Group is currently implementing and developing) enables the Group companies to utilize their production capacities and distribution resources to satisfy the demand for the different products and brands which are produced and marketed by the Group. Moreover, as the entities engaged in retail sale of the Group's products are located in different markets, marketing solutions can be developed, planned and, where necessary, re-organized to adapt to the individual structure and particularities of the relevant market. The vertical integration of the Group allows it to capture the overwhelming share of value from product development to retail.

Strong management team

The management of the Group is comprised of highly-qualified and professional executives who have long-term experience in the women's apparel and lingerie industries in various markets. New executives are continually hired in order that the Group can meet the growing demands of its structure and business. The Group pays careful attention to the development of all levels of management and to the education of subcontractors (who must meet common Group requirements and perform in line with the overall strategy of the Group).

Flexibility in Manufacturing and Logistics

Owning manufacturing facilities in the region allows the Group to have a flexible production supply. The proximity of the Group's manufacturing capacity to the target markets serves as a material competitive advantage over many rivals. The short distance between the production units and the retail outlets engaged in the actual sale of the products simplifies logistics, creating opportunities for cost-savings in transportation and warehousing. Thus, there is ample opportunity to perform short-term periodic restocking of the shops and to introduce new collections more often. Furthermore, the largest of the Group's manufacturing facilities (Milavitsa's factory in Minsk) is located in Belarus and thus able to export goods to Russia without facing the customs duties currently imposed on exports from the European Union.

Access to affordable labour resources

A large proportion of the Group's products is manufactured in the Milavitsa factory in Minsk, Belarus. Compared to the other Group companies Milavitsa employs a considerably larger number of employees (close to 2,000) and outsources a large share of its production to other Belarussian manufacturers. Compared to the countries where the other entities of the Group operate the costs of labour are relatively modest due to the overall lower cost of living and the lower level of salaries in Belarus. The less expensive but well-qualified Belarussian labour enables the Group to optimize its production costs while at the same time maintaining highest standards of quality. The Group intends to continue capitalizing on its proximity to the labour markets in Belarus, Ukraine and other CIS markets.

Committed principal shareholder

The Principal Shareholder of the Company is Alta Capital Partners S.C.A., SICAR, an investment firm managed by one of the most experienced investment teams in its region and holding more than 50% of the Shares in the Company. The Principal Shareholder is actively involved in the management of the Group and contributes its investment and management expertise towards the successful fulfilment of the strategic objectives of the Group.

INDUSTRY OVERVIEW AND COMPETITIVE POSITION

None of the countries mentioned below have so far published definitive official statistical information concerning the state of the clothing industry as a whole. The summary which is presented below is therefore based on information collected by the Company from unofficial sources or through own research, and as such it cannot be verified beyond reasonable doubt. Moreover, any forward-looking statements concerning the development of the clothing markets are based exclusively on unverified information and cannot be used as guidance in estimating the financial performance of the Group. The information presented with respect to gross revenues of the relevant markets may not be fully comparable due to the differing components of the relevant data and varying calculation methods that may have been used.

Clothing Industry in General

Broadly, the Group is active in the textiles and clothing industry, which comprises the following sectors: (i) marketing and design; (ii) sourcing fabrics and other raw materials; (iii) manufacturing; (iv) distributing; and (v) retailing. Such diversity in middle and end products corresponds to a multitude of industrial processes, activities and market structures within the industry, for which reason companies active in the textile and clothing industry usually specialize only in some of the abovementioned sectors.

The Group is involved primarily in the manufacturing and distribution of clothes, in particular women's apparel and lingerie. The manufacturing process of both women's apparel and lingerie could be divided into two stages: pre-assembly and assembly. The pre-assembly stage involves designing, grading, marking of patterns and cutting of textiles into individual components. In terms of industrial development, this stage was revolutionized through the application of computer-assisted systems. By contrast, the assembly stage remains highly labour-intensive and involves delicate handling and sewing operations that do not lend themselves to full automation. Aside from productivity gains attributable to better needles and more secure fabric-holding techniques, sewing techniques remain basically similar to those utilized a century ago. At this time, this industry is almost unique in the developed countries in terms of its low ratio of capital equipment to labour input. However, technological progress in telecommunications and transport networks has made it easier for clothing manufacturers to divide the supply chain on an international basis and to perform the assembly stage in lower-wage countries[1]. As the transportation costs of clothes are relatively low, the products of a manufacturer located in one country can be easily marketed in numerous other countries and geographical regions.

Over the years clothing-related marketing activities have changed significantly with the blurring of the traditional boundaries between retailers, brand marketers and manufacturers. On the global scale, retail distribution is increasingly dominated by large retail groups in the main consuming countries, where the trend is towards greater product specialization, brand-name products and market segmentation. These large retail groups collect market information about the latest trends in styles and tastes, and their integration of this information gives them considerable leverage in dealing with suppliers[2].

Macro-Economic Situation on the Relevant Markets

Summary of Relevant Markets

The main target markets of the Group are Russia, Belarus, the Baltic states and Ukraine. The table below summarizes the main macro-economic indicators of these countries:

	Estonia	Latvia	Lithuania	Russia	Belarus	Ukraine
Population (million)	1.34	2.28	3.39	142.80	9.71	46.5
GDP (billion EUR, 2006), current prices	13.07	16.03	23.74	772.23	29.43	84.83
GDP per capita (EUR, 2006), current prices	9,732	7,005	6,993	5,408[1]	3,024	1,813
Real GDP growth (2005-2006)	11.4%	11.9%	7.5%	6.9%	9.9%	7.0%
Retail sales growth (2005-2006)	19.0%	20.1%[2]	9.6%	13.9%	17.0%	24.8%

[1)] Total GDP divided by population at the end of the year
[2)] December 2005 vs. December 2006

Much like the economy in general, the retail sector in these countries has undergone rapid development over the past decade. Joining the EU has considerably facilitated the entry into the Baltic market for companies from EU member states and has raised confidence in the relevant markets. While the Baltic markets are attractive because of their favourable business infrastructure, by contrast the most significant attractive feature of the Russian market is its vast size. Similarly, even though the Ukrainian market is, in terms of population, about three times smaller than the Russian market, it nevertheless represents a large market when compared to the . Taking into account the proximity of these countries to Western European producers, they are becoming increasingly relevant business partners for the EU.

[1] *A New World Map in Textiles and Clothing. Adjusting to Change, OECD 2004, p. 19*
[2] *A New World Map and Clothing. Adjusting to Change, OECD 2004, p. 12*

With a remarkably favourable location between Central European countries and Russia, Belarus is benefiting from the growth of the Russian economy, as well as the trade relations between the EU and Russia, even though the size of the Belarussian market is not comparable to that of Russia and Ukraine and despite the increasing rift in EU-Belarussian diplomatic relations.

It is expected that the growth in retail revenue will outpace GDP growth in all target markets in the coming years, driven by changing lifestyles and by strong gains in terms of disposable income. The growing availability of consumer credit products is also expected to help boost consumer demand in these countries.

The market conditions in the Baltic states are rather homogenous and appear to be substantially different from the other target markets of the Group, especially in terms of the size of economy, business environment and consumer purchase patterns. Similarly, the market conditions in Russia, Ukraine and Belarus appear to be alike in material aspects. Therefore, for the purposes of this brief industry overview, two groups of target markets have been identified, namely the Eastern European and the Baltic markets.

Eastern European Markets

Given the total population of Russia, Ukraine and Belarus (which exceeds 200 million people), these countries represent a considerable share of the European clothing market. The capacity of Eastern Europe's own clothing industry is not sufficient to satisfy the demand of the entire area. Given that fashion and quality have an important impact on the demand for apparel items, Eastern European production faces intense competition from foreign products, in particular due to low transportation costs of clothes. Therefore, an increasingly large share of the revenue of the Russian, Ukrainian and Belarussian apparel markets is attributable to imported products.

Lingerie Market

It is estimated that the size of the lingerie market in Russia is in the range of EUR 1.5 billion, in Ukraine EUR 300 million and in Belarus EUR 60 million and sales of lingerie are growing year by year. The gradual development and growth of lingerie sales is mainly driven by the general economic growth and increase in the amount of disposable income, as well as the increasing importance and purchasing power of the emerging middle class.

Some statistics indicate that Russian women each spend an average of EUR 15 on lingerie per year. This is about 5.7 times less than the same average figure for European women, who each spend an average EUR 85 on lingerie per year. However, certain unofficial surveys point to much higher expenditures on lingerie by Russian women, amounting to some EUR 64 per year. The discrepancy in the statistics may be attributable to the fact that there is a significant divergence in the spending habits of higher-income urban women and the rest of Russian women, which may have been ignored in surveys yielding higher annual spending data. Some surveys have revealed that Russian women with higher income spend about 75% more on lingerie than women with lower income.

As the disposable income in Ukraine and Belarus is lower than in Russia, it is estimated that the expenditure on lingerie in these markets is also lower than in Russia.

Substantial differences are observed in the purchasing and shopping habits of Western and Eastern European women. In Russia (but also in other Eastern markets), "bazaar" type open-air markets still remain the most popular places to shop. Based on customer surveys, it is estimated that more than 30% of all lingerie items sold in Russia are purchased from such open-air markets, which are rather uncommon, if present at all, in Western European countries. A significantly smaller proportion of lingerie (about 15% of total sales) is sold through specialized lingerie shops in Russia, whereas in Western countries more than 40% of lingerie revenue is generated by specialized shops.

Over the past few years, sales through open-air markets have started to decrease. It is expected that this tendency will continue and the Eastern European lingerie consumption in specialized lingerie shops will increase as a result of the growth of disposable income, as well as of the overall welfare of the society. Modern Eastern European women are keen to align their consumption habits with those of their Western counterparts, who do not shop at open-air markets. The emergence of modern shopping centres in major Russian and other Eastern European cities is seen as another driving force behind changing the shopping patterns, which the Group intends to capitalize on through the opening of specialized lingerie shops under the brand name "Milavitsa" in Belarus and under the brand name "Oblicie" in Russia and Ukraine.

Milavitsa's Position on the Lingerie Market

Milavitsa is the largest lingerie manufacturer and distributor in Belarus, producing approximately 14 million pieces in 2006 (the second largest is Rusanova, which produces some 600,000 pieces per year). According to the study conducted within the framework of the Belarussian competition "Brand of the year 2003", Milavitsa's products were acknowledged as the "best-known brand" and the "most-preferred brand" among lingerie products sold in Belarus.

Some Belarussian official statistics have indicated that the market share of Milavitsa in Belarus is over 50%. However, the officially calculated market share does not take into account illegal and unreported trade. Therefore, the actual market share of Milavitsa in Belarus is estimated by its management to reach 20 to 25%.

In 2006 Milavitsa signed an agreement with the Belarussian antitrust authorities. Pursuant to the agreement, Milavitsa agreed not to conduct any actions which could be classified as monopolistic or restrictive of competition. Such agreement may impose certain restrictions with respect to Milavitsa's domestic sales but has no impact on its international operations.

Milavitsa's other primary markets besides the domestic market of Belarus are those of Russia and Ukraine. Milavitsa's market share in Russia is estimated to be around 5% to 7% and in Ukraine around 4% to 6%. In other markets where Milavitsa operates (such as Kazakhstan), Milavitsa's market share is lower.

Milavitsa's principal competitors in its primary target markets are Russian firms Palmetta, as a manufacturer, and Bustier, as a retailer, as well as Triumph and a number of Italian, Polish and Baltic brands. At this time it is not possible to precisely estimate the competitors' market share, but in general, no competitor brand is perceived to hold more than a 3% market share in Milavitsa's main target markets of Russia, Belarus and Ukraine.

The manufacturing and retailing of lingerie requires a significant, qualified workforce and reliable sales channels and retail premises, all those constitute barriers for entry to the relevant markets which is why Milavitsa's competitive position is favourable.

Lingerie Retail Market

There are already a number of lingerie chains operating in the Eastern European markets, such as those operated by the Wild Orchid group, the Catherine group, DIM and Gulfstream. However, most of them aim at the luxury market segment only, while the Group aims to sell a wide variety of reasonably-priced high-quality lingerie in a modern environment. The Group therefore has significant potential for development within this market niche. Linret's market share in the Russian retail market for lingerie is not large, with 19 retail outlets opened to date.

Women's Apparel Market

As with the lingerie market, the majority of Russian apparel sales are highly concentrated around Moscow, St. Petersburg and other major cities with more than one million inhabitants. A significant proportion of the apparel on sale and the sales outlets are not comparable with Western standards. According to unofficial data, as with lingerie sales, around 70% of all apparel is purchased at "bazaar" type open-air clothing markets. This also tends to be the case with Ukrainian and Belarussian apparel sales.

Nevertheless, based on economic factors, as well as the overall development of the consumer society, Eastern European markets have a proven tendency to grow and develop trends and patterns that are similar to those in Western markets. As the market develops, Eastern European consumers become more demanding and start looking for higher quality, fashionable clothes. This has already allowed several well-known international companies' apparel chains to carve their niches in Eastern European markets. It is anticipated that Eastern European markets will continue to rely on imports of clothes, since domestic production does not seem likely to be able to satisfy the demand in terms of quantity, quality and design in the near future. Moreover, the penetration of the market by Western European companies contributes to the development of the whole market, pushing it towards the level of Western consumer expectations, including, primarily, the tradition of purchasing clothes from shopping malls and shopping streets rather than from open-air markets.

The clothes sold in open-air markets are often counterfeits of well-known Western European brands. The share of counterfeit apparel is estimated to be as high as around 50% to 60% of the total revenue of the apparel markets in Eastern Europe, but it is expected to decline gradually as the rising purchasing power contributes to increased brand and quality awareness.

In recent years the development of the Russian retail market has been restricted mainly by low wages, high levels of taxation and the resulting insufficient demand. The impact of these factors is decreasing as the disposable income rate continues to grow. At the same time, the availability of suitable trading and storage premises and increasing rental prices are also gradually starting to have an effect on the expansion of the Russian apparel market which is beginning to emerge.

Nevertheless, the overall economic figures give reasonable grounds to expect that women's apparel sales in Eastern European markets have potential for growth and development.

Women's Apparel Retail Market

In addition to operating the "Oblicie" chain, Linret is engaged in establishing a chain of "PTA" stores in Russia (with five stores opened in Russia to date) and possibly other markets. Taking into consideration the large size of the Russian apparel market, Linret's market share with respect to women's apparel in general will presumably remain small, despite the full roll-out of the "PTA" chain.

Baltic Markets

The three Baltic states of Estonia, Latvia and Lithuania are home to over 7 million people. The growth of the Baltic economies has had a positive impact on the salaries and disposable income of the local population. Given that the average annual growth in gross salary is approximately 10%, more disposable income is created, which allows an increase in consumption at the retail level. Over the past few years the volume of the Baltic retail market has greatly increased and outpaced the overall growth of the economy. The growth has been further boosted by the Baltic states joining the EU and thus becoming part of the European single market. The Group is active in the lingerie and women's apparel markets in the Baltics, which are briefly described below.

<u>Lingerie market</u>

The lingerie market in the Baltic comprises products that are targeted to all income groups. The market has witnessed rapid growth over recent years, which was faster than the growth in the retail sector as a whole.

This lingerie market is characterised by the relatively high popularity of local brands: there are a number of Baltic lingerie manufacturers such as Lauma Lingerie, Rosme, Linette and V.O.V.A. whose products are well-known and popular among Baltic women. Their products could be seen as being targeted mainly to middle and upper-middle class lingerie consumption. The market has also attracted imports, the most successful of the foreign brands in the Baltic markets being Triumph, Incanto and Felina. Simultaneously, a considerable amount of cheaper products from Eastern Europe and Asia without an identifiable brand are also being marketed in the Baltic states.

Specialized lingerie shops are still rare in the Baltic states. Most shopping malls, however, have some lingerie shops, which sell lingerie of different producers, catering to all pockets. Specialized shops normally focus on luxury lingerie.

As a feature inherited from Soviet times, "bazaar" type open-air markets are still a relatively important channel in the Baltics, especially among lower market segments. However, clothes sections in supermarkets (such as RIMI, Maxima etc.) are also becoming increasingly important, and are often used to market cheaper lingerie.

Even though the Baltic lingerie market is characterized by intense competition, there is apparently still room for niche brands with mid price levels.

<u>Lauma Lingerie's Position on the Lingerie Market</u>

Lauma Lingerie is the market leader in terms of lingerie sales in its home market of Latvia, with a market share of 20% to 30%. Lauma Lingerie's main competitor, with a comparable market share, is the international lingerie brand Triumph. According to "Integrated Research of Lingerie Consumers", a market report compiled by InMind Marketing Research in Latvia in February 2005, Lauma is the best-known lingerie brand in Latvia in terms of brand awareness, followed by such competitors as Rosme, V.O.V.A. (both Latvian lingerie manufacturers) and Triumph.

Lauma Lingerie's market share in the Baltic region in general is estimated to be around 15%. On the pan-Baltic scale, its most notable competitors are Rosme, Linette (an Estonian lingerie manufacturer) and Triumph. The majority of Lauma Lingerie's output is marketed to Russia, where its market share is estimated at 0.5% to 0.6%, due to the size and fragmented nature of the Russian market.

<u>Women's Apparel Market</u>

The women's apparel market in the Baltic states is saturated with a large variety of brands from the lower quality and price segment to middle class apparel and up to luxury clothes to a lesser extent. There are several traditional domestic brands in each of the Baltic markets and occasionally new international fashion brands enter the market, whereas competition is already intense between certain international manufacturers of clothing. Nevertheless, the consumption of fashion in the Baltic markets is moving towards consumption levels in Western European countries.

Similarly to lingerie sales, a noticeable share of the women's apparel sales revenue is generated by street markets, though to a far lesser extent than in the Eastern European markets. Therefore, it is rather difficult to estimate the actual size of the market. It is expected that the market will grow in the future at least in line with the general retail growth rate, as well as with the overall growth of the economy. Furthermore, the industry also has the potential to grow by redirecting customers from open-air markets to shops, as the Baltic people's consumption habits change significantly.

The entry to the market of new apparel brands and the expansion of the existing players' operations has so far been limited, to some extent due to the lack of retail premises and warehouses. Although many new shopping centres and trading facilities have been built in recent years, many of the most favourable sales venues are rapidly occupied by companies already present in the market, thus limiting the opportunities for others to enter and occupy economically suitable positions.

The Group is among the largest Estonian apparel manufacturers; its market share in Estonia, which is currently the Group's main market with respect to women's apparel, is estimated to be around 4%. In other geographic markets the Group's market share is lower.

The main brands competing with the Company’s brands in Estonia include Mosaic and Monton (brands of the largest Estonian apparel manufacture: AS Baltika), Bastion (classic apparel with a higher price level), Gerry Weber and other brands.

The brands competing in the Latvian and Lithuanian markets are, to a considerable extent, the same as in Estonia. In the Scandinavian, Russian and Ukrainian markets, the share of Estonian manufacturers (Baltika, Bastion) is marginal, but there are many domestic and international brands competing with similar products and price levels as the “PTA” trademark products.

OPERATIONS OF THE GROUP

Business at a Glance

The Group is a vertically-integrated fashion group which manages several brands of women's apparel and lingerie with manufacturing facilities and a developing retail network. The Group in its current form was created in October 2006 as a result of the acquisition by the Company of Silvano and its subsidiaries (including Milavitsa, Lauma Lingerie and Linret).

Brands

The range of brands operated by the Group includes lingerie brands (including, primarily, "Milavitsa", "Alisee", "Aveline", "Lauma" and "Laumelle") and women's apparel brands (primarily "PTA" and "MasterCoat").

Milavitsa: One of the best-known lingerie brands in the CIS and a market-leader in Russia, it is aimed at the middle-market segment with classic models and fashion collections of lingerie carried from season to season. The "Milavitsa" brand is the sales leader of the Group.

Alisee: A new brand introduced in 2004 and developed in co-operation with French designers. Alisee is focused on the upper-market segment and customers with more demanding tastes.

Aveline: A new brand introduced in 2005 and aimed at a lower market segment with sales primarily in clothing markets and hypermarkets. The brand has been introduced as a quality substitute for cheaper Asian and Eastern European products that currently hold a significant market share in Russia and Belarus.

The main geographic markets for the "Milavitsa", "Alisee" and "Aveline" brands are Russia, Belarus and the rest of the CIS.

Lauma and Laumelle: Market leaders in Latvia and the other Baltic states. "Lauma" is a classic brand of lingerie aimed at the middle-market segment. It enjoys substantial reputation in the Baltic states and is also well-known in the CIS market. "Laumelle" is a recently-launched sub-brand of "Lauma" which is aimed at younger customers. The main geographic markets for these two brands are the Baltic states and Russia.

The positioning of brand lingerie portfolio of the Group is presented in the following table:

Trademark/Type	Average ex-works price (in EUR)	Average retail price in Oblicie stores (in EUR)	Customer segment
Milavitsa Swimwear	12-17	40-47	Classic & Fashion, mid-price
Alisee	9-11	33-39	High Fashion, Upper-mid-price
Milavitsa Fashion	5.5-7.5	12-15	Fashion, mid-price
Lauma	5-6.5	17-20	Classic & Fashion, mid-price
Laumelle	5-6.5	16-19	Young, Fashion, mid-price
Milavitsa Classic Collection	4-5	10-12	Classic, mid-price
Milavitsa Seamless	3-4	5-6	Comfort, Classic, mid-price
Aveline	2-3	not sold in Oblicie shops	Basic, lower-mid-price

PTA and MasterCoat: "PTA" is a modern brand of ladies' business wear and casual wear which is aimed at professional women in their thirties and forties; it has an established reputation in the Baltics. "MasterCoat" is a brand of ladies' outdoor business wear which is sold through wholesale channels primarily in Scandinavia.

In the first quarter 2007, 87% of the Group's revenues come from sales of lingerie, 10% from sales of women's apparel and 3% from sewing subcontracting services.

Distribution Network

The Group distributes its products through wholesalers and its own retail outlets. In the first quarter of 2007 88% of consolidated revenues was generated by wholesaling and 9% of the revenues by retail sales, while the remaining 3% of the revenues came from sewing subcontracting services.

Through the wholesale network, which includes the Company's affiliates: STK (Russia), MTCB (Belarus) and MTCU (Ukraine), the Group's products are present in Russia and the other CIS countries, Belarus, Ukraine, the U.K., Germany, Scandinavia and other countries.

As of the date of this Prospectus the Group operates 48 lingerie retail outlets under various brand names (including 19 under the "Oblicie" brand, 20 under the "Milavitsa" brand, 2 under the "Lauma Lingerie" brand and 7 under the "Splendo Intime" brand) and a total of 19 women's apparel retail outlets under the "PTA" brand. The Group's retail outlets are located in Russia (24), Belarus (20), Estonia (8), Poland (7), Latvia (6) and Lithuania (2). In addition, wholesale partners of Milavitsa operate 105 shops under "Milavitsa" brand in Russia (including 27 in Moscow), Ukraine, Moldova, Kazakhstan and other countries. These shops are currently being standardized under a new franchising program which has been launched by the Group.

Manufacturing Facilities

The manufacturing capacity of the Group is comprised of:

- A women's apparel factory located in Tallinn, Estonia, operated by Klementi, a subsidiary of the Company; engaged in the manufacturing of "PTA" and "MasterCoat" branded women's apparel.
- A lingerie factory located in Liepaja, Latvia, operated by the Company's subsidiary, Lauma Lingerie; engaged in the manufacturing of lingerie, mainly the "Lauma" and "Laumelle" brands. Lauma Lingerie is the largest manufacturer of lingerie in the Baltic states and produced 2.4 million pieces in 2006.
- A lingerie factory situated in Minsk, Belarus, operated by the Company's subsidiary, Milavitsa; engaged in the manufacturing of lingerie, mainly the "Milavitsa", "Aveline" and "Alisee" brands. Milavitsa is the largest manufacturer of lingerie in Belarus and produced approximately 15 million pieces in 2006.

Multiple production facilities in different countries and a diversified multi-brand retail chain add versatility and flexibility to the operations of the Group. Synergies are sought through the optimal allocation of manufacturing and retail capacities between the Group's entities and products.

History and Development of the Group

The Group is comprised primarily of: (i) the Company and its subsidiaries before August 2006 (the PTA Group); and (ii) Silvano and its subsidiaries, which were acquired by the Company in August to October 2006 (see the Section titled "*Recent M&A and Capital Markets Activities: Acquisition of the Silvano Group*"). The Group as it stands today includes various entities with different backgrounds as described below.

The PTA Group and the Company

The history of the Company goes back more than 60 years. The predecessor of the Company began its business operations in 1944 as a sewing operation named "Osta". Six years later, in 1950, the activities of Osta were reformed and a sewing factory named after V. Klementi (in Estonian: "*V. Klementi nimeline õmblusvabrik*") was established. In the beginning of the 1970s the factory was transformed into V. Klementi "sewing manufacturing squad" (in Estonian: "*V. Klementi nimeline Õmblustootmiskoondis*") and the enterprise moved to its current location at Akadeemia tee 33, Tallinn, Estonia. The enterprise continued its operations throughout the Soviet era.

By the beginning of 1990s the enterprise manufactured approximately 1,000,000 garments per year and employed 1,600 people. 1992 saw further expansion and the enterprise was transformed into RAS Klementi, a "state limited company" (a form of limited liability company and one which no longer exists in Estonia). In 1993 RAS Klementi was short-listed as a company to be subject to privatisation, along with other flagships of the Estonian economy. By the end of that year the Estonian Privatisation Agency sold a substantial part of RAS Klementi's assets to a Swedish company, Kurt Kellermann AB. As a result the production capacity of RAS Klementi decreased by some 40%.

The privatisation process of the Company continued throughout the subsequent years. In March 1994 the employees of RAS Klementi established a special purpose vehicle (AS Klementi Kaubandus) which bought 80% of the shares in RAS Klementi (the A-shares). In October 1995 the Estonian Privatisation Agency privatised the remaining 20% of the shares in the Company (the B-shares) through a public offering and the state no longer held any share in the ownership of the Company, and the Company was re-organised into a public limited liability company (*aktsiaselts*).

1996 saw further restructuring and increases in production volume, revenue and profit. AS Klementi merged with AS Klementi Kaubandus and the Company continued under the name AS Klementi. Subject to the newly-passed Estonian Commercial Code, the Company was registered in the Estonian commercial register on 23 December 1996, under the current registration number of 10175491. All shares in the Company were transformed into one type of shares (A-shares, *i.e.* the Shares).

In May 1997 all the Shares in the Company were listed on the Investor List of the newly-established Tallinn Stock Exchange. At that time the Company's business activities were focused on three areas: manufacturing women's fashion clothing; manufacturing professional clothing; and offering sewing subcontracting services to Finnish and Swedish clients. New investments and a further expansion of the business activities followed in 1998. A new professional clothing trademark "PROFLINE" was launched, and was transferred to a newly-established subsidiary, AS Profline. The Company also established a subsidiary in Finland (Klementi Trading Oy) to enhance the distribution of the Company's products outside Estonia. Investments were also made in the renovation of the Company's office building. By 1998 a large proportion (more than 48%) of the output of the Company was exported from Estonia with the main export destinations being Finland, Sweden, Latvia and Lithuania.

In January 1999 a Finnish garment manufacturer, P.T.A. Group Oy (previously a minority shareholder of the Company), bought an additional 43% of the Shares in the Company and became the majority owner of the Company. In the same year the Company developed its own production retail network (five outlets) in Tallinn. In 2000 the share capital of the Company was increased by EEK 11 million up to EEK 35.25 million and convertible bonds worth EEK 2 million were issued to P.T.A. Group Oy to raise new debt and equity capital. In April 2000 the

Company decided to divest the professional clothing business through its sale of AS Profline. 2000 also saw the establishment of a wholly-owned subsidiary in Lithuania (Klementi Vilnius UAB) and the expansion of the retail network. In addition, the Company built a raw material logistics centre for receiving fabrics and ancillary materials and completing customs procedures.

The development of retail outlets gained further importance in the sale of own output in the subsequent years. By 2001 19 Klementi retail shops operated in the three Baltic states and 56% of the turnover of the PTA Group was from exports, mainly to Finland, Sweden, Latvia and Lithuania.

2002 marked the onset of important changes for the PTA Group. In April 2002 the bankruptcy of the main client and the parent company of the Company, P.T.A. Group Oy, was declared. The volume of services provided to P.T.A. Group Oy in 2001 had been EEK 19.8 million, i.e. 17.8% of the Company's turnover. At the time of the declaration of bankruptcy P.T.A. Group Oy owned 79.08% of the Company's Shares. The bankruptcy of the parent company had some short-term repercussions on the economic activities of the Company. In July 2002 the Estonian private equity firm AS Alta Capital and its co-investors acquired the shareholding of P.T.A. Group Oy in the Company. The share capital of the Company was increased by EEK 4,406,250 to EEK 13,218,750 by way of issuing 440,625 new A-shares. Simultaneously the Company acquired the rights to the trademarks of P.T.A. Group Oy ("PTA", "Avenue", "MalliMari", "MasterCoat", "ClubLine" and "Piretta") and benefited from the previous parent's customer relationships, which enabled to increase its exports to the Nordic countries significantly.

With the change in the main shareholder of the Company, the business philosophy and strategy also underwent a revision. To implement the new strategy, a new and highly-motivated management team was assembled and the Company was reorganized. Since the completion of these reforms the business activities of the Company have consisted of two essentially independent business segments aimed at different markets: (i) the design, manufacturing and marketing of women's apparel; and (ii) subcontracting sewing services.

In 2003 575,000 new Shares were issued, increasing the share capital of the Company to EEK 18,968,750 in order to raise additional capital as well as to increase the number of shareholders and improve the liquidity of Shares on the secondary market. In July 2003 the Company purchased Klementi Trading AB in Sweden to enhance the wholesale of the PTA Group's products in Sweden. In August 2003 the Company acquired 100% ownership of the Latvian retail company SIA Vision. In Lithuania co-operation with a leading retail company Apranga was initiated. For that reason, the Company's own shops in Lithuania were closed and the Company resolved to liquidate its own Lithuanian subsidiary.

In 2004 the Company's activities were focused on the development of the "PTA" trademark. In conjunction with this, the product development activities of the Company were reorganised and the chain of stores, which previously operated under the name "Klementi", was rebranded into the "PTA" retail chain. This change was aimed at leading to better procurement prices, reduction of product development costs, more optimal planning of inventories as well as more efficient usage of the marketing budget to support one brand. On the other hand, the wholesale of apparel decreased by over 30% in 2004. This was primarily related to lower sales in the Scandinavian countries which in the Management's opinion was mostly due to the inappropriate positioning of the apparel marketed under the "PTA" brand. At the same time, the subcontracting sales volume increased by 26% in 2004.

The development of the "PTA" brand had a positive effect on retail sales in 2005, which increased 5.3% compared to 2004. One new store was opened and by the end of financial year 2005 the Company had a total of 11 stores. The wholesale of the Company's apparel production continued to decrease in 2005; however, at the end of 2005, the Company started co-operation with the operator of a Finnish retail chain Anttila and the Company's products have been being marketed under the "PTA" brand in Finland since March 2006. In addition to services provided in previous years (sewing service, preparation and placement of products, increase and decrease of patterns, cutting services), in 2005 the Company started to offer the service of designing patterns to its subcontracting customers, thus offering full-service sewing. The subcontracting sales volume decreased by 19.8% as compared to 2004. Nevertheless, the volume of the full service of subcontracting increased in 2005, as the co-operation partners purchased the full service of making apparel instead of just purchasing the sewing service. As a result, the total profit generated from the provision of subcontracting services increased by 5% in 2005 compared to 2004. The gradual transition from the provision of basic subcontracting sewing service to offering full service of apparel manufacturing has continued in 2006.

At the end of 2005 the Company sold its land and buildings in a sale and lease-back transaction. The revenue from the sales transaction was approximately EEK 53 million. The Company continues to operate as a lessee in the same premises under a long-term lease agreement.

In May 2006 the Company's Swedish subsidiary Klementi Trading AB was declared bankrupt. Estonia's accession to the European Union has made trading with other member states considerably easier and the need for the local administration of operations in European countries such as Finland and Sweden ceased to exist. Therefore, the activities of the subsidiary had already been effectively terminated as of the second half of 2005.

On 15 August 2006 the change of the Company's business name was registered in the commercial register. The new name of the Company was PTA Grupp AS. Simultaneously, the Company went through a division process, whereby its production activities were separated and transferred to its newly-established 100% subsidiary AS Klementi. Two new subsidiaries were established in 2006 (UAB PTA Prekyba in Lithuania and TOV PTA Ukraine in Ukraine), both with the aim of furthering retail activities in these countries.

During August to October 2006 the Company completed the acquisition of Silvano (see "*Recent M&A and Capital Market Activities*") and proceeded to integrate the Silvano Group with the PTA Group. For a period of time between the acquisition of the Silvano Group and the corporate restructuring of the Group (see below), the Company on one hand served as the ultimate parent company of the Silvano Group and continued to conduct active operations related to the manufacturing and retail of the "PTA" branded products.

In March 2007 the Company announced a restructuring plan to streamline the structure of the Group (see "*General Corporate Information and Shares*"). In the course of the restructuring, all active business operations will be separated from the Company and given over to a newly-established subsidiary – PTA2 (PTA Grupp AS), while the Company (under the new name of AS Silvano Fashion Group) will remain a holding company for the entire Group.

The Silvano Group

The parent company of the Silvano Group was established on 3 May 2005 under the name AS Silvano Investment Group. In March 2006 AS Silvano Investment Group acquired 100% of the shares in Linret and in July 2006 Silvano acquired approximately 60% of the shares in Milavitsa and 100% of the shares in Lauma Lingerie. In August 2006 the name of AS Silvano Investment Group was changed to AS Silvano Fashion Group.

<u>Acquisition of Lauma</u>

100% of all shares in Lauma Lingerie were transferred to Silvano on 25 July 2006 by SIA Alta Capital Partners as a non-monetary contribution for new shares in Silvano that were issued to SIA Alta Capital Partners.

<u>Acquisition of Milavitsa</u>

Silvano acquired a majority ownership stake in Milavitsa in a number of steps. The first large shareholding was acquired in April 2006 when approximately 12.7% of all shares in Milavitsa were purchased by Silvano from the European Bank for Reconstruction and Development, which previously held a strategic stake in Milavitsa. Having acquired shares previously held by the European Bank for Reconstruction and Development, Silvano launched a tender offer to the shareholders of Milavitsa proposing to acquire all remaining shares in Milavitsa that were in free circulation. The tender offer was successful and a further tranche of over 26% of all shares in Milavitsa was acquired. On 25 August 2006 the acquisition of 20% of all shares in Milavitsa from Iluna Group SPA, an Italian company, was completed, thus bringing the total ownership stake of Silvano in Milavitsa to over 59.8%.

Of the remaining shares of Milavitsa, the circulation of approximately 25.8% was restricted at the time of the aforementioned tender offer. Such restriction applied to 3,164 shares of Milavitsa that belonged to private individuals who acquired such shares in the course of the privatisation of Milavitsa. While normally such shares cannot be transferred to persons others than the members of the family of the shareholder, they can be subject to share buy-backs initiated by Milavitsa and be diluted as a result of new share issues. A significant number of restricted shares was acquired by Milavitsa in the course of a share buy-back program completed in the first quarter of 2007 (see "Recent M&A and Capital Markets Activities – Increasing Participation in Milavitsa").

<u>Acquisition of Linret</u>

Silvano has purchased 100% of all shares of Linret from SIA Alta Capital Partners on 1 March 2006.

Lauma Lingerie

The predecessor of Lauma Lingerie - AS Lauma - was established in the 1960's in Liepaja, Latvia. From 1969, the enterprise was named "Lauma". By the end of the 1980's, Lauma's products were popular throughout the territory of the Soviet Union, and Lauma started exporting to Europe. The state enterprise "Lauma" was privatised in 1994, when it was reorganised into a joint stock company AS Lauma.

The turn of the century marked significant investments in manufacturing and quality. In 2000, large investments were made into Textronic knitting machines suitable for producing high class lace garments. In 2003, AS Lauma obtained the ISO 14001:1996 environmental standard certificate and the ISO 9001:2000 quality management certificate. By 2005, AS Lauma was exporting its products to over 20 countries and was one of the most significant enterprises in Latvia with around 1,500 employees.

Throughout the years, AS Lauma has engaged in both lingerie and fabrics businesses. The structure of AS Lauma's lingerie sales has undergone some changes in the recent years: in 2004, AS Lauma's sales of lingerie to Western Europe markets decreased due to discontinuation of sales to Neckermann (a German mail order company) and the drop in sales to Quelle (another German mail order company) and Adler (a retailer based in Germany and Austria) due to price pressure. At the same time, the Eastern markets remained stable and exhibited slight growth. In 2005, there was an increase of revenue from sales to both Western and Eastern markets.

In October 2005, AS Lauma decided to separate its fabrics operations from its lingerie business. To that end, AS Lauma established two new wholly owned subsidiaries – Lauma Lingerie (by way of a carve-out of the lingerie activities of AS Lauma), and SIA Lauma Fabrics (by way of a carve-out of the fabrics production activities of AS Lauma). Lauma Lingerie acquired the lingerie operations and related inventory and other non-current assets from AS Lauma on 16 December 2005 and started independent operations. Simultaneously, 492 employees of the lingerie operations of AS Lauma were transferred to Lauma Lingerie. Until November 2006, the administrative management of Lauma Lingerie was partially carried out by AS Lauma on the basis of a relevant service agreement. From November 2006, Lauma Lingerie is a fully autonomous entity directed by its management board. AS Lauma remains a provider of certain services such as IT support, technical assistance and accounting.

Milavitsa

In 1908, a Frenchman Francois Tournier founded a small haberdashery factory in Belarus. After the 1917 Russian revolution, the haberdashery factory of Francois Tournier was destroyed and the site remained out of operations until 1925, when the factory's former employees established a cooperative entity producing haberdashery. In 1929, a state haberdashery factory named "Beloruska" was built on the site. Having started with buttons and combs, the factory then switched to sewing garments. Since 1964, the factory has specialized in lingerie products. In 1968, the enterprise started to export a part of its output for the first time.

In 1991, the factory stepped up its branding efforts and was renamed to "Milavitsa". This marked the start of a turbulent decade of changes, privatisation, re-organisations and investments. The re-organisation was completed by registering Milavitsa under its current legal form and name in 2000, following the acquisition of Milavitsa's shares by foreign investors - Iluna Group SPA from Italy and the European Bank for Reconstruction and Development.

Milavitsa was the first Belarussian company to receive the ISO 9001 quality standard certificate in 1996. In 2003, Milavitsa became the largest exporter in Belarus and obtained the title "best exporter of the year". From 2003 to 2005, Milavitsa invested in modernizing its manufacturing line by acquiring a substantial number of sewing machines and warehouse equipment, as well as new cutting equipment. As of the end of 2003, Milavitsa had eight branches (seven retail trade stores and a canteen) and one subsidiary in Belarus (Gimil), as well as a representative office in Moscow. Starting from 2002 to present Milavitsa's sales have been constantly growing at 18-25% per annum.

In 2004-2005, Milavitsa began streamlining its distribution network. In the course of the process, Milavitsa transferred its wholesale operations in Russia to its newly-established subsidiary STK and its wholesale and retail activities in Belarus to another newly-established subsidiary - MTCB. In 2004, MTCB took over all of Milavitsa's retail store operations and related assets (except for the real estate) from Milavitsa. The Russian subsidiary STK was established to create a centralized sales organization in Russia dealing with Russian customers and coordinating all marketing activities in Russia. STK started sales in March 2005. In June 2005, STK acquired a 26% stake in MTCU in Ukraine. The stake in MTCU was acquired with the purpose of enhancing the distribution of Milavitsa's goods in Ukraine.

Linret

Linret was established in 2005 by SIA Alta Capital Partners. It serves as the base for the roll-out of the lingerie and women's apparel retail network in Russia and other CIS markets. To date, Linret has opened 19 "Oblicie" and five "PTA" outlets in various Russian cities and has in addition concluded a further 27 lease agreements with various shopping malls in Russia in order to secure premises for future "Oblicie" and "PTA" retail outlets.

Splendo Polska

The company was legally formed in June 2006 by way of a transformation of Splendo Polska Sp. jawna, a partnership established by two Polish private individuals in the end of the nineties. Splendo Polska operates the "Splendo Intime" lingerie chain including seven outlets.

Milestones

The most important milestones of the development of the Group are summarized below:

Year	Development (PTA Group)	Development (Silvano Group)
1908		A small haberdashery factory (the predecessor of Milavitsa) is established in Minsk
1944	The predecessor of the Company established in Estonia	
1960's		The predecessor of AS Lauma begins operations in Liepaja, Latvia
1962		Milavitsa becomes the only sewing enterprise in Belarus to specialize on the production of lingerie
1991		Re-organisation of the state owned sewing factory Milavitsa starts
1994	80% of the Company is privatised by its employees	State enterprise Lauma is reorganised and a joint stock company AS Lauma is established
1995	Privatisation of the remaining 20% of the Company is completed through a public offering of its shares	
1997	The Company is listed on the Investor List of the Tallinn Stock Exchange	
1998	Finnish subsidiary of the Company (Klementi Trading Oy) is established	
2000	Lithuanian subsidiary of the Company (UAB Klementi Vilnius) is established	Re-organisation of Milavitsa completed, over 20% of Milvaitsa's shares acquired by a foreign company Iluna Group SPA and the European Bank for Reconstruction and Development
2002	Bankruptcy of P.T.A. Group Oy (main client and parent company of the Company) Acquisition of control over the Company by AS Alta Capital, initiation of re-organisation process with focus on two independent business lines – the design, manufacturing and marketing of women's apparel, and subcontracting sewing services	
2004	Swedish subsidiary Klementi Trading AB and Latvian subsidiary SIA Vision acquired by the Company Cooperation started with a Lithuanian wholesale partner Apranga, the activities of the Lithuanian subsidiary UAB Klementi Vilnius suspended Development of "PTA" trademark and rebranding of chain stores	Milavitsa transfers its retail operations to subsidiaries STK in Russia and MTCB in Belarus
2005	Land and buildings of the Company disposed of in a sale and lease-back transaction Cooperation started with Finnish retail chain Anttila	Silvano established in Estonia Lauma Lingerie established by way of a carve-out of the lingerie activities of AS Lauma Linret established in Russia 26% of MTCU is acquired by STK
2006	Bankruptcy of Swedish subsidiary Klementi Trading AB Lithuanian subsidiary UAB PTA Prekyba and Ukrainian subsidiary TOV PTA Ukraine established Business name of the Company changed to PTA Grupp AS Manufacturing separated and transferred to a new subsidiary - AS Klementi	Acquisition of 100% of Shares of Linret and Lauma Lingerie and approximately 60% of Shares of Milavitsa by Silvano

Month	Developments Following Acquisition of the Silvano Group
10/06	Acquisition of the Silvano Group is completed
11/06	Shares of the Company are listed on the Main List of the Tallinn Stock Exchange
	Acquisition of Splendo Polska is completed by Silvano
03/07	Milavitsa completes buy-back of shares
04/07	The Company announces corporate re-organisation plan
05/07	Extraordinary General Meeting of the Company's shareholders approves the restructuring plan

Recent M&A and Capital Markets Activities

Acquisition of the Silvano Group

On 22 August 2006, the Company announced through the Tallinn Stock Exchange that a share swap agreement was concluded on 21 August 2006 between the Company and SIA Alta Capital Partners ("ACP"), under which the Company was entitled to acquire up to 100% shares of AS Silvano Fashion Group ("Silvano") together with certain subsidiaries of the latter. The transaction was made between related parties and constituted the acquisition of a significant holding within the meaning of the Rules of the Tallinn Stock Exchange. The subsidiaries of Silvano included the leading producer of lingerie in Belarus – Milavitsa, the leading producer of lingerie in Latvia – Lauma Lingerie, and a Russian retail company Linret.

The transaction was approved by the extraordinary General Meeting on 5 September 2006. In connection with the transaction, the extraordinary General Meeting resolved to increase the share capital of the Company by issuing 36,000,336 new ordinary Shares of the Company. The right to subscribe to such new Shares was given exclusively to the shareholders of Silvano.

Completion of the transaction took place on 16 October 2006 when 100% of all shares of Silvano were transferred to the Company. Information on the completion of the transaction was published by the Company through the information system of the Tallinn Stock Exchange. As a result of approximation, 13 new Shares were not subscribed to and the Management Board of the Company cancelled such new Shares on 17 October 2006. The increase of the share capital of the Company was registered in the Estonian commercial register on 26 October 2006. As a result of the transaction, the Company has acquired 100% of all shares in Silvano and thus became the ultimate parent company of all companies belonging to the Silvano Group.

Immediately following the completion of the transaction and with the registration of the issue of the new Shares in the Estonian commercial register, the ownership stakes of the existing shareholders of the Company represented approximately 5.1% of the total share capital of the Company. Some 94.9% of all Shares were held by the shareholders of Silvano who chose to exchange their shares in Silvano for Shares of the Company.

Listing on the Main List of the Tallinn Stock Exchange

Prior to the acquisition of the Silvano Group, Shares of the Company have been listed on the Investor List of the Tallinn Stock Exchange. In connection with the acquisition of the Silvano Group, the Company has applied for and was successful in listing of all its Shares (including the new Shares issued to the former shareholders of Silvano) on the Main List of the Tallinn Stock Exchange. All Shares of the Company were admitted to trading on the Main List of the Tallinn Stock Exchange from 17 November 2006.

Acquisition of Splendo Polska

On 15 November 2006, Silvano has concluded a share purchase agreement for the acquisition of a 100% stake in Splendo Polska, a Polish operator of a lingerie retail chain. 10% of the acquired holding was sold forward to a local co-operation partner of Silvano. At the moment of acquisition, Splendo Polska operated seven lingerie shops in Poland (of which three were in Warsaw and one in each of Krakow, Poznan, Gdansk and Bydgoszcz). Splendo Polska lingerie outlets sell quality lingerie from various suppliers.

The rebranding of the Splendo Polska retail outlets to "Oblicie" trademark may be carried out but has not been finally determined yet. Following the acquisition of Splendo Polska by Silvano, Splendo Polska outlets sell the output of Silvano's other subsidiaries (such as Milavitsa and Lauma Lingerie) in addition to the products sold by such outlets before the acquisition. For the time being, Splendo Polska will remain a separate unit within the Group, with the more specific strategy for its development to be defined in the third quarter of 2007.

The acquisition of Splendo Polska does not constitute an acquisition of a significant holding within the meaning of the Rules of the Tallinn Stock Exchange nor a significant gross change within the meaning of the Prospectus Regulation.

Increasing Participation in Milavitsa

In the period since the date of the TSE Prospectus, Silvano has carried out a buy-out offer to minority shareholders of Milavitsa, which lasted from 15 November until 15 December 2006. In the course of the offer, agreements have been concluded for the purchase of 331 shares of Milavitsa from minority shareholders. The purchased shares amounted to approximately 2.7% of the share capital of Milavitsa. As a result of the completion of the takeover bid to the shareholders of Milavitsa, Silvano's stake in Milavitsa increased to some 62.5%. The approximate cost of the takeover bid for Silvano was EUR 0.2 million.

In the beginning of 2007, Milavitsa has completed a share buy-back programme aimed at minority shareholders, during which a total of 2,353 shares of Milavitsa have been purchased for a price of ca 432 EUR per share, amounting to some 19.1% of Milavitsa's share capital. The shares purchased by Milavitsa back from its shareholders were cancelled pursuant to a decision of the general meeting of shareholders of Milavitsa dated 23 March 2007 and deleted as from 17 May 2007.

As a result of the aforementioned transactions, the Company's wholly-owned subsidiary Silvano now holds a 78.3% holding in Milavitsa (7,704 shares). As a result of the restructuring of the Group (see "General Corporate Information and Shares"), such holding will be transferred to the Company.

Sales and Distribution

"PTA" Brand

"PTA" branded products are marketed through the Group's own retail chain (including outlets operated by PTA Grupp AS through its subsidiaries and those operated by Linret), as well as through third party wholesalers. Currently, there are a total of 19 PTA shops with a total area of 4,191 m^2, of which five shops with the total area of 998 m^2 are operated by Linret.

The PTA retail chain in Russia is operated exclusively by Linret, which also manages the PTA Russian customer loyalty programme. In addition, one 100 m^2 store is operated in Latvia together with Lauma Lingerie in Liepaja (selling both "PTA" and Lauma Lingerie's branded products).

At the date of this Prospectus, the PTA Group itself operates a total of 14 retail outlets (8 in Estonia, four in Latvia and two in Lithuania) with the total area of 3,193 m^2, of which three were opened in 2007 (two in Lithuania and one in Latvia). All other outlets (i.e. all outlets opened in Russia) are operated by Linret.

In financial year 2006, close to 71% of all sales of "PTA" branded goods were made through "PTA" branded retail outlets (both those operated by the PTA Group and those operated by Linret). The remaining 30% of "PTA" branded goods were sold to wholesale partners primarily in Estonia (the biggest Estonian partner is Tallinna Kaubamaja), Lithuania (Apranga) and Finland (Anttila). As a rule, wholesale partners submit their orders on season by season basis.

The table below presents the top three buyers of PTA Group's own production, the value of their purchases and their share in PTA Group's sales revenue in 2006. The share of other customers in the revenue of the PTA Group is relatively insignificant.

Buyer	Destination	Sales (thousand EUR)	% of revenue in 2006
Antilla	Finland	590.7	8.2
Apranga	Lithuania	184.9	2.6
Tallinna Kaubamaja	Estonia	144.4	2.0

In terms of sales through own retail channels, the importance of Linret is constantly growing, with sales in 2006 at some EUR 137,000, and sales in the first quarter of 2007 already at some EUR 353,000.

Lingerie Brands

Lauma Lingerie

The majority of Lauma Lingerie's lingerie sales are to the Russian market. In 2006, the sales to Russian ultimate buyers made up approximately 48.6% of the sales of Lauma Lingerie's own products, sales the Baltic states amounted to about 15%.

The table below presents the top five buyers of Lauma Lingerie's own production, the value of their purchases and their share in Lauma Lingerie's sales revenue in 2006.

Buyer	Destination	Sales (thousand EUR)	% of revenue in 2006
Mercia Distribution	UK	1,727.3	14
Co-Star Enterprises LLC	Russia	1,488.5	12
J.F Con GmbH (Adler)	Germany	948.1	8
Integral (via Co-Star)	Russia	599.7	5
Rockfield Holding (via Co-Star)	Russia	531.8	4

Out of the total sales of some EUR 12.4 million in 2006, it appears from the above that sales to the top five buyers made up close to 43% (or close to 58% of revenue from sales of own brands, disregarding sewing subcontracting services).

The biggest buyer of Lauma Lingerie's output is Co-Star Enterprises LLC ("Co-Star"), which acts as a wholesaler and retailer of lingerie in Russia. Furthermore, Co-Star also intermediates Lauma Lingerie's sales to other Russian buyers including Linret. Lauma Lingerie and Co-Star have entered into a sales agreement whereby Lauma Lingerie informs Co-Star of the available models and prices and Co-Star orders Lauma Lingerie's products in accordance with the same. Deliveries occur from Lauma Lingerie's warehouse in Liepaja on Ex-Works basis and Co-Star pays for the goods within 60 days from delivery.

The same sales agreement applies with regard to sales intermediated by Co-Star to other Russian buyers to which Co-Star supplies Lauma Lingerie goods. The Russian buyers who use the services of Co-Star to purchase Lauma Lingerie's products pay to Co-Star for the transportation of goods and for settling customs formalities. Some buyers pay for the goods directly to Lauma Lingerie, while some payments pass through Co-Star. The Russian buyers purchasing through Co-Star submit orders directly to Lauma Lingerie. Discounts that are provided by Lauma Lingerie are dependent on the volume of orders from the particular buyer and are determined on the basis of the sales to the entity which is the ultimate buyer of the goods and not on the basis of the total revenue from sales to Co-Star.

Deliveries from Latvia are currently organised through a third-party agent (Co-Star) primarily due to the cumbersome customs formalities associated with imports from the EU to Russia. The current agreement with Co-Star is valid until 31 December 2007.

Due to the fact that the "Oblicie" retail chain was not yet fully rolled out in 2006, Lauma Lingerie's sales to Linret amounted only to some EUR 263,000 in 2006 (about 2% of the Lauma Lingerie's sales). Sales from Lauma Lingerie to Linret are carried out with the aid of Co-Star. Sales to Linret are growing steadily, with sales of some EUR 106,000 in the first quarter of 2007 alone.

In 2006, Lauma Lingerie has implemented a discount policy pursuant to which Lauma Lingerie determines the discount rate applicable to each buyer individually twice a year on the basis of the buyer's average monthly purchases and payment terms. The discount rates awarded to its top buyers are in the range of 18 - 26%.

With respect to the Baltic markets, Lauma Lingerie has numerous smaller dealers and co-operation partners marketing Lauma Lingerie's products in Estonia, Latvia and Lithuania. In addition, Lauma Lingerie has two specialised lingerie shops in Latvia (in Liepaja and in Riga) with the total area of some 320 m^2. Some EUR 282 in revenue was generated through own retail outlets in 2006. There are currently no plans to develop a specialised chain for the Lauma Lingerie's products in the Baltic states.

<u>Milavitsa</u>

The principal target market of Milavitsa's products is Russia, which represented 62% of the total sales of Milavitsa in 2006, with Belarus and Ukraine following with 22.9% and 7.5% respectively. Historically, Milavitsa's products in these countries were distributed primarily through Milavitsa's general distributors, who are subsidiaries or associated companies of Milavitsa. Additionally, Milavitsa deals directly with several Belarussian department stores. In other countries, Milavitsa's products are sold through dealers and distributors, as well as through catalogues. Lately, the tendency is towards the increase of sales through the "Oblicie" network operated by Linret, with goods sold by STK to Linret and realised by the latter amounting to EUR 0.15 million in 2006 and to EUR 0.29 million in the first quarter of 2007 alone.

The table below presents the top three buyers of Milavitsa and their share in the total lingerie sales of Milavitsa during 2006. The share of all other individual purchasers in the structure of Milavitsa's sales is not significant:

Buyer	**Destination**	**Sales (thousand EUR)**	**% of total revenue in 2006**
STK	Russia	33,676	62.0
MTCB	Belarus	8,181	15.1
MTCU	Ukraine	4,091	7.5

As a rule, Milavitsa ships lingerie from the central warehouse of Milavitsa in Minsk on Ex-Works basis (goods are collected and transported by the buyer), except for deliveries to STK in Moscow, in the case of which Milavitsa itself arranges the transportation of goods with the help of a subcontractor.

Milavitsa implements a discount policy on its sales to long-term partners in order to assist their retail activities. Compared to smaller distributors and dealers, higher discounts (17%) are granted to STK and MTCU with the aim to partially cover marketing expenses of the same on the promotion of Milavitsa's brand. In addition, special discount is offered as an incentive for clients working on prepayment basis.

As a rule, Milavitsa's general distributors such as STK and MTCB use standard agreements with their trade partners. Normally, such agreements are concluded for one year. Payment terms vary from 20 to 60 days, some buyers (usually new buyers) operate on prepayment basis. Most trade partners of Milavitsa are long-term partners with high reliability and significant ties to Milavitsa.

Sales in the Russian Federation. Sales of Milavitsa's lingerie to the Russian market are carried out through STK, representing 62% of Milavitsa's lingerie sales revenue in 2006. STK is a 100% subsidiary of Milavitsa and it conducts all Milavitsa's distribution activities in Russia, including sales to Linret. STK sells the goods purchased from Milavitsa forward to various retailers including Linret, the operator of the "Oblicie" retail network and to ZAO Torgovij Dom Milavitsa, a Moscow-based lingerie retailer with 27 retail outlets (total space over 1,800 m^2), in which Milavitsa currently holds a 25% ownership stake. Other major buyers include OOO Torgovij Dom Milavitsa-N (a Novosibirsk-based retailer in which Milavitsa also holds a 25% ownership stake) and various third parties. Milavitsa intends to continue conducting sales through STK in the observable future.

Sales in Belarus. The Milavitsa's retail chain in Belarus is operated by MTCB, which is a 51% subsidiary of Milavitsa. Milavitsa transferred all its retail assets to MTCB in 2004 with the exception of real estate, which MTCB leases from Milavitsa. The remaining 49% of shares of MTCB are held by a French company France Style Lingerie SARL, which is Milavitsa's co-operation partner with respect to the brand "Alisee" and in the development of the retail chain in Belarus. Milavitsa deals directly with Belarussian wholesale partners such as certain larger department stores.

Sales in Ukraine. In June 2005, STK acquired a 26% ownership stake in MTCU (a Ukrainian distributor). The remaining shareholders are Fashion Management Group, UK (64%) and Classicom Ltd, a company owned by the management of MTCU (10%). A stake in MTCU was acquired with the purpose of enhancing the distribution of Milavitsa's goods in Ukraine.

Brand licensing. In addition to the distribution through subsidiaries and affiliates, Milavitsa licenses its brand to a notable number of retail stores in the CIS and elsewhere (in total, approximately 105 outlets including 27 in Moscow). The company is currently reviewing its licensing policies and intends to reorganise relationships with licensees in the near future.

Sewing Subcontracting

The Group's revenue from sewing subcontracting services and other activities not related to apparel and lingerie amounted to EUR 2.6 million in 2006, representing 3% of the Group's total revenue in 2006 based on the Unaudited Pro Foma Financial Information. Sewing subcontracting services represented 15.7% of the revenue of the PTA Group, 25.3% of the revenue of Lauma Lingerie and 0.8% of the revenue of Milavitsa.

It must be noted that sewing subcontracting services are provided *inter alia* within the Group, in particular from Milavitsa to Lauma Lingerie (Milavitsa produces some "Lauma" branded lingerie). Lauma Lingerie delivers raw materials to Milavitsa, who sews lingerie products under the Lauma brand. Lauma Lingerie arranges and pays for the transportation of raw materials to Milavitsa as well as for the transportation of readymade goods back to Latvia. Services of Milavitsa are charged to Lauma Lingerie on a by-minute basis and on arm's length conditions. The share of sewing subcontracting services in Milavitsa's sales is nevertheless marginal. Milavitsa does not provide sewing subcontracting services to any other partners in addition to Lauma Lingerie.

In 2006, Lauma Lingerie (which currently accounts for the main bulk of the subcontracting services provided by the Group) provided subcontracting services to four co-operation partners from the Great Britain (Lord Wholesale Co, TK Maxx, Mercia Distribution Ltd and Enmar Ltd) for the total amount of approximately EUR 1.8 million, which made up about 14.4% of the total sales of Lauma Lingerie. The majority (over 97%) of the subcontracting services were provided by Lauma Lingerie to Mercia Distribution Ltd. The agreement with the latter provides that Lauma Lingerie delivers ready-made products to Derby, Great Britain, according to delivery terms DDU Derby. The client pays 50% of the invoice amount within 30 days from the day of receiving the goods and 50% of the amount within 60 days. The minimal order batch is 1,000 pieces of each model and 500 pieces of each colour. The agreement is valid until 31 December 2007.

Linret

Linret is operating a multi-brand store chain under the brand name "Oblicie" as well as a chain of "PTA" stores. The "Oblicie" retail chain is targeted to consumers of middle and upper middle income level. Compared to competitors, "Oblicie" stores sells a bigger portion of classic collections. At the same time, the average cheque sums in "Oblicie" stores are expected to remain 15 - 20% lower than in competing retail chains in the target segment.

Currently, "Oblicie" stores sell four brands – "Milavitsa", "Alisee", "Lauma", and "Laumelle", as well as complementary products of different brands (nightwear, hosiery, etc.). Further development of the retail chain will entail further extension of its brand portfolio.

In 2006, almost 92% of all products sold in "Oblicie" stores comprised trademarks of Milvaitsa (67% of total sales) and Lauma Lingerie (25% of total sales). In the first quarter of 2007, this proportion remain largely the same (with Milavitsa amounting to 62% of all sales and Lauma Lingerie amounting to 29% of all sales)

"Oblicie" shops are furbished in accordance with a uniform design and they are virtually identical in terms of product range, thus laying down the basis for brand recognition as more stores are opened. The interior design concept represented by a combination of advanced finishing materials and textile drapery has been developed by a British design studio Project-X Design.

Linret also operates a chain of "PTA" shops in Russia (which in the future will be extended to other CIS countries).

Product Development and Marketing

PTA Brand

The clothes marketed under the “PTA” brand are designed primarily to meet the demands of modern women in the age of 30 to 50. The “PTA” branded clothes are targeted to offer tailored fine-quality business wear combined with casual clothing items to achieve a relaxed look for business. To meet the expectation of its customers, the “PTA” brand offers fashionable and comfortable clothes at an attractive combination of the best Nordic quality and reasonable price.

In order to be able to remain competitive, efforts are constantly being made to provide better services to customers and to expand the clientele. In the first half of 2006, the Company launched a loyal customer program in Estonia, and Latvia which attracted nearly 27 thousand customers by the end of the first quarter of 2007 (and close to 3,200 customers in Russia). In addition to its potential for increasing the loyalty of customers, the loyal customer program is also an effective direct marketing channel and allows for measuring the effectiveness of marketing campaigns. Within the framework of the program, loyal customer cards were launched. The card gives customers who own the card a 5% discount from all purchased items and enables them to benefit from a number of special offers. Loyal customers receive “PTA” monthly newsletters containing information about new collections, campaigns and special offers.

Lingerie Brands

Lauma Lingerie

Lauma Lingerie’s products have traditionally been marketed under the established trademark “Lauma”. Recently, Lauma Lingerie has started developing the new brand “Laumelle”. The products marketed under the “Lauma” brand are generally considered to be in the group of upper mainstream lingerie, its target customers are women in the age group of 26 - 45. Lauma Lingerie plans to maintain this product positioning for the “Lauma” brand.

The brand “Laumelle” is targeted to younger women normally below the age of 25 and it has recently been introduced. By increasing the range of available products, Lauma Lingerie hopes to capture a bigger market share in the relevant lingerie markets in general and increase its revenue through broader-based sales. The launch of the “Laumelle” brand proved very successful, with sales of “Laumelle” amounting to 18% of sales of all Lauma Lingerie brands in 2006. Lauma Lingerie plans to continue developing five to six new lingerie collection per season targeted to young customers.

The development of the “Bellita” brand aimed at lower market segments has recently been discontinued due to low interest from customers.

In 2006, Lauma Lingerie also started developing two new brands – “Lauma Aqua” and “Laumelle Aqua” to enter the swimwear market where it was not active before 2006. In 2007, Lauma Lingerie will be offering three different swimwear collections under these brand names.

As a rule, Lauma Lingerie’s collections are developed in two seasons per year – the spring/summer collections and the autumn/winter collections. On aggregate, Lauma Lingerie is aiming to develop ten to fifteen collections per each season. Since 2006, Lauma Lingerie’s new collections are designed and constructed by a French designer Eric Leroy with whom an exclusive co-operation agreement has been signed until the end of 2007.

Lauma Lingerie’s products are advertised primarily through fashion, beauty and lifestyle magazines as well as at fashion shows. Posters are displayed in shops.

Milavitsa

Milavitsa develops and introduces over 300 newly-styled products every year (the average development cycle of new products is ten to eighteen months). With the implementation of the Group’s strategy aimed at creating a vertically integrated business, Milavitsa is seeking to capture a broad-based clientele with trademarks aimed at lower, middle and higher market segments.

Historically, the majority of Milavitsa’s lingerie sales revenue came from the sales of Milavitsa’s classic brands which include traditional models that do not change substantially from year to year. At the moment, Milavitsa has a number of professional designers, constructors and technologists working on the development of new products. At the end of 2005, Milavitsa introduced a new brand – “Aveline” – to establish a presence in the lower market segment without causing a negative effect on the reputation of the Milavitsa core brands. Milavitsa also co-operates with French designers in developing the “Alisee” brand (licensed from France Style Lingerie SARL and introduced in 2004) targeted to the more demanding customers mainly in CIS countries, and with Italian designers to develop swimwear.

In 2006, the “Milavitsa” branded classic lingerie remained the sales leader amounting to 95% of the total revenue. The company expects the share of classic lingerie reduce to approximately 90% of all sales in 2007 with growth in favour of the “Aveline” and “Alisee” brands.

The share of the “Alisee” brand in total sales is expected to remain stable at some 2%, with the increase of sales in absolute numbers matching that of the total increase in sales. The most significant growth is expected in the more affordable brand of “Aveline”. The “Aveline” brand is not sold in specialized lingerie shops and is aimed primarily at clothing markets and hypermarkets, competing with Polish, Chinese, Korean and Turkish brands. The first deliveries of products marketed under the “Aveline” brand were made in April 2006. The launch of this brand was successful in all Milavitsa’s main target markets and the sales have exceeded initial plans: the share of the “Aveline” brand in the total sales during the nine months of 2006 since its launch reached 6% of sold units and 3% of revenue. Significant growth in this brand is also expected in 2007.

Milavitsa spends about 2% of its sales revenue each year (in 2006 - around EUR 1.09 million) on marketing and sales promotion. In addition, the distributors and dealers are responsible for marketing Milavitsa’s products, whereas Milavitsa supports and participates in certain selected marketing actions. To the highest extent, Milavitsa is involved in the marketing of its own products in Belarus. The Belarussian law currently in force limits the deductibility of marketing expenses for tax purposes, with permitted thresholds tied to turnover and amounting to slightly above 2% for companies with turnovers comparable to Milavitsa’s.

Milavitsa’s products are advertised primarily in fashion, beauty and lifestyle magazines and on TV, but also in industry magazines and at fashion shows. In Belarus and Ukraine (where the brand is well-known), outdoor adverting is also used from time to time. In addition, posters and displays are provided for in-store use by retailers.

Linret

As Linret is active only in the field of retail level, its marketing activities are targeted solely to end-customers. Linret runs advertisements of its shops at the local level in the geographical areas where it has already opened “Oblicie” shops. Billboards, radio adverts and other forms of direct advertisement may be used from time to time according to necessity. Recently, Linret has also introduced a client loyalty card system to step up its indirect marketing efforts. To date, the loyalty programme has attracted over 21,200 customers. The loyalty card allows discounts for loyal customers, the amount of which depends on the value of the purchases and may range from 5% to 15%. Since recently, the Group aims to include a reference to the “Oblicie” network (*e.g.* “sold in Oblicie shops”) in most forms advertising for Lauma Lingerie and Milavitsa products.

Licensing and Compliance

EU, CIS, Russian Federation

With the exception of Belarus (see below), as a general rule no specific licenses are required for the Group entities to conduct their everyday business as presently conducted. Local requirements applicable to the condition of the manufacturing and retail premises as well as to other aspects of the Group’s business vary, but in general the administrative burden is not considerable. The entities of the Group aim to at all times comply with all material requirements which are in place in the jurisdictions concerned, as relevant to their respective businesses. At this time, there are no pending administrative proceedings that may have a material adverse effect on the condition of the Group or its business.

Belarus

General information

In comparison with other jurisdictions where the Group currently operates, Belarus stands out in terms of stricter administrative requirements and heavier administrative burden. A majority of the requirements imposed on private undertakings are of general application with no specific ties to a particular industry or field of activities.

The Belorussian entities of the Group (primarily Milavitsa) hold a number of licenses issued in connection with various activities, including licences to sell alcohol and tobacco products, provide construction services and project management services, medical services, services in the field of industrial safety, communication services and logistics services for passengers and goods. Historically, Milavitsa supports a certain welfare infrastructure for the benefit of its employees and this requires it to from time to time engage in activities that are not directly related to its main lines of business.

Performance targets

Each year Milavitsa receives certain performance targets from the Republic of Belarus and local authorities that need to be met. These are developed based on the overall trends in the Belarussian economy and distributed between various companies, whether state or privately owned. These performance targets may concern primarily the following key areas: (i) production volume (an increase of production volume may be required compared to the production volume of the previous year), (ii) gross margin, (iii) caps on domestic price increases for existing products (e.g. a maximum of 0.6% per month for existing products – while at the same time there are no regulations for pricing of new products).

The inability of a company to fulfil set objectives would normally not cause significant adverse consequences to the company. Instead, the management of the relevant company will be required to report on the reasons for non-performance. According to Belarussian law, there are no grounds for sanctions based on the failure to meet performance targets unless the company in question is (partially) owned by the state or is being subsidised by the state, neither of which is true for Milavitsa.

Milavitsa has so far been successful in meeting the performance targets imposed by the Belarussian authorities. In particular, the targets with respect to production volume in various product classes have in 2006 been exceeded by 7-8%, with respect to export volumes by 12% and with respect to salaries by 16%.

"Golden share"

In March 2004, the President of the Republic of Belarus introduced legislation effectively granting the Belarussian state the right to exercise majority vote in any company with current or former state participation by introducing a "golden share". The officially declared purpose of the "golden share" regulation was to ensure the interests and security of the state, the effective operation of the economy and the protection of the rights of citizens of Belarus through encouraging effective administration of companies that are based on state-owned assets (including privatised companies such as Milavitsa).

The "golden share" is a form of state participation in the ownership of a company with a single share that grants a majority vote in all circumstances. To the best of the Company's knowledge, the "golden share" right has so far been exercised in approximately 16 companies operating in the Republic of Belarus (of the total of some 16,000). Such companies were mostly operating in business areas that were strategically important for the state (e.g. an oil refinery), had significant financial problems and/or an unclear shareholder structure.

Milavitsa is generally under the supervision of the Belarussian Ministry of Light Industry ("Bellegprom") to which regular contributions must be made based on turnover. Contributions are based on the annual turnover of Milavitsa and may reach some EUR 50,000 per year at current production levels. In addition to said contributions, Milavitsa occasionally receives invitations to support certain organizations on a charitable basis (e.g. the hockey team of Belarus) or participate in governmental visits to foreign countries.

Suppliers

PTA Brand

The products marketed under the PTA brand are designed by an internal product development team. Classic style products of "PTA" brand (women's suits and woollen coats) are manufactured mainly in Estonia, while the casual style products are mainly manufactured in China, but also in Turkey and Pakistan, and these are bought in as ready-mades. During 2006, about 36% of the PTA Group's products were manufactured in Estonia, the remaining 64% were outsourced to various foreign suppliers. Out of the Estonian production, approximately 66% was manufactured by the PTA Group itself while 34% of the production capacity was outsourced to other Estonian sewing enterprises. The materials used for the products manufactured in Estonia (primarily fabrics) are delivered mainly by European suppliers. The structure of the supplies is rather fragmented; therefore, the Company is not highly dependent on the supplies of any specific suppliers.

Lingerie Brands

Lauma Lingerie

Raw materials comprise over 50% of Lauma Lingerie's costs of goods sold. The raw materials necessary for the production of lingerie are mainly fabrics having varying textures, colours and other physical and aesthetical features. At the same time, various accessories and haberdashery products also constitute relevant inputs for lingerie. Besides raw material, labour costs constitute another significant part of Lauma Lingerie's costs. Due to the increasing labour costs in Latvia, Lauma Lingerie is increasingly outsourcing sewing services to co-operation partners from countries where labour costs are generally lower.

The top five of Lauma Lingerie's suppliers in the financial year 2006 together with trade volumes as well as the share of the respective suppliers in the total supplies are presented in the table below:

Supplier	Country	Type of supplies	Volume in 2006 (thousand EUR)	%
Lauma Fabrics	Latvia	Materials	2,863.6	36
Potencier Broderies	France	Materials	620.1	8
Arta-F	Latvia	Accessories	437.5	6
Corvett-Spitzen GMBH	Germany	Materials	184.6	2
Vita Baltic International	Lithuania	Materials	169.6	2

As follows from the above, SIA Lauma Fabrics is the key supplier of Lauma Lingerie, while the share of other suppliers in the total supplies of Lauma Lingerie is considerably lower. SIA Lauma Fabrics is a 100% subsidiary of AS Lauma, which in turn is a subsidiary of the Principal Shareholder.

The co-operation with SIA Lauma Fabrics is advantageous to Lauma Lingerie, in particular in terms of price competitiveness and easy delivery conditions, as the fabrics production facilities of SIA Lauma Fabrics and lingerie production facilities of Lauma Lingerie are currently located in the same building.

Lauma Lingerie concluded the current fabrics purchase agreement with SIA Lauma Fabrics in January 2006. The agreement is entered into for an unspecified term. The prices charged by SIA Lauma Fabrics to Lauma Lingerie are based on the arm's length principle and are equal to those charged by SIA Lauma Fabrics to third parties. For instance, prices charged by SIA Lauma Fabrics to Lauma Lingerie are equal to those charged by SIA Lauma Fabrics to Milavitsa, which is the largest customer of SIA Lauma Fabrics (and which until 2006 was unrelated to SIA Lauma Fabrics).

Lauma Lingerie does not have long-term contractual relationships with West-European suppliers. The pricing and quantities of such supplies as well as the division of transportation costs are set on order basis.

During financial year 2006, Lauma Lingerie outsourced some sewing services (in total some 478,000 pieces) from various co-operation partners. The largest share of the outsourced sewing services (over 47%) was provided by Milavitsa. During the second half of 2006, Lauma Lingerie has started co-operation for further outsourcing with two new co-operation partners – Tin Chun from Hong Kong and Aura from Ukraine.

Milavitsa

Raw materials comprise the key part (over 60%) of Milavitsa's costs of goods sold. The most important input in the production of Milavitsa's lingerie is fabrics, constituting approximately 60% of the total raw material costs. Accessories make up for about 35% of the costs of raw materials and other materials make up about 5%. Labour costs, including subcontracting services (but excluding overheads), normally make up not more than 15% of the production costs. The division of labour costs is approximately 15% for cutting and accessories preparation, 82% for sewing and 3% for packaging. In 2006, sewing services were outsourced from subcontractors to the extent of over 46% of all output of Milavitsa. The structure of the costs of goods does not change substantially from year to year.

The top ten of Milavitsa' suppliers in 2006, the volume of trade with such suppliers as well as their share of the total supplies are presented in the table below.

Supplier	Country	Type of supplies	Volume in 2006 (thousand EUR)	%
Lauma Fabrics	Latvia	Lace, elastic materials, embroidery	7,016	33.2
Iluna Group	Italy	Lace, elastic fabric, seamless	3,586	17.0
Antineja	Belarus	Cups, accessories, laminated fabric	1,212	5.7
Arta F	Latvia	Wires, accessories	1,210	5.7
Sorhat	Belarus	Accessories	1,060	5.0

As illustrated by the above, the top five suppliers of Milavitsa make up over 66% of its total purchases of raw material. Over 50% of the supplies are provided by two key suppliers – SIA Lauma Fabrics and Iluna Group. The loss of such key suppliers, in particular SIA Lauma Fabrics, would have a notable negative effect on Milavitsa's business. Substitutes for these supplies would be difficult to find and Milavitsa's products would have to be re-developed based on alternative fabrics and other materials. Market success of such new products would not be guaranteed. Moreover, prices of alternative supplies would likely be higher, especially in case of alternatives to SIA Lauma Fabrics' products. The current agreement between Milavitsa and SIA Lauma Fabrics is valid until 15 March 2008.

During 2006, Milavitsa outsourced a substantial share of sewing work to five Belarussian co-operation partners (subcontractors). Milavitsa performs cutting of materials and assembly of material parts in its own facilities, then sending the parts to subcontractors for sewing and subsequently performing quality control and packaging by itself. The number of subcontractors has risen to eight by the date of this Prospectus, and the company expects to outsource approx. 57% of its production to Belarussian subcontractors in 2007. In the future, Milavitsa expects to continue growing its production output largely on account of subcontracting.

The agreements with subcontractors are usually concluded for one year and these can be prematurely terminated subject to one month's notice. The average cost per minute does not differ from subcontractor to subcontractor. Current subcontractors are already working near their maximum producing capacity, for which reason Milavitsa is constantly working on finding more potential co-operation partners who could provide sewing services to meet the growing demand and increasing quality requirements.

Retail

As the retail outlet chains operated by Linret ("Oblicie" and "PTA" chains) are selling primarily the products of Milavitsa, Lauma Lingerie and the PTA Group, these companies are the main of suppliers of Linret. Milavitsa's products are supplied to Linret by Milavitsa's subsidiary STK. Milavitsa organises the transportation of goods to STK and the latter then organises local deliveries in Moscow and Russia in general. Thus, Milavitsa itself does not currently have a direct contact with Linret. Because of the customs formalities, the products of Lauma Lingerie are bought by Linret in co-operation with Co-Star Enterprises LLC, an intermediary. Cooperation with customs intermediary Telma (active in 2006) was recently discontinued. The PTA Group supplies goods to Linret through Klementi Trading Oy.

The "Splendo Intime" chain operated by Splendo Polska sells lingerie by different manufacturers; however, Milavitsa is currently already the top supplier of Splendo Polska.

Intellectual Property

"PTA" and Related Brands

Approximately 2000 new articles of clothing produced under the trademark "PTA" are developed and protected with copyright every year. In addition to "PTA" trademark collections mentioned above, women's coat collections under the trademarks "Master Coat" and "Piretta" and collections of light clothing marketed under "MalliMari" trademark are designed and produced mainly for marketing in the Scandinavian market.

The PTA Group markets its products mainly under the following trademarks registered and protected in Estonia – "REGINA", "AVANTÉ", "PTA", "AVENUE" and "Piretta". Registered trade mark "KLEMENTI" has in addition to the Estonian Register of Trademarks been registered internationally under the Madrid Agreement Concerning the International Registration of Marks and the Protocol Relating Thereto and is also protected in the Russian Federation and Lithuania.

Trademarks "PTA", "Master Coat", "MalliMari" and "Avenue" previously owned by P.T.A. Group Oy were acquired by the Company in 2002 following the bankruptcy of P.T.A. Group Oy. However, the international registration procedure of the same is currently pending.

The Company is currently using the following significant registered domain names: "www.pta.ee", "www.klementi.ee" and "www.ptafashion.com". Such domains are duly registered in the name of the Company.

Lingerie Brands

Milavitsa, being the largest lingerie manufacturer on the territory of the former Soviet Union, is constantly engaged in product development. Milavitsa employs numerous professional designers, constructors and technicians and is working in tight co-operation with French and Italian designers, which contribute to the ability of Milavitsa to introduce over 300 new styles protected with copyright every year.

The output of Milavitsa is mainly sold under the registered trademarks of "Milavitsa", "Aveline" and "Alisee". "Milavitsa" trademark is the main internationally registered trademark owned and used by Milavitsa for marketing lingerie and swimwear in all major markets in which it operates. Among other countries, the trademark "Milavitsa" has been registered and is protected also in Estonia. The trademark "Alisee" is currently protected in the European Union, Belarus, Russian Federation, Latvia, Lithuania, Ukraine, Turkey and some other countries. "Alisee" brand is used for marketing the more exclusive collections developed by Milavitsa. The "Aveline" brand name has been registered as a trademark in 2006 and is used for marketing of lower-priced products.

The main trademarks used by Lauma Lingerie are "Lauma", "Laumelle" and "Lauma Lingerie". All the referred trademarks have been duly registered and the protection of all trademarks has been secured in Latvia. Furthermore, trademark "Lauma Lingerie" is also protected internationally in Denmark, Estonia, Finland, Lithuania, Norway, Sweden, UK, Russia, Ukraine and Belarus.

Milavitsa is currently using the following significant registered domain names: "www.milavitsa.com", "www.milavitsa.by", "www.milavitsa.eu" and "www.alisee.by". STK is registered as the user of the domain name "www.milavitsa.ru". Lauma Lingerie is the registered user of domain names "www.laumalingerie.lv" and "www.laumalingerie.com".

Retail

Linret is the owner of the "Oblicie" trademark used to operate the retail network for Milavitsa and Lauma Lingerie's products in Russia. The "Oblicie" trademark is currently registered in Belarus, Russia, Estonia, Finland, France, Italy, Lithuania, Latvia, Moldova, Poland, Sweden and Ukraine. Should the "Oblicie" network be expanded to other countries in the future, the "Oblicie" trademark will be registered and used in other counties as well.

Other Intellectual Property

None of the Group companies own any patents, utility models or geographical indications, nor hold or use any material proprietary industrial and/or intellectual property rights with respect to which they would have not filed a patent, trademark or other respective application. Various types of software programs are used in the everyday operations of the Group companies, for which license agreements are duly in place.

Real Estate and Leased Premises

The PTA Group

The PTA Group does not own real estate. In 2005, the management of the PTA Group decided that owning real estate does not correspond to the long-term strategy of the PTA Group and a sales and disposal of the same would provide the PTA Group with a valuable source of funding in order to complete the turnaround of its business and support the reduction of the loan burden.

As a result of the above, the Company sold its current Estonian office building located at Akadeemia tee 33, Tallinn, Estonia (total area of 1,932 m^2), a production facility located at Kadaka tee 179, Tallinn, Estonia (total area of 8,937 m^2) and a logistics and warehouse building located at Kadaka tee 179A, Tallinn, Estonia (total area of 2,328 m^2), to OÜ Baltek Arendus in December 2005 in a sales and lease-back transaction. The Company leases these premises from the purchaser since January 2006. The ownership of the premises has been further transferred to AS Tiigi Keskus in April 2006. This did not, however, affect the validity of the lease agreement nor its terms, since the lease agreement is registered in the Land Register, the effect of which is to ensure that each new owner of the real estate complies with the terms of the lease agreement. The lease agreement is concluded for a term of three years from the registration of the lease agreement in the Land Register, i.e. from 9 February 2006. Thus, the lease agreement is valid until 9 February 2009. The term can be further extended for up to one and half years.

In addition to the above, entities belonging to the PTA Group have entered into a number of lease agreements with respect mostly to various retail premises in the Baltics and office premises in Finland, Latvia and Lithuania. Most retail premises are located in big shopping centres. As a rule, the lease agreements have been concluded with the owners or operators of the shopping centres on arm’s length basis. At the moment, a total of 15 lease agreements are in place excluding the aforementioned office premises.

Lauma Lingerie

Lauma Lingerie does not own real estate, but leases all its premises. By the date of this Prospectus, Lauma Lingerie has concluded two lease agreements with respect to Latvian retail properties. The production, office and warehouse premises at Ziemelu iela 19, Liepaja, Latvia (the main operational site of Lauma Lingerie) with the total area of 8,612 m^2 are leased from AS Lauma. The lease agreement is valid until 31 December 2007. The agreement can be prematurely terminated by both parties subject to six months’ prior notice. The parties have reached a tentative agreement for prolonging the lease contract for at least the next year following the expiry of the current term.

Milavitsa

Milavitsa owns a total of 11 buildings, which were mostly privatized in the course of the privatization of Milavitsa. The principal item of real estate is Milavitsa’s production, office and warehouse facilities in Minsk with the total area of approximately 20,000 m^2. In addition to that, Milavitsa owns nine retail outlets in Belarus with the total area (retail and warehouse space) of some 4,200 m^2 and a warehouse and administrative building in Minsk of some 2,100 m^2. The retail outlets are leased to Milavitsa’s Belarussian subsidiary MTCB which operates Milavitsa’s retail chain in Belarus. Following the establishment of MTCB, Milavitsa subleased all its shop premises to MTCB and does not operate its retail outlets itself. Milavitsa leases a further four retail outlets in Belarus which are also subleased to MTCB which operates the retail outlets there.

The existing two warehouses of Milavitsa in Minsk have a capacity of approximately 1.7 million stock units. In order to avoid shortages in warehousing capacity, Milavitsa is currently looking for opportunities to expand its warehousing capacity by leasing or acquiring additional premises.

Milavitsa also manages two dormitory buildings in Minsk which are owned by the Republic of Belarus. Milavitsa is legally responsible for maintaining the buildings. The dormitory buildings are mainly occupied by the employees of Milavitsa, who bears the ultimate costs of maintaining the dormitories. Utilities are compensated by inhabitants.

Linret

Linret does not own real estate, but leases all premises on which “PTA” and “Oblicie” retail outlets are or will be operated. Linret’s office premises are presently located at Oruzheinyi pereulok 15a, Moscow, Russia. Linret also leases warehouse premises in Moscow with the total area of the leased warehouse space at 562 m^2. The agreement is concluded for a year, but it is subject to automatic extension.

In addition to the office premises and the warehouse premises, Linret has to date concluded a total of 52 lease agreements (or preliminary lease agreements) for its retail chain premises. The strategy of Linret implies that a considerable number of retail outlets will be opened in Russia over the coming years. Linret has been actively searching for trading premises in new supermarkets all over Russia, many of which have not yet been opened. Despite tight competition for suitable trading premises in new shopping malls, Linret seeks to conclude lease agreements well in advance to reserve trading areas in best-positioned shopping malls. The above agreements have been concluded as a result of such search.

Splendo Polska

Splendo Polska leases office premises in Poznań (53 m^2) and seven retail premises in various cities in Poland with the combined area of some 345 m^2. Splendo Polska does not own any real estate.

Non-current assets and Investments

Existing Assets

Manufacturing Entities

The majority of the non-current assets owned by those entities of the Group that are engaged in manufacturing (i.e. AS Klementi, Lauma Lingerie and Milavitsa, as well as Gimil, a subsidiary of Milavitsa) are comprised of manufacturing equipment.

The manufacturing of the "PTA" branded products (the business of Klementi) does not require expensive mass production lines and is based on small and medium-sized equipment with the value of one average sewing machine normally not exceeding EUR 2,000. Sewing equipment is amortized at the rate of 10 - 15% per year. The ongoing investments of Klementi are normally internally financed.

The non-current assets of Lauma Lingerie include mainly sewing equipment. All ongoing investments of Lauma Lingerie are financed internally.

Milavitsa (which is the largest manufacturing entity within the Group) invests significant amounts into the acquisition of new equipment (primarily sewing machines) on an ongoing basis. Finance leases are used to finance the acquisitions of sewing machines. Milavitsa leases out some of the older sewing machines to the suppliers of sewing outsourcing services. Sewing equipment is leased to a large extent from three major suppliers: JUKI GmbH (Middle Europe), Austria, Elite HardWare Europe LLC, USA and Cera France. Terms of lease may reach 36 months and the interest rate is approximately 10 - 12%. From financial year ended 31 December 2005, machinery and equipment are depreciated over a period of five to ten years. In the past, however, machinery and equipment was depreciated over a period of ten to twenty years.

Retail Entities

With respect to entities of the Group engaged in retail (primarily Linret and Splendo Polska), the bulk of non-current assets are comprised of the retail outlet interiors. No other material investments were made by the retail entities in the period covered by the historical financial information.

Recent Significant Investments

Due to the nature of the business of the Group, no considerable one-off investments were made over the period covered by the historical financial information. Ongoing replacements of sewing equipment and other manufacturing facilities amount for the majority of the Group's investments, with the recent growth of investments in retail outlet interiors in connection with the expansion of the retail chains operated by Linret.

Investment Commitments

At the date of this Prospectus, none of the companies belonging to the PTA Group are parties to any material investment commitments which are binding on such companies. However, Linret has concluded 27 lease agreements for premises where retail outlets have not been opened, resulting in a necessity to invest approximately EUR 1.9 million, most of which will be invested in 2007

Environmental Issues

The Management is not aware of any environmental issues that may affect the utilization of the non-current assets by any Group companies. The largest manufacturing entity, Milavitsa, has implemented an ISO compliant environmental management system, which was audited in November 2005 and found to be in accordance with the ISO 14001:2000 standard.

Encumbrances

All movable assets of the Company as a corporate entity (with the exception of certain assets that cannot be subject to commercial pledge, such as motor vehicles and other registered movables, if any) are encumbered with a commercial pledge in the amount of EEK 29 million (EUR 1.85 million) in favour of AS Hansapank which secures certain credit agreements concluded between AS Hansapank and the Company – please see "Capitalisation and Indebtedness" for more details. A commercial pledge under the Estonian law is a universal floating charge which entitles the pledgor to seek satisfaction against all commercial property of the pledgee. No other material non-current assets of any Group company are leased or pledged as collateral to any party.

Employment

The PTA Group

The majority of employees of the PTA Group are engaged in manufacturing in the facilities of Klementi. Retail operations of the PTA Group have so far not had a significant effect on the total number of employees of the PTA Group. The numbers of employees in the PTA Group at the end of financial years ended 31 December 2004, 2005 and 2006 are set forth in the table below:

Number of employees, period-end	**2004**	**2005**	**2006**
Employees in the PTA Group	448	414	347
The Company[1]	430	393	80[1]
AS Klementi	n/a	n/a	243
Klementi Trading Oy	1	2	0
Klementi Trading AB	4	0	0
SIA Vision	13	19	22
UAB PTA Prekyba	n/a	n/a	2
TOV PTA Ukraine	n/a	n/a	0

1) Including 42 in retail of the "PTA" concept and 38 in administration of the same, which will all be transferred to PTA2 in the course of the corporate re-organisation of the Group.

Considering that Shares in the Company are freely tradable on the Tallinn Stock Exchange, a number of employees of the Company may from time to time hold Shares in the Company. The Company does not have any stock option programs for its employees.

SIA Alta Capital Partners, an affiliate of the Principal Shareholder, has provided to certain members of the Company's management options to acquire Shares from SIA Alta Capital Partners. The liability under such options was later transferred to the Principal Shareholder. The aforementioned options are expected to be settled within financial year 2007 and are not expected to have any effect on the financial results of the Company in the future.

A collective agreement is concluded in Klementi which provides for certain benefits that are made available to the employees of Klementi, while at the same time stipulating certain obligations of the employees. The collective agreement does not have a significant effect on the results of operations of Klementi or the Company and is valid until 31 December 2007.

The Silvano Group

Silvano is a holding company and had two employees as of 31 March 2007. The employees of Silvano will be transferred to the Company in connection with the pending merger of Silvano and the Company.

Lauma Lingerie and Milavitsa are engaged in production activities and therefore employ considerable amounts of personnel in their manufacturing facilities in Liepaja and Minsk. The decrease in the number of employees of Milavitsa in 2005 compared to 2004 is partially attributable to the foundation of a subsidiary, whereupon a number of employees were transferred to such subsidiary. A certain potential is seen by Milavitsa for reducing salary expenses by decreasing the volume of manufacturing operations in Minsk and outsourcing such operations to other regions of Belarus with lower labour costs. The reduction of Minsk workforce will be gradual and mainly carried out in a natural manner as current employees would retire and be replaced by new employees. Such gradual decrease in the number of people employed by Milavitsa is evident from the table below. Notably, employee rotation rate in Milavitsa is virtually non-existent due to the abundance of qualified sewing workforce on the Belarussian labour market.

Linret currently employs five to six people on average as personnel for each retail outlet under its operation, plus administrative personnel. Splendo operates smaller shops of approximately 50 m^2 and employs an average of three persons per shop.

The total number of employees at the end of the period for each financial year 2004, 2005 and 2006 as well as for the interim period ended 31 March 2007 is set forth in the table below:

Number of employees, period-end	**2004**	**2005**	**2006**	**31 March 2007**
Lauma Lingerie	n/a[1]	484	497	463
Milavitsa (excluding subsidiaries)	2,113	2,034	1,974	1,965[3]
Linret	n/a[2]	n/a[2]	99	137
Splendo	n/a[4]	n/a[4]	24	23

1) Before 2005, Lauma Lingerie existed as a part of AS Lauma (see Operations of the Group – History and Development of the Group")
2) Linret was established in 2006
3) A further 259 employees were working in the subsidiaries of Milavitsa as of 31 March 2007
4) Precise data prior to the re-organisation of Splendo Polska in 2006 is not available

The employment regulations in Latvia, Russia and Poland are fairly liberal and there are no significant legislative factors affecting the employment and remuneration policies of Lauma Lingerie, Linret and Splendo. In Belarus, on the other hand, there are strict regulations with respect to the remuneration of employees. The state imposes ratios that are applied to determine salaries for each class of employee, where a base salary is multiplied by respective ratio reflecting the seniority of an employee to arrive at the final salary. Being a company with a foreign shareholding, Milavitsa is permitted to establish its own base salary. The ratios, however, remain in place, thus effectively limiting the amount of compensation payable to the top management. Certain additional payments may be made to employees and management to introduce further diversification of salaries.

The salary levels in Milavitsa are generally consistent with the state of the local employment market, and appear in the upper end of the range for the particular type of employment. Compared with the average salary payable by the PTA Group companies in Estonia and by Lauma Lingerie in Latvia, the salary levels in Milavitsa are relatively lower, though comparable (the average salary of the Company in 2006 was approximately EUR 450 and the average salary of Milavitsa in 2006 was approximately EUR 320). The relatively low labour costs combined with high quality of manufacturing make Milavitsa an ideal platform for conducting sewing operations. Over 20% of all shares of Milavitsa are held by its current or former employees, which is the result of the privatisation of the company.

Legal and Arbitration Proceedings

Neither the Company nor any of its subsidiaries have during the 12 months preceding the date of this Prospectus been or are currently involved in any material governmental, legal or arbitral proceedings or material disputes which may have or have had a material adverse effect on their business, results of operations or financial condition or profitability. The Company is not aware of any facts or circumstances that could reasonably be expected to lead to any material claims being made against the Group companies in the foreseeable future.

Notwithstanding the above, the Company has submitted a claim against its subsidiary Klementi Trading AB in the amount of approximately EUR 281,000 in the bankruptcy proceedings of the latter. The satisfaction of that claim to any material extent is, however, unlikely as Klementi Trading AB has total obligations far exceeding its assets. The claim in question is accounted for as uncollectible and bankruptcy proceedings are pending. In the course of the proceedings, the trustee in bankruptcy has presented a claim against the Company for a reversal of certain intra-group transactions made prior to the bankruptcy of Klementi Trading AB. The Company does not acknowledge this claim and is evaluating its position to determine whether or not legal proceedings need to be initiated. The potential liability of the Company from the aforementioned dispute is not expected to exceed some EUR 33,000.

Related Party Transactions

The PTA Group

Historically, the PTA Group companies have entered into a number of transactions with related parties, which to the best of the Company’s knowledge were all concluded on arm’s length basis. The Management believes the following recent or ongoing transactions to be relevant:

In 2006, goods have been purchased from OÜ GC Fashion (a shareholder of OÜ GC Fashion is a member of the Management Board of the Company Peeter Larin) in the total amount of approximately EUR 39,000 (first quarter of 2007: approximately EUR 12,700);

Services in minor amounts were purchased in the same period from FIE Marianne Paas (a member of the Management Board of the Company). In 2006, services in minor amounts were also purchased from OÜ Merona Holding (a company related to a former member of the Council of the Company Toomas Leis).

Other than the above, the PTA Group companies have not concluded any material agreements or entered into any material transactions with related parties. Non-material transactions with related parties may be entered into from time to time; in such case the arm’s length principle is observed. The transactions with related parties do not form any notable percentage of the turnover of the PTA Group. No significant transactions with related parties are outstanding with respect to any of the PTA Group companies.

The Silvano Group

Silvano

During 2006, Silvano provided a short term loan to SIA Alta Capital Partners in the amount of some EUR 2.7 million, which was repaid in the same year.

Lauma Lingerie

Lauma Lingerie engages in certain transactions with related parties on an ongoing basis. The following recent or ongoing transactions are believed to be relevant:

The factory, office and warehouse premises used by Lauma Lingerie are leased from AS Lauma (the majority shareholder of AS Lauma is SIA Alta Capital Partners, which is also the majority shareholder of the Company) and shared with SIA Lauma Fabrics, which is a subsidiary of AS Lauma. AS Lauma also supplies utility services to Lauma Lingerie in connection with the aforementioned lease. The total amount of rent paid by Lauma Lingerie to AS Lauma in the financial year 2006 was approximately EUR 24,000. The total of other charges from AS Lauma to Lauma Lingerie for 2006 was some EUR 0.5 million, of which some EUR 0.29 million was charged forward for utilities and similar services purchased by AS Lauma but used by Lauma Lingerie, while the remaining amount was divided between management fees, purchasing department costs, marketing costs and other similar services.

SIA Lauma Fabrics is a supplier of materials for corset products to Lauma Lingerie and Milavitsa. Materials are supplied on arm's length basis and the volume of the relevant transactions between SIA Lauma Fabrics and Lauma Lingerie in 2006 was approximately EUR 2.9 million; between SIA Lauma Fabrics and Milavitsa in the same period – EUR 7 million. The volume and pricing of transactions between SIA Lauma Fabrics and Milavitsa after the addition of Milavitsa to the Silvano Group is consistent with the volume and pricing of similar transactions in the period when Milavitsa was not a part of the Silvano Group.

Milavitsa

Milavitsa has granted interest-free loans to four of its employees with maturity dates between 2007 and 2016. Two loans are given for general purposes in the amount of approximately EUR 7,600, and two loans in the amount of approximately EUR 5.7 thousand and EUR 4.2 thousand were granted to Mr. Kusonski and Mr. Glybin (executive personnel of Milavitsa) to cover relocation expenses when taking up a position at Milavitsa.

Linret, Splendo

Linret and Splendo have not entered into any noticeable transactions with related parties.

Transactions in the Ordinary Course of Business

Other day-to-day intra-group transactions may from time to time occur between the Group companies. As a rule, such transactions are entered into in the ordinary course of business on arm's length conditions. Such transactions relate primarily to the production and distribution of goods produced by the manufacturing entities within the Group and are mostly reflected under Sections entitled "Operations of the Group – Distribution" and "Operations of the Group – Suppliers" above. In addition to the above, intra-group financing agreements are in place between certain Group entities (please see Section "Capitalisation and Indebtedness" for more information).

STRUCTURE OF THE GROUP

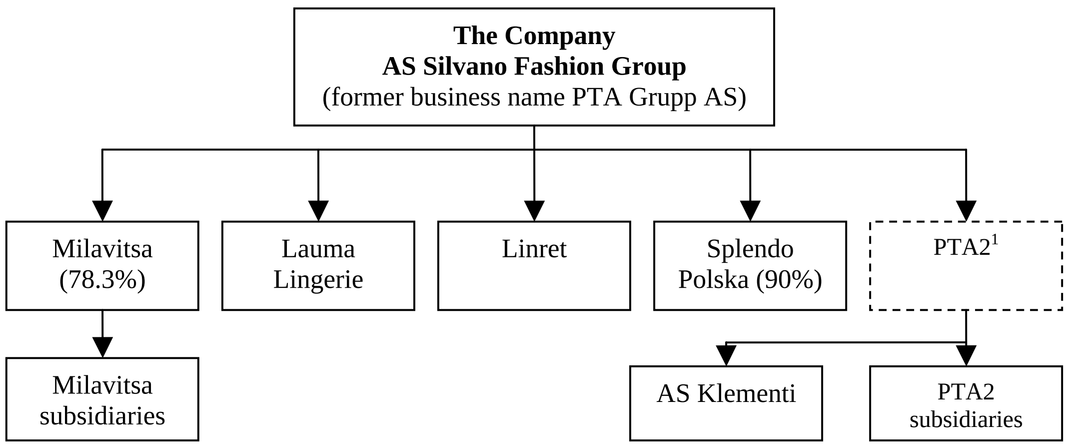
Significant Subsidiaries

The significant subsidiaries of the Company, whether owned directly or through its other subsidiaries, are the following:

Entity	Abbreviation	Stake	Domicile	Activities
AS Silvano Fashion Group	Silvano	100%	Estonia	Holding company (in the process of being merged with the Company)
PTA Grupp AS (under foundation)	PTA2	100%	Estonia	Retail and management of the "PTA" brand
AS Klementi	Klementi	100%	Estonia	Development, production and marketing of women's apparel and accessories
Klementi Trading Oy	KT Oy	100%	Finland	Wholesale and retail of women's apparel and accessories
SIA Vision	Vision	100%	Latvia	Retail of women's apparel and accessories
UAB PTA Prekyba	Prekyba	100%	Lithuania	Retail and wholesale of women's apparel and accessories
TOV PTA Ukraine	PTA Ukraine	100%	Ukraine	Retail and wholesale of women's apparel and accessories
SP ZAO Milavitsa	Milavitsa	78.3%	Belarus	Development, production and marketing of lingerie
AS Lauma Lingerie	Lauma Lingerie	100%	Latvia	Production, marketing and retail of lingerie
ZAO Linret	Linret	100%	Russia	Retail sale of lingerie
ZAO Stolichnaja Torgovaja Kompanija Milavitsa	STK	100%	Russia	Wholesale of lingerie
SP Gimil OOO	Gimil	52%	Belarus	Production of knitwear
SOOO Torgovaja Kompanija Milavitsa	MTCB	51%	Belarus	Retail and wholesale of lingerie
Splendo Polska Sp. z o.o.	Splendo Polska	90%	Poland	Retail of lingerie

Group Chart

The structural chart of the Group following the completion of the corporate re-organisation is as shown below (all shareholdings 100% except where indicated otherwise):



1) PTA Group AS (under foundation), a new subsidiary of the Company to which all activities related to ladies' apparel will be transferred.

Brief Description of Group Entities

Significant Subsidiaries

The structure of the Group comprises three main production companies: Klementi in Estonia, Milavitsa in Belarus and Lauma Lingerie in Latvia. Klementi is engaged in production of women's apparel and accessories, while Milavitsa and Lauma produce lingerie. In addition to the above-mentioned production companies, the Group includes a number of subsidiaries engaged in warehousing, logistics, marketing, retail and wholesale of their production in the markets of the CIS, Scandinavia and the Baltic states.

AS Klementi ("Klementi") A public limited company operating under Estonian law, registration code 11279815, registered address Akadeemia tee 33, 12618 Tallinn. Klementi's production includes primarily women's apparel manufactured under the brandname “PTA”. The single member of the management board of Klementi is Maia-Leena Varjun. The council consists of Peeter Larin, Marianne Paas and Piret Peet.

AS Silvano Fashion Group (“Silvano”) A public limited company operating under Estonian law, registration code 11127815, registered address Tartu mnt 2, 10145 Tallinn. The company was established in 2005 under the name of AS Silvano Investment Group. This entity is currently the holding company of Milavitsa, Lauma Lingerie, Linret and Splendo Polska. It is currently being merged with the Company and will be deleted from the Estonian Commercial Register following the completion of such merger. The management board of Silvano consists of Dmitry Ditchkovsky, Dace Markevica, Dmitry Podolinski, Sergei Kusonski, Remigiusz Pilat, Peeter Larin and Indrek Rahumaa. The members of the council are Andres Rätsepp, Jaak Raid and Edgars Štelmahers.

Klementi Trading Oy (“KT Oy”) A private limited company operating under Finnish law, registration code 1495589-5, registered address Mikkolantie 1A-308, 00640 Helsinki, Finland. The company is engaged in retail and wholesale distribution of the PTA Group’s production in the Finnish market. The single member of the management board of KT Oy is Toomas Leis. The Company has no council. The relative importance of this company to the Group has fallen considerably as Estonia’s accession to the European Union made trading with other member states of the European Union considerably easier and eliminated certain barriers for cross-border activities.

SIA Vision (“Vision”) A private limited company operating under Latvian law, registration code 40003454827, registered address Lielirbes Street 29, LV-1046 Riga, Latvia. The company’s main field of business is the retail of women’s apparel and accessories, mainly those produced by Klementi, in the Latvian market. The management board of Vision consists of a single director: Iruta Turka. The member of the council is Toomas Leis.

UAB PTA Prekyba (“Prekyba”) A private limited company operating under Lithuanian law, registration code 300590867, registered address Jogailos 9/1, Vilnius, Lithuania. The company is engaged in retail sales of the production of Klementi in the Lithuanian market. The management board of Prekyba consists of a single member, Linvydas Pilkauskas, and the members of the council are Peeter Larin, Marianne Paas and Piret Peet.

TOV PTA Ukraine (”PTA Ukraine”) A recently-established private limited company operating under Ukrainian law, registration code 34532102, registered address Artema street 37-41, 04053 Kyiv, Ukraine. The company will be engaged in retail of the production of Klementi in the Ukrainian market. The management board of PTA Ukraine consists of a single member, Konstantin Maznov (temporary member, attorney with a local law firm Grishenko & Partners), and the members of the council are Peeter Larin, Marianne Paas and Piret Peet.

SP ZAO Milavitsa (“Milavitsa”) A private limited company founded and operating under Belarussian law, registration code 100055049, registered address at Novovilenskaja Street 28, Minsk 220053, Republic of Belarus. Milavitsa is the largest lingerie manufacturer in Belarus. Milavitsa-branded products have the highest brand recognition levels in Russia, Belarus and Ukraine. The single member of the management board of Milavitsa is Dmitry Ditchikovski. The council consists of Zinaida Valeha (Chairman), Žanna Tratchum, Sergei Kusonski, Anton Sigal, Indrek Rahumaa, Ljudmila Demechkevitch and Dace Markevica.

AS Lauma Lingerie (“Lauma Lingerie”) A public limited company operating under Latvian law, registration code 42103036127, registered address at Ziemeļu Street 19, Liepaja LV-3417, Latvia. Lauma Lingerie was established on 22 October 2005 by a carve-out of the lingerie operations of AS Lauma (see “*Operations of the Silvano Group: History and Development of the Silvano Group*” for more details). Lauma Lingerie is currently the leader in the region of the Baltic states of the intimate apparel industry. The members of the management board of Lauma Lingerie are Tatjana Tužilkina and Linda Matisone. The members of the council are Indrek Rahumaa, Jaak Raid and Dmitry Ditchkovsky.

ZAO Linret (“Linret”) A private limited company operating under Russian law, registration code 1057747595289, registered address Vjatskaja Street 3, Moscow 127015, Russia. Linret is a lingerie retail company operating lingerie stores under “Oblicie” brand in Russia. The general manager of Linret is Dmitry Podolinski. The Russian equivalent of the council of Linret consists of Dmitry Ditchkovsky, Jaak Raid, Edgars Stelmahers, Indrek Rahumaa and Dmitry Podolinski. By law the company is also required to have an internal audit committee with at least two members.

ZAO Stolichnaja Torgovaja Kompanija Milavitsa (“STK”) A private limited company operating under Russian law, registration code 1047796849011, registered address Võtskaja Street 3-1, Moscow, Russia. STK was established in November 2004 with the aim of setting up a centralised sales organisation dealing with Russian customers and coordinating all marketing activities in Russia. The single member of the management board of STK is Dmitry Podolinski. The members of the council are Dmitry Ditchkovsky, Sergei Kusonski, Natalia Gaiduchenko, Andrei Glybin, Remigiusz Pilat and Pavel Daneiko.

SP Gimil OOO (“Gimil”) A private limited company operating under Belarussian law, registration code 100437052, registered address at Novovilenskaja Street 28, Minsk, Belarus. Gimil’s main operations are the manufacturing of lingerie and knitwear. Gimil produces goods that are sold as supplementary items, mainly in the shops selling Milavitsa’s brands. The single member of the management board of Gimil is Tatjana Sherbatova and there is no council. An Italian co-investor holds 48% of the share capital.

SOOO Torgovaja Kompanija Milavitsa (“MTCB”) A private limited company operating under Belarussian law, registration code 190555363, registered address V. Horužei Street 36, Minsk, Belarus. MTCB was established with the aim of managing wholesale and retail sales of Milavitsa brand products in the Belorusian market. The management board of MTCB consists of a single member, Natalia Gaiduchenko. MTCB has no council. A French co-investor holds 49% of the share capital.

Splendo Polska Sp. z o.o. (“Splendo Polska”) A private limited company operating under Polish law, registration code 300345238, registered address Glogowska Street 31-22, Poznan, Poland. Splendo Polska operates a chain of lingerie shops in Poland under the brandname “Splendo Intime”. The management board of MTCB consists of Remigiusz Pilat and Sergei Kusonski. Splendo Polska has no council.

Other Affiliates of Milavitsa

In addition to the subsidiaries of Milavitsa listed above, Milavitsa holds 40% to 51% shareholdings in six trading companies. All of such trading companies are dormant companies without any current operations. However, formal liquidation procedures have not yet been initiated as the administrative process that is involved in liquidation is currently perceived as exceedingly lengthy and complicated. In addition to such non-significant subsidiaries, Milavitsa holds 25% to 35% shareholdings in four associated Russian companies engaged in trading. Notably, such shareholdings include a 25% stake in ZAO Stolichnij Torgovij Dom Milavitsa, which operates 27 retail outlets in Moscow, Russia, with the total area of some 1,800 m^2.

Share Capital of the Group Entities

Information on the current share capital of the Group entities is presented below:

Entity	Share Capital	Shares	Par Value	Currency
Silvano	844,880	84,488	10	EEK
Klementi	4,600,000	460,000	10	EEK
KT Oy	8,409.40	50	168.19	EUR
KT AB	100,000	1,000	100	EUR
Vision	107,000	5,350	20	LVL
Prekyba	10,000	100	100	LTL
PTA Ukraine	37,500	1	37,500	UAH
Milavitsa	11,961,844,500	9,833	1,216,500	BYR
Lauma Lingerie	700,000	700,000	1	LVL
Linret	3,000,000	1,000	3,000	RUB
STK	2,700,000	100	27,000	RUB
Gimil	587,963	2	n/a	USD
MTCB	50,000	2	n/a	USD
Splendo Polska	1,000,000	20,000	50	PLN

Position in the Group Consolidated by the Principal Shareholder

The Principal Shareholder of the Company is Alta Capital Partners S.C.A., SICAR (see “*Ownership Structure*” for more information). In turn, the majority shareholder of the Principal Shareholder is Investeerimisvabrik OÜ (100% owned by Indrek Rahumaa). The Principal Shareholder is an investment fund which will hold investments in other companies across various industries and geographic regions. Other subsidiaries of the Principal Shareholder (current subsidiaries and those whose transfer from SIA Alta Capital Partners, also controlled by Investeerimisvabrik OÜ, to the Principal Shareholder is pending) include AS Lauma, who in turn owns SIA Lauma Fabrics and its French subsidiary Desseilles Textiles SAS. The aforementioned SIA Lauma Fabrics and Desseilles Textiles SAS are engaged in the production of textiles and deal with entities belonging to the Silvano Group on arm’s length basis (see more in the Section titled “*Operations of the Group*”).

COMPANY MANAGEMENT

Management Bodies

The Company fully complies with the corporate governance regime of the Republic of Estonia in which it is incorporated. In accordance with Estonian law, the operational management is structured as a two-tier system. The Management Board is responsible for the day-to-day management of the Company's operations and is eligible to represent the Company on the basis of the law and the Articles of Association. The Council of the Company is responsible for the strategic planning of the business activities of the Company and supervising the activities of the Management Board.

Management Board

The Management Board is responsible for the day-to-day management of the Company's operations, the representation of the Company and the organisation of its accounting. The Management Board is accountable to the Council and must adhere to its lawful instructions.

The Management Board must present an overview of the Company's economic activities and economic situation to the Council at least once every four months and is under the obligation to give immediate notice of any material deterioration in the Company's economic condition or of any other material circumstances related to its operations. If the Company is insolvent and the insolvency, due to the Company's financial situation, is not temporary, the Management Board must immediately submit a voluntary bankruptcy petition in respect of the Company.

The Management Board may only enter into transactions which lie outside the Company's ordinary scope of business with the Council's consent. In particular, the Management Board requires the Council's consent in transactions involving: (i) the acquisition and disposal of participation in other companies; (ii) the acquisition and disposal of enterprises or the cessation of activities of enterprises; (iii) the acquisition, encumbrance and disposal of immovables; (iv) the foundation and liquidation of foreign branch offices; (iv) investments exceeding the amount established in the relevant financial year's budget; (v) the assumption and provision of loans and collateral; and (vi) other transactions that may significantly affect the value of the Company.

According to the Articles of Association, the Management Board may comprise from one to seven members. The Articles of Association set forth joint representation rights for Management Board members, where all members of the Management Board may represent the Company only jointly and not severally.

Council

In accordance with the Estonian Commercial Code, the Council of the Company is responsible for the strategic planning of the Company's business activities and for supervising the activities of the Management Board. The Council is accountable before the shareholders of the Company (acting through the General Meeting).

According to the Articles of Association, the Council consists of three to five members who are appointed by the General Meeting of shareholders for a period of five years. The members of the Council elect among themselves the chairman of the Council, who is responsible for organising the activities of the Council. The Council of the Company convenes according to actual necessity, but in any case at least once every three months. An extraordinary meeting of the Council is convened when so demanded by a member of the Council, the Management Board, the auditor or shareholders whose shares represent at least one-tenth of the share capital of the company. The meetings of the Council must be convened with at least ten days' notice and such notice specifying the agenda for the meeting. A meeting has a quorum when at least one half of all members are present and decisions are taken by simple majority of all members of the Council.

Internal Auditor

Under applicable Estonian law the Company is not required to have an audit committee or a remuneration committee and there are no legal norms governing the activities of such bodies. No such bodies are currently appointed by the Company.

TSE Corporate Governance Recommendations

The Tallinn Stock Exchange has published Corporate Governance Recommendations for companies listed on the Tallinn Stock Exchange. The companies listed on the Tallinn Stock Exchange are obliged to state whether they will follow the recommendations. If they decide not to follow certain rules, they have to provide an explanation.

The Company publishes information on the implementation of the Corporate Governance Recommendations in its annual reports published through the information system of the Tallinn Stock Exchange. In general, the Company complies with the Corporate Governance Recommendations with such exceptions as may from time to time be disclosed by the Company.

Best Practices in Public Companies 2005

On the basis of the WSE regulations, the WSE enacted the corporate governance code "Best Practices in Public Companies 2005". Public companies listed on the WSE are obliged to state whether they will follow the said code. If they decide not to follow certain rules, they have to provide an explanation.

The Company will publish its statement on the implementation of the "Best Practices in Public Companies 2005" in the form of the Current Report. Such Cureent Report will be published once the motion for admition of the Shares to the trading on WSE is filed.

Declarations in Respect of Senior Management

To the best of the Company's knowledge, none of the persons listed under the Sections "*Management: Management Board of the Company*" or "*Management: Council of the Company*" below have been convicted of fraudulent offences during the past five years, nor were any of such persons in the same period associated with any bankruptcies, receiverships or liquidations in their capacity as members of administrative, management or supervisory bodies, partners with unlimited liability, founders or senior managers (other than the cases specifically indicated below). To the best of the Company's knowledge, no such persons were subject to any official public incriminations and/or sanctions by statutory or regulatory authorities (including designated professional bodies) nor have they been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of any company or from acting in the management or conduct of the affairs of any company for the previous five years.

Likewise, with respect to the persons listed below, the Company is not aware of any conflict of interest between any of their duties to the Group and their private interests. There are also no family relations between them. For all persons listed below, the business address is Tartu mnt 2, Tallinn, 10145, Estonia, c/o AS Silvano Fashion Group.

Management Board of the Company

The new Management Board of the Company was appointed on 6 June 2007 in connection with the re-organisation of the Group. The new Management Board reflects the organisational structure of the Group being divided according to various operational segments. The composition of the new Management Board is illustrated below:

Dmitry Ditchkovsky
President and Chairman of the Board
strategy and business model of the Group

Sergei Kusonski
CEO
executive management[1]

Peeter Larin	**Dmitri Podolinski**	**Dace Markevica**	**Remigiusz Pilat**
PTA Concept[2]	*Lingerie and Retail*[3]	*Finance*[4]	*Splendo Concept*[5]

1) Supervision of the Management Board members and direct responsibility for production, HR and IT
3) Concept management, design, procurement, marketing, development
4) Corporate accounting, investor relations, financial planning
5) Polish retail operations

Dmitry Ditchkovsky Mr. Ditchkovski was born in 1970 and is currently CEO and chairman of the management board of Milavitsa. Mr. Ditchkovski serves as president of the Company in the combined management structure of the Group as described above. Before joining the management team of Milavitsa, Mr. Ditchkovski was President of the Institute for Privatisation and Management (Belarus). Mr. Ditchkovski holds an MBA degree in from the University of New Brunswick, Canada (1998) and a Ph.D degree in Economics from the Academy of Sciences of Belarus.

Sergei Kusonski Mr. Kusonski was born in 1967 and is the chief executive officer of the Group. He supervises the areas that are entrusted to other members of the Management Board and is also responsible for production, human resources and IT management. Previously Mr. Kusonski served as the first deputy general director of Milavitsa, responsible for marketing, sales, product development, purchasing and logistics. Prior to that Mr. Kusonski served as the marketing director for Xerox Poland. Mr. Kusonski graduated from the Belarussian State University of National Economics in 1991 and holds an MBA degree from Warwick Business School in the UK (2000).

Dmitry Podolinski Mr. Podolinski was born in 1972 and is currently the sole member of the management board of Linret. In the combined management structure of the Group, Mr. Podolinski serves as a member of the Company's Management Board and his main areas of responsibility will be the development of lingerie concepts of Milavitsa and Lauma Lingerie, as well as the organisation of retail sales. Previous responsibilities of Mr. Podolinski involve acting as the head of sales and marketing in Milavitsa and as the general manager of a Belarussian-French joint venture, Merlintour Travel Agency. Mr. Podolinski holds an EMBA diploma from the Leo Kozimski Academy of Entrepreneurship in Poland.

Dace Markevica Ms. Markevica was born in 1966 and is currently a member of the management board of Silvano. Ms. Markevica is the chief financial officer of the Group and a member of the Management Board of the Company, being responsible for finance issues, i.e. corporate accounting, investor relations and finance planning. During the last five years Ms. Markevica has worked in the finance area for the following companies: Rigas Finieru Rupnica SIA, Max Shon SIA and Schenker SIA. In 2004, Ms. Markevica graduated from the Riga Technical University and was awarded an LL.B degree in Economics. Ms. Markevica also holds a diploma in Engineering of Sewing Industry from the Riga Technical University (awarded in 1989).

Peeter Larin Mr. Larin was born in 1971 and has been acting as a member of the Company's Management Board from December 2005 and as chairman of the Management Board from March 2006. Mr. Larin joined the Company in 2004 as a marketing director and has extensive experience in the apparel industry, having worked as a product manager and brand manager in AS Baltika (an Estonian-listed company specialised in the design and production of clothing) between 1993 and 2004. In addition to his engagement with the Company, Mr. Larin is also a management board member of OÜ GC Fashion. Mr. Larin graduated from the Tallinn University of Technology (Diploma in Business Administration 1994; MSc degree in Business Administration 2003).

Remigiusz Pilat Mr. Pilat was born in 1958. From 1998 to 2000 he worked as a managing director of Linea Intima publishing house, publishing a leading industry magazine, and was responsible for the development of the Linea Intema Network in Eastern Europe and Russia. From 2000 to 2006 Mr. Pilat served as managing director of R&K Media Press Sp. z o.o., a company responsible for the organisation of lingerie fairs and a strategic consultancy in the field of lingerie in Poland. Mr. Pilat is also president of the Polish Chamber of Commerce Retail Lingerie & Hosiery. His other experience includes serving as a director of Auhan, an international retail group, responsible for Eastern Europe. Since 2006 he has served as managing director of Splendo Polska. Mr. Pilat holds a joint Masters degree in Economics from the Ecole de Commerce Paris, St. Galen and SGPiS (Szkoła Główna Planowania i Statystyki, a leading Polish business school) (1983), as well as a Ph. D in Finance from the University of Paris (1984).

The authorities of all members of the Management Board are valid until 6 June 2010.

Council of the Company

Currently (based on the decision of the Extraordinary General Meeting of shareholders dated 31 May 2007), the Council of the Company consists of the following members:

Indrek Rahumaa Mr. Rahumaa was born in 1972. In 1995 Mr. Rahumaa graduated from the Stockholm School of Economics, majoring in finance. Mr. Rahumaa has been chairman of the Council of the Company since 1 August 2002. In addition to serving on the Council of the Company, Mr. Rahumaa is the managing partner and chairman of the board of SIA Alta Capital Partners (www.altacapital.eu). Mr. Rahumaa is also a member of the management board of Latvian companies AS Lauma and SIA Lauma Fabrics and a member of the council of AS Alta Property & Construction. Mr. Rahumaa was a founding member and a partner of Baltic Cresco Investment Group AS. In the past he was also a member of the councils of AS Cresco, Cresco Väärtpaberite AS, OÜ CC Computer, AS Aktivist Network, AS Equitygate, AS Erel Group, AS Norbert and AS Teede REV-2 and AS XXL.EE. He currently serves as a member of the management boards of AS Farland Trade Group, AS Finare Systems, OÜ Zenith Estate, OÜ Alta Holding, OÜ Investeerimisvabrik and OÜ Alta Investments I. He is a member of the councils of AS Vicron Investment Group, Alta Aviation OÜ, AS Hea 5, AS Vene Posti Operaator, Legendijuhtimise AS, Privador AS, Bryum Estonia AS, Alta Capital AS and 2R Investments AS.

Jaak Raid Mr. Raid was born in 1976 and has been a member of the Council of the Company since 31 May 2007. Mr. Raid currently serves as a member of the council of AS Alta Property & Construction, AS Farland Trade Group, AS Vicron Investment Group and as a member of the management board of Punnpaap OÜ. In the past Mr. Raid served as a member of the management board of ProGroup Holding OÜ. Mr. Raid holds an MBA from the Estonian Business School (International Business Administration). He held various positions with AS Hansapank from 1998 to 2005 and is currently a partner with Alta Capital Partners.

Zinaida Valeha Ms. Valeha was born in 1941 and has been a member of the Council of the Company since 31 May 2007. Ms. Valeha has extensive experience in the textiles industry. She has worked in various textile manufacturing enterprises since 1961 and served as a deputy-minister of light industry of Belarus from 1985 to 1991. Ms. Valeha served as the general manager of Milavitsa between 1991 and 2002 and is currently a chair of Milavitsa's council. Ms. Valeha graduated from the former Leningrad Institute of Textile and Light Industry (1968).

Remuneration and Benefits

The aggregate remuneration of the members of the Management Board of the Company in the financial year ended 31 December 2006 (Marianne Paas and Peeter Larin) totalled EUR 112,000. No other benefits were made or given to the persons mentioned above. The members of the Council of the Company do not currently receive any remuneration or benefits for their service.

The members of the Management Board of the Company (Marianne Paas and Peeter Larin) are now appointed as members of the Management Board of PTA2. Peeter Larin also remains on the Management Board of the Company. The remuneration of the Management Board members appointed on 31 May 2007 is based on new agreements concluded with such members of the Management Board.

Upon termination of an agreement with a member of the Management Board at the initiative of the Company or due to the expiry of his term of office (provided that the Management Board member is not elected for a new period), such Management Board member is entitled to compensation in the amount of up to six times his average monthly salary. No compensation is payable upon termination that is triggered by a breach by the member of the Management Board of his duties.

Share Ownership

Shares in the Company are currently freely traded on the Tallinn Stock Exchange and consequently, a number of employees and members of the Company's management bodies hold Shares in the Company. The only member of the Management Board who currently holds Shares in the Company is Peter Larin (50,000 Shares, representing 0.13% of the share capital).

In addition to the above, the companies controlled by Indrek Rahumaa, a member of the Council of the Company, (including Alta Capital Partners S.C.A., SICAR, SIA Alta Capital Partners and OÜ Investeerimisvabrik) own 27,884,191 shares representing 73.48% of the share capital of the Company and Punnpaap OÜ, a company controlled by Jaak Raid, a member of the Council of the Company, owns 7,579 Shares representing 0.02 % of the share capital of the Company.

SIA Alta Capital Partners, an affiliate of the Principal Shareholder, has set aside a portion of the Shares belonging to SIA Alta Capital Partners to cover a management share option programme agreed between the Principal Shareholder and the Management.

OWNERSHIP STRUCTURE

Current Ownership Structure and the Principal Shareholder

As of 26 June 2007 the ten largest shareholders of the Company were as follows (other shareholders who are not among the ten largest shareholders but who are related to the Principal Shareholder are also mentioned).

Name	Shares	Holding (%)
Alta Capital Partners S.C.A., SICAR	20,537,777[1]	54.1220
SIA Alta Capital Partners	5,460,000[2,3]	19.0000
SEB Eesti Ühispank AS Kauplemine	1,828,993	4.8198
The Bank of New York/ ING Bank Slaski	1,458,882	3.8445
Skandinaviska Enskilda Banken AB Clients	1,365,884	3.5994
Bank Austria Creditanstalt AG Clients	1,099,790	2.8982
Morgan Stanley+ Co International Plc/ MSIL IPB Client Account	714,620	1.8832
State Street Munich c/o SSB Boston/ DWS Polska Fundusz Inwestycyjny Otwarty Top 50 Malych i Srednich Spolek Plus	711,000	1.8737
Bryum Estonia AS[5]	599,363	1.5795
Clearstream Banking Luxembourg S.A. Clients	567,099	1.4944
OÜ Ivesteerimisvabrik[4]	136,414	0.3595

1) Held in the securities account of SIA Alta Capital Partners as of the date of the Prospectus
2) Does not include 1,750,000 Shares that have been temporarily transferred to a third party under a repurchase agreement and may be reacquired by SIA Alta Capital Partners
3) 3,579,240 Shares owned by SIA Alta Capital Partners are set aside under the management option arrangement between SIA Alta Capital Partners and certain members of the Company's management bodies
4) Controlled by Indrek Rahumaa, a member of the Council of the Company
5) Controlled by John Bonfield, a minority shareholder in SIA Alta Capital Partners and the Principal Shareholder

The Principal Shareholder of the Company, holding approximately 54.12% of the share capital, is Alta Capital Partners S.C.A., SICAR, an investment fund registered in Luxemburg (under foundation, registered address 69, route d'Esch, L-1470 Luxembourg, the Grand Duchy of Luxembourg). The Principal Shareholder is engaged in portfolio investment activities across a variety of industries and geographic regions. The Principal Shareholder acquired the aforementioned shareholding from SIA Alta Capital Partners on 26 June 2007 but at the date of this Prospectus has not been registered as the owner of such Shares in the shareholder register of the Company. The Principal Shareholder intends to hold all Shares owned by it in a securities account opened in Poland and will therefore not be visible as a shareholder in the shareholder register of the Company (instead, the shareholding of the Principal Shareholder will appear to belong to the KDPW, see the Section titled "*General Corporate Information and Shares: Registration of Ownership for Shares Kept in Poland*" for mor information). The Shares in the Company which were acquired by the Principal Shareholder from SIA Alta Capital Partners on 26 June 2007 will be transferred to a securities account of the Principal Shareholder in Poland prior to the Settlement Date.

The majority owner of the Principal Shareholder is SIA Alta Capital Partners (Latvia). SIA Alta Capital Partners holds 19% of all the Shares in the Company, including 1,750,000 Shares transferred by SIA Alta Capital Partners to SEB Eesti Ühispank under a repurchase agreement dated 25 May 2005 that must be repurchased by SIA Alta Capital Partners by no later than 23 August 2007.

The Company is under the ultimate control of Indrek Rahumaa, who is the majority shareholder of the Principal Shareholder and SIA Alta Capital Partners through OÜ Investeerimisvabrik. OÜ Investeerimisvabrik is an Estonian holding company with no active operations, Indrek Rahumaa is the sole member of the management board and sole shareholder of OÜ Investeerimisvabrik. Indrek Rahumaa is a member of the Council of the Company (see "*Company Management*" above). OÜ Investeerimisvabrik holds 136,414 Shares (0.36% of all Shares). In total, companies controlled by Indrek Rahumaa (including the Principal Shareholder, SIA Alta Capital Partners and OÜ Investeerimisvabrik) hold 73.48% of all the Shares. Approximately 9.43% of all the Shares are currently set aside to cover the management option programme agreed between the Principal Shareholder and the members of the Company's management, to be satisfied out of the assets of the Principal Shareholder and/or SIA Alta Capital Partners.

Assuming that all of the Offer Shares are sold as a result of the Offering and all of the New Shares are subscribed for by the Principal Shareholder, following the Offering the companies controlled by Indrek Rahumaa (including the Principal Shareholder, SIA Alta Capital Partners and OÜ Investeerimisvabrik) will hold approximately 59.29% of the share capital of the Company and the overall number of votes at the General Meeting (including the Shares set aside to satisfy the above management option).

Voting Rights and Agreements

All shareholders of the Company have equal voting rights. The Company is not aware of any arrangements the operation of which may, at a subsequent date, result in a change in control of the Company. No person has, directly or indirectly, an interest in the Company's capital or voting rights that is notifiable under the laws of Estonia (with the exception of such shareholdings as are notifiable to the commercial register in connection with the annual financial reporting of the Company, see "*General Corporate Information and Shares*", and such shareholdings as are notifiable to the Estonian Financial Supervision Authority under the applicable securities legislation, see "*Estonian Securities Market*" for more details).

Shareholder Agreements

The Company is not aware of any shareholder agreements that may affect the operations of the Company and the voting at the General Meeting of its shareholders.

Registration of Ownership for Shares Kept in Poland

Please refer to the Section titled "*General Corporate Information and Shares: Registration of Ownership for Shares Kept in Poland*" for information on how the registration of Shares in Poland will affect the shareholder register of the Company.

GENERAL CORPORATE INFORMATION AND SHARES

General Corporate Information

Current Information

The Company's business name is PTA Grupp AS. The General Meeting of shareholders of the Company decided on 31 May 2007 to change the name of the Company to AS Silvano Fashion Group and the name change is currently pending. The Company is registered in the Estonian commercial register (held by the Registry Department of the Harju County Court) under registration code 10175491. The Company was initially registered in the Estonian commercial register on 23 December 1996 under its previous business name of AS Klementi (having previously been registered in the Register of Enterprises, Agencies and Organisations of the Republic of Estonia and other registers existing at the time). It has existed in one form or another since 1944, see "*Operations of the Group: History and Development of the Group*" for more information.

According to the Articles of Association the Company's principal activity is that of a holding company and its auxiliary activities include business and management consultations. The Company is established for an indefinite period.

Prior Re-organisations

Separation of Klementi in 2006

On 5 September 2006 the extraordinary General Meeting (then under the previous business name of AS Klementi) adopted a resolution on the division of the Company. AS Klementi was divided into two companies by way of separation[3] of a new subsidiary from AS Klementi. The Company was renamed PTA Grupp AS and is the legal successor of the former AS Klementi. The new subsidiary received all production-related assets of the Company and was registered under the name of AS Klementi. The said division was deemed completed and all the rights and obligations transferred as of the making of the relevant entry in the commercial register, i.e. on 15 August 2006.

Corporate Re-organisation in 2007

Following the acquisition of the Silvano Group by the Company, a redundant holding company (Silvano) became a part of the Group and the Company became the ultimate parent of the larger Group while at the same time also remaining responsible for the management of the retail operations in respect of the "PTA" trademark.

On 13 April 2007 the Company announced restructuring plans according to which Silvano will be merged with the Company and subsequently eliminated, while the Company (listed on the Tallinn Stock Exchange and in the future on the WSE) will concentrate exclusively on the strategic management of the Group. In order to separate the current business activities of the Company (retail sales of the products of the "PTA" concept) from the strategic management of the Group, the Company is establishing a new subsidiary (PTA2) currently under foundation. As a result of the restructuring, PTA Grupp AS (the Company) will be renamed AS Silvano Fashion Group.

The Company expects to complete the re-organisation in the third quarter of 2007 and will publish information on such completion in due course.

Articles of Association

The Articles of Association of the Company are in all material aspects in accordance with the requirements of Estonian law. The most recent version of the Articles of Association was adopted by a resolution of the Extraordinary General Meeting of shareholders on 31 May 2007. The most recent version of the Articles of Association will be submitted for registration in the Estonian commercial register in the beginning of July 2007 and will enter into force upon registration in the same.

The Articles of Association stipulate the following noticeable provisions with respect to the organisation of the Company:

- the financial year of the Company is the calendar year;
- the minimum share capital of the Company is EEK 250,000,000 (EUR 15,977,912.13) and the maximum share capital of the Company is EEK 1,000,000,000 (EUR 63,911,648.54);
- the Company has only one class of Shares;
- the reserve capital of the Company is one-tenth of its issued share capital;
- the Company may issue convertible bonds;

[3]Pursuant to Section 434 (1) of the Estonian Commercial Code, division can be effected without liquidation proceedings by distribution or separation. Section 434 (4) sets forth that upon separation, the company that is being divided transfers a part of its assets to one or several recipient companies. A recipient company may be an existing or a newly-formed company.

- the shareholders of the Company have the pre-emptive right to subscribe to new Shares when issued, except when such right is specifically excluded by the General Meeting of the Company;
- Shares in the Company are freely transferable;
- the Council is composed of three to five members who are appointed for a five-year term and the Management Board is composed of one to seven members who are appointed for a three-year term;
- the Management Board members are entitled to only jointly represent the Company in all legal acts.

The Articles of Association do not contain any specific provisions which would have the effect of delaying, deferring or preventing a change of control in the Company.

Share Capital and Shares

Current Information

The current registered share capital of the Company is EEK 379,471,980 (EUR 24,252,679.81). It is divided into 37,947,198 Shares with a nominal value of EEK 10 (EUR 0.64) each. Currently all the issued Shares have been fully paid in and there are no Shares that are authorised but not issued (however, the General Meeting of the Company on 25 June 2007 decided to increase the share capital of the Company, see below).

The Company does not have any other classes of shares other than ordinary Shares (A-Shares) and does not contemplate the issue of any shares of such other classes. Shares in the Company are issued and exist under the laws of Estonia. The currency of the Shares is Estonian kroons.

The Shares have been registered and are kept in book-entry form by a securities market infrastructure enterprise AS Eesti Väärtpaberikeskus (located at Tartu mnt 2, Tallinn 10145), the "**ECSD**", which is the operator of the Estonian Central Register of Securities (the "**ECRS**"). The ISIN code for the Company's Shares is EE3100001751. All shares in the Company (except the New Shares) have been listed on the Tallinn Stock Exchange since 20 May 1997 and are currently listed on the Main List.

No Shares in the Company are held by the Company itself or its subsidiaries. Likewise, no convertible securities are outstanding. No put or call options are outstanding with respect to or for the benefit of any company in the Group. There are no legal restrictions on the transferability of the Shares in the Company.

Issue of New Shares

An ordinary General Meeting of the shareholders of the Company was held on 25 June 2007. Among other things, the General Meeting resolved to increase the share capital of the Company by EEK 20,528,020 by issuing 2,052,802 new Shares (the "**New Shares**"). The New Shares will be issued to the Principal Shareholder to substitute the portion of Shares sold by the Principal Shareholder in the course of the Offering. The New Shares will be issued against cash payment (whereas the Principal Shareholder will pay for the New Shares from the proceeds of the Offering received by the Principal Shareholder). The subscription price of one New Share will be equal to the final Offer Price, converted to EEK (comprising the nominal value of EEK 10 per Share and the corresponding share premium). Subject to the registration of the increase of the share capital in the Estonian commercial register, the new share capital of the Company will be EEK 400 million, divided into 40 million Shares with a nominal value of EEK 10 each.

If in the course of the Offering not all of the Offer Shares are sold, the proceeds of the Offering will be applied by the Principal Shareholder firstly towards payment of the subscription price of the New Shares offered by the Company.

Registration in the KDPW

All Shares will be registered in the KDPW in addition to being registered in the ECRS. The registration in the KDPW is a necessary pre-requisite to the listing of the Shares on the WSE and will be completed prior to such listing. The Shares will be registered in the KDPW with the same ISIN code assigned to them in the ECRS.

Transfer of Shares between Securities Accounts in Estonia and Poland

Following the registration of the Shares in the KDPW, investors will be able to transfer the Shares between securities accounts opened in Estonia or Poland without restrictions, subject to the rules established and published by the ECSD and the KDPW. Initially, the co-operation agreement concluded between the KDPW and the ECSD enables the transfer of securities from a securities account in Estonia to a securities account in Poland (or vice versa) only as a transfer without payment (where the transfer of securities is settled independently of the transfer of the purchase price, if any). Technical arrangements enabling transfers of securities between Estonia and Poland as a transfer against payment may be created in the future.

Registration of Ownership for Shares Kept in Poland

All Shares in the Company that are kept on securities accounts opened in Poland will appear in the shareholder register of the Company (kept by the Estonian Central Register of Securities) as belonging to the KDPW without reference to the ultimate shareholder. However, the ownership of securities issued under the laws of Estonia does not depend on the entry in the shareholder register of the issuer. Instead, the ownership of such securities (including the Shares in the Company) can be transferred when the parties to such transfer agree to transfer ownership. The KDPW will be considered to be holding Shares on the nominee account on behalf of the securities houses which are members of the KDPW. In turn, such securities houses will keep records of the ultimate owners of the Shares. Despite the lack of reference to the ultimate shareholder in the shareholder register of the Company, investors acquiring more than a certain amount of Shares partially or entirely through a securities account opened in Poland, will remain subject to disclosure and anti-trust requirements based on the total number of Shares held by such investors (please see the Sections "*Estonian Securities Market: Disclosure of Information about Transactions and Shareholders*" and "*Estonian Securities Market: Antitrust Provisions*" and "*Polish Securities Market: Acquisitions and Disposals of Substantial Blocks of Shares*" for more information on such requirements).

History of Changes to the Share Capital

The historical changes in the Company's share capital in the last three years are as follows:

Period	Share capital (EEK)	Share capital (EUR)
15 March 2005 to 26 October 2006	19,468,750	1,244,280
From 26 October 2006	379,471,980	24,252,680
From 25 June 2007[1]	400,000,000	25,564,659

[1)] Subject to registration in the Estonian commercial register of the share capital increase.

At the beginning of 2005 the bankruptcy estate of P.T.A. Group Oy (for information on the bankruptcy of P.T.A. Group Oy, please see "*Operations of the Group: History and Development of the PTA Group*") included 50,000 convertible bonds of the Company issued according to the resolution of the extraordinary General Meeting held on 28 August 2002. The convertible bonds were issued with an issue price of EEK 24 (EUR 1.53) each and the final term for their redemption was 31 December 2005. Until the conversion of the bonds into Shares in the Company, they bore interest at the annual rate of 5%. On 3 January 2005 P.T.A. Group Oy informed the Company of its intention to convert the convertible bonds into Shares in the Company with the exchange ratio of 1:1. The respective transaction was completed and the Company issued 50,000 new Shares to the bankruptcy estate of P.T.A. Group Oy with the par value of EEK 10 (EUR 0.64) each and issue premium of EEK 14 (EUR 0.89) each. As a result of the aforementioned exchange transaction, the share capital of the Company was increased by EEK 500,000 (EUR 31,955.82) and the new amount of the share capital of the Company was EEK 19,468,750 (EUR 1,244,279.91).

On 5 September 2006 the General Meeting adopted a resolution to increase the Company's share capital in connection with the reverse takeover transaction of AS Silvano Fashion Group (see "*Operations of the Group: History and Development of the Group*" for more information). The shareholders of the Company decided to issue 36,000,336 new Shares in the Company with a nominal value of EEK 10 (EUR 0.64) each, of which 36,000,323 Shares were subscribed to (13 new Shares were not subscribed to due to the effect of approximation and such 13 Shares were cancelled). As a result of the this process the share capital of the Company was increased by EEK 360,003,230 (EUR 23,008,399.91). After the share capital increase, the new share capital is EEK 379,471,980 (EUR 24,252,679.81). The pre-emptive right of the existing shareholders to subscribe for new Shares (that is otherwise provided for in the Articles of Association) was excluded and the right to subscribe for new Shares was granted only to the shareholders of Silvano. Every shareholder of Silvano had the right to subscribe for new Shares in the Company in accordance with the number of shares in Silvano held by such person as at the date of subscription for the new Shares: one common share in Silvano gave the right to subscribe for 426.1 new Shares in the Company. New Shares were issued at the price of EEK 39.12 (EUR 2.50) each, of which EEK 10 (EUR 0.64) was the nominal value of each New Share and EEK 29.12 (EUR 1.86) was the issue premium. New Shares were paid for by non-monetary contributions, the non-monetary contribution was the shares in Silvano and one share in Silvano was valued at EEK 16,669.03 (EUR 1,065.34). Non-monetary contributions were transferred to the Company by 16 October 2006. The share capital increase was registered in the commercial register on 26 October 2006.

Takeover Bids

A mandatory takeover bid to the Company's shareholders in respect of all of their Shares in the Company was launched by OÜ Alta Holding on 13 August 2002. By the date of the bid OÜ Alta Holding and the persons acting in concert with the same owned 79.08% of all the Shares in the Company and had acquired a dominant influence over the Company. Therefore, OÜ Alta Holding was under the obligation to launch the bid pursuant to the provisions of the Securities Market Act and the Rules of the Tallinn Stock Exchange. The price offered for one Share was

EEK 11.48 (EUR 0.73). More information on the aforementioned takeover bid is available from the website of the Tallinn Stock Exchange (http://www.baltic.omxgroup.com).

Another mandatory takeover bid to all the shareholders of the Company was made by Indrek Rahumaa on 3 May 2007. The bid was made in respect of all the Shares in the Company not held by SIA Alta Capital Partners. Indrek Rahumaa gained dominant influence over the Company through companies under his control: SIA Alta Capital Partners and Investeerimisvabrik OÜ, which as at the date of the takeover bid held a total of 69.6% of all the Shares in the Company. Due to such dominant influence, Indrek Rahumaa was required to make the bid pursuant to the provisions of the Securities Market Act and the Rules of the Tallinn Stock Exchange. The price offered for one Share in the Company was EUR 4.19. As a result of this mandatory takeover bid, 485,468 Shares were sold to SIA Alta Capital Partners.

Changing the Rights Attached to Shares

In order to change the rights attached to all shares in general (inasmuch as this is possible under applicable law), the Articles of Association normally need to be amended. Amendment of the Articles of Association requires a qualified majority of at least two-thirds of all votes present at the General Meeting. If a company has more than one class of shares, changing the rights attached to a particular class of shares requires, in addition to the above, at least two-thirds of the votes of shareholders within each class of share who are present at the general meeting. When rights stemming from a particular class of shares are being amended, a decision of the General Meeting of the shareholders will also require a qualified majority of four-fifths of the votes, and the consent of at least nine-tenths of all shareholders who hold shares of the type subject to amendment. A brief description of the rights attached to Shares of the Company follows below.

Redemptions and Liquidation

Redemption of Shares

Under the Estonian Commercial Code a company may acquire its own shares (or take the same as collateral) if all of the following conditions are met: (i) redemption of such shares occurs within one year from the adoption of a resolution of the general meeting of the shareholders which specifies the conditions and terms for the redemption of shares and the consideration to be paid for shares; (ii) the total nominal value of shares redeemed or taken as collateral does not exceed one-tenth of the share capital; and (iii) shares are paid for from assets exceeding the share capital, reserve capital and premium. These restrictions do not apply if shares are acquired by way of inheritance.

Shares may be acquired without a resolution of the general meeting of shareholders but instead on the basis of a resolution of the council if the redemption of shares is necessary to prevent significant damage to the company. In such event the shareholders must be informed of the circumstances surrounding the redemption of shares at the next general meeting of shareholders.

Redeemed shares must be sold or cancelled within one year of redemption. If more than one-tenth of the share capital is redeemed through a decision of the council or by way of inheritance, the part exceeding the one-tenth must be sold or cancelled within six months of redemption. Shares that are redeemed illegally must be sold or cancelled within three months of redemption.

Rights in Event of Liquidation

In the event of the Company’s liquidation all shareholders are entitled to any surplus assets after the satisfaction of all claims of the Company’s creditors, and the depositing of such amounts as were not collected by the creditors. Such remaining assets are distributed among the shareholders according to the nominal values of their shares, pursuant to the asset distribution plan prepared by the liquidators, and paid out in cash.

The Company’s assets may be distributed after the lapse of six months from the publication of the notice of liquidation and after the lapse of two months from the date that the final balance sheet and asset distribution plan are presented to the attention of the shareholders, provided that neither the balance sheet nor the asset distribution plan are contested in court. The court may allow for payments to be made earlier provided that such earlier payment would not damage the interests of the creditors.

Rights of Shareholders

Right to Participate in the General Meeting

Purpose of the General Meeting

Shareholders are entitled to take part in the corporate governance of the Company through the General Meeting of shareholders, where they can exercise their powers to decide on certain important corporate matters, such as, for example, amending the Articles of Association, increasing and reducing the share capital, issuing convertible bonds, electing and removing the members of the Council and the auditor, approving the annual accounts and the distribution of profit, dissolution, merger, division or transformation of the Company and certain other matters. The general meeting is the highest governing body of a limited company in Estonia.

Convening the General Meeting

The ordinary General Meeting of shareholders is held once a year pursuant to the procedure and at the time prescribed by the Articles of Association, but not later than six months after the end of the financial year. Additionally, an extraordinary General Meeting may be held on certain conditions: (i) in the event that the net equity of the Company decreases below the legally required minimum equity; or (ii) if shareholders representing at least 1/10 of the share capital, the Council or the auditor demand the meeting; or (iii) if the meeting is required in the interests of the Company. The Articles of Association reflect applicable law with respect to when the General Meeting needs to be convened.

If the Management Board fails to convene an extraordinary General Meeting within one month from receipt of a relevant request from the shareholders (or the Council or the auditor), then the shareholders (or, respectively, the Council or the auditor) have the right to convene the General Meeting themselves. Notice of an upcoming General Meeting must be sent to all shareholders three weeks in advance of an ordinary General Meeting and at least one week in advance of an extraordinary General Meeting. As a general rule, the notice must be sent via registered mail to the addresses entered in the shareholders' register. Pursuant to the Estonian Commercial Code, where a company has over 50 shareholders, the notice does not have to be sent but instead is published in at least one national daily newspaper in Estonia. However, the Articles of Association of the Company set forth 100 shareholders as the threshold starting from which the notice about convening the General Meeting of the shareholders may be published in at least one national newspaper. The notice is also published through the Tallinn Stock Exchange.

When the above requirements for convening a General Meeting are violated, such General Meeting does not have the capacity to adopt resolutions, except where all shareholders participate in the General Meeting.

Agenda of the General Meeting

As a rule, the agenda of a General Meeting is determined by the Council. However, if the General Meeting is convened by the shareholders or the auditor, the agenda is determined by them. Furthermore, the Management Board or the shareholders whose shares represent at least one-tenth of the share capital may demand the inclusion of a certain issue on the agenda. An issue which is initially not on the agenda of a General Meeting may be included on the agenda upon the consent of at least nine-tenths of the shareholders who participate in the General Meeting if their shares represent at least two-thirds of the share capital.

Quorum

A General Meeting of shareholders is capable of passing resolutions if more than one-half of the votes represented by shares held by shareholders are present at the General Meeting of shareholders. If the quorum is not met, the Management Board is required to convene a new General Meeting of shareholders not more than three weeks but not less than seven days after the date of the initial General Meeting. There are no quorum requirements for the newly convened General Meetings of shareholders convoked in such manner.

Voting rights and resolutions

The Company currently has only one class of Shares, with a nominal value of EEK 10 (EUR 0.64) each. Each share entitles the shareholder to one vote. A shareholder may attend and vote at a General Meeting in person or by proxy. In the case of companies listed on the Tallinn Stock Exchange, only those shareholders appearing on the list of shareholders (which is maintained by the ECRS) as of 23:59 on a date chosen by the company are eligible to attend and vote at a General Meeting of shareholders. Such date must be made public at least nine trading days in advance. A shareholder whose shares are registered in the name of a nominee can exercise voting rights if a respective power of attorney has been executed in his favour by the holder of a nominee account.

As a rule, resolutions of a General Meeting of shareholders require the approval of the majority of the votes. Certain resolutions, such as amending the Articles of Association, increasing or decreasing the share capital and, in certain cases, resolutions relating to a merger or liquidation of the company, require a qualified majority of two-thirds of the votes represented at the General Meeting of shareholders.

Participation in the General Meeting for Polish investors

Investors holding Shares on securities accounts opened in Poland (the "**Polish Shareholders**") will be able to exercise voting rights attached to the Shares without restrictions. In respect of all Shares held on securities accounts opened in Poland, the KDPW will be recorded in the Company's shareholders' register (kept in the ECRS) in the name of the KDPW. Estonian law will recognise the KDPW as the holder of a nominee account holding shares on behalf and for the benefit of the ultimate shareholders, who will under Estonian law be recognised as the owners of the respective Shares. Under Estonian law, the KDPW will be entitled to exercise rights attached to the Shares, based on instructions received from the securities houses acting as members of the KDPW and given on behalf and pursuant to instructions of the Polish Shareholders, or authorise the Polish Shareholders to exercise such rights directly.

Pursuant to an agreement concluded between the KDPW and the ECSD and a power of attorney issued on the basis of the same, ECSD is authorised to appoint persons authorised to execute all shareholders' rights attached to all shares kept on the nominee account of the KDPW opened with the ECSD, subject to the allocation of such rights as notified by the KDPW to the ECSD. As promptly as practicable following the publication of a notice summoning a General Meeting, the KDPW will provide to the ECSD a list of ultimate shareholders who are eligible to participate in the General Meeting by virtue of holding Shares of the Company on securities accounts opened in Poland. On the basis of such list, ECSD will issue an authorisation empowering each such shareholder to participate in the General Meeting and to exercise voting rights attached to the Shares owned by such investor. Such authorisation will be provided directly to the Company and will be available at the time and location of the General Meeting, enabling such shareholder to participate in the same.

Right to Information

Pursuant to the Estonian Commercial Code, shareholders have the right to receive information on the activities of the company from the Management Board at the General Meeting. However, the Management Board may refuse to give information if there is a reason to presume that this may cause significant damage to the interests of the company. In the event the Management Board refuses to give information, the shareholders may require the General Meeting to decide on the legality of such refusal or submit a respective claim to the court of law.

Right to Subscribe for New Shares

General provisions

Pursuant to the Estonian Commercial Code existing shareholders of a company have the pre-emptive right to subscribe for new shares in the company in proportion to their existing shareholding. However, where shares need to be issued to a specific person(s), such pre-emptive right can be waived by a resolution of the general meeting of shareholders by a majority of three-fourths of the votes represented at such meeting.

Right to subscribe for new Shares for Polish Shareholders

Investors holding Shares in securities accounts opened in Poland will benefit from the right to subscribe to new Shares issued by the Company without restrictions. Whenever the Company announces a share subscription for new Shares directed to its shareholders (i.e. where the preferential right of the shareholders to subscribe for new Shares is not excluded by the General Meeting), it will compare the list of subscription applications it receives, in accordance with the conditions of such subscription, to the list of the ultimate shareholders of the Company who hold Shares in securities accounts opened in Poland (as may be requested by the Company from the KDPW through the ECSD) as of the relevant date, and only after such comparison has been made will subscription applications originating from the ultimate shareholders of the Company who hold Shares in securities accounts opened in Poland be accepted. However, the aforementioned procedure will not apply in the event that the Company decides to register subscription rights granted to its shareholders in the ECRS and the KDPW, in such case such subscription rights will be delivered to the securities accounts of the ultimate shareholders of the Company and can later be exercised by any person to whom the ownership of such subscription rights may be transferred.

If an ultimate shareholder of the Company who holds Shares in securities accounts opened in Poland wishes to transfer the subscription right (pre-emptive right) received by virtue of owning Shares, such transfer must be notified to the Company in writing no later than on the last day of the relevant subscription period.

If the Company decides to apply for a listing of subscription rights (pre-emptive rights) to the Shares in the Company on the Tallinn Stock Exchange and/or the WSE, securities representing such rights will be transferred to the securities accounts of the Company's shareholders in accordance with the Company's shareholder register maintained in the ECRS. Rights transferred to the securities account of the KDPW will further be credited by the latter to the securities accounts of the relevant Polish ultimate shareholders.

Other Important Matters

Restrictions on Financial Assistance

The Estonian Commercial Code sets forth certain restrictions in respect of financial assistance. As a general rule, a company may not grant loans or provide other financial assistance (such as, for example, giving guarantees or sureties): (i) to shareholders whose shares represent more than 1% of the share capital; (ii) to shareholders of the parent company whose shares represent more than 1% of the share capital of the parent company; (iii) for the purpose of acquiring shares of the company; or (iv) to members of the management board, the council or to procurators.

Financial assistance may, nevertheless, be provided to such shareholders who belong to the same consolidation group as the company, provided that this assistance does not harm the company's financial status or the interests of its creditors.

Squeeze-Out Rights

The Estonian Commercial Code allows major shareholder(s) to take over a public limited company. The precondition for such squeeze-out is the acquisition by a person (acting individually or in concert with others) of at least 90% of the voting rights in the company. The squeeze-out can be decided by the general meeting of shareholders if a majority comprising at least 95% of all votes is in favour. The amount of compensation for the shares which are subject to the squeeze-out is to be determined on the basis of the value of the shares as at ten days prior to the date on which the notice summoning the general meeting was sent out. Additionally, tender offers may be carried out for companies which are listed on the Tallinn Stock Exchange and sometimes major shareholders of a listed company are under the obligation to launch a tender offer (see "Estonian Securities Market" for more details). However, the shareholders of a listed company are not obliged to accept a tender offer which is not a squeeze-out within the meaning of the Commercial Code.

Disclosure of Shareholdings

The Company is required to submit a list of shareholders holding over 10% of all shares to the Estonian commercial register together with the annual accounts, such list being drawn up as at the date the annual accounts are approved by the general meeting of shareholders. See the Section titled "*Estonian Securities Market*" for more information on disclosures of shareholdings which are triggered by the listing of shares on the Tallinn Stock Exchange.

TAXATION

This section dealing with the Estonian and Polish tax systems is meant to give an overview of the tax regime applicable to the Company and its shareholders, including the taxation of dividends and capital gains as applied to the dividends paid out and shares issued by the Company. Note that the below summary is in no way exhaustive and is not meant to constitute professional advice to any person. In order to establish particular tax consequences of the ownership of Shares and trading in the same, each investor is strongly encouraged to seek specialist assistance, including, in particular, the tax consequences under Polish law, the law of the jurisdiction of their residence and any tax treaty between Poland and their country of residence or between Estonia and their country of residence.

Estonian Law

Corporate Income Tax

The system of corporate earnings taxation currently in force in Estonia is a unique system that shifts the point of corporate taxation from the moment of earning profits to the moment of their distribution. Corporate income tax is charged on profit distributions such as dividends and implicit distributions (i.e. fringe benefits, gifts and donations, and expenditures and payments not related to the business activity of the company).

All of the above-mentioned profit distributions are taxed at the rate of 22/78, which amounts to approximately 28.21% of the net amount of the distribution of profit. According to the Estonian Income Tax Act as it currently stands, the corporate income tax rate will decrease gradually (21/79 as from 1 January 2008 and 20/80 as from 1 January 2009). Corporate income tax imposed on distributed profits is not a withholding tax and thus relief is not available under the applicable international tax treaties.

The applicable corporate income tax system is likely to change in the near future, as the current system of corporate taxation is deemed incompatible with European law. As of the date hereof, there is no reliable information as to the principles on which the new system will be based.

Taxation of Dividends

Dividends paid to non-resident individuals are not subject to any withholding tax in Estonia. When determining the principles of taxation of corporate persons or individuals, agreements on the avoidance of double taxation (tax treaties), if any, entered into by Estonia and the country where the given corporate person or individual is resident, should be taken into account. These agreements may provide for lower rates of taxation on dividends received by corporate persons or individuals, or even exclude taxation in Estonia altogether. Moreover, most tax treaties to which Estonia is a party indicate that income from the disposal of securities against payment may only be taxed in the country of residence of the corporate person or individual, which, in most cases, results in the absence of taxation of such income in Estonia. However, this may not apply in a situation in which a foreign corporate person or individual has a permanent establishment in Estonia to which income from the sale of the shares may be ascribed.

A withholding tax at the rate of 22% (21% as from 1 January 2008 and 20% as from 1 January 2009) is charged on dividends payable by a resident company to non-resident legal persons, subject to certain exemptions. Withholding tax applicable to cross-border dividends paid to Polish resident legal persons is subject to the tax treaty concluded between Estonia and Poland, which reduces the applicable rate of withholding tax from 22% to 15%. Polish legal persons receiving dividends from the Company will be eligible for double taxation relief from Estonian withholding tax on the grounds of the Estonian-Polish tax treaty. In cases where the income tax is withheld in full due to the reason that the relevant person did not present proof of entitlement to tax treaty relief on time, the return of the excess withholding tax may be claimed within three years from the date when the excessive payment occurred. The claim must be in writing and be accompanied by the documents required for the application of the tax treaty relief. Provided that all necessary documents are submitted, the tax authority will return the excess withheld tax within 30 days from the filing of the claim.

If at the moment when dividends are announced or paid a Polish resident legal person owns at least 15% of the share capital of the Company, such dividends are not subject to withholding (as the law currently stands, this 15% threshold will decrease to 10% in 2009).

According to the Estonian-Polish tax treaty Polish residents are entitled to a double taxation relief in the form of a foreign tax credit with respect to income tax withheld in Estonia.

Capital Gains, Tax Consequences of Sale or Exchange of Shares

Non-residents are subject to income tax on capital gains in Estonia in the event of a sale or exchange of any number of shares in a company of whose property, as of the moment of sale or exchange or any moment within two years preceding the sale or exchange, directly or indirectly, more than 50% is made up of immovables or structures as movables which are located in Estonia and provided that at the moment of sale or exchange the shareholder owned at least 10% of shares in the company.

Currently the Company no longer meets the above-mentioned criteria and thus non-resident shareholders selling or exchanging their Shares will be exempt from Estonian income tax on accrued capital gains.

For the purposes of capital gains taxation the gain derived from the sale of shares is the difference between the selling price of the shares sold and their acquisition cost. The gain derived from the exchange of shares is the difference between the acquisition cost of shares subject to exchange and the market price of the property received as a result of the exchange. A shareholder has the right to deduct certified expenses directly related to the sale or exchange of shares from the shareholder's gain.

Under Estonian domestic laws, in the event of a decrease of the share capital of the Company or the redemption of its shares, payments made to non-resident shareholders are treated as capital gains, i.e. income tax is charged on the amount in which the payments made to the shareholder exceed the acquisition cost of the holding. Nevertheless, the Estonian-Polish tax treaty precludes Estonia from taxing such payments.

Polish Law

This summary is not intended to constitute a complete analysis of the tax consequences under Polish law of the acquisition, ownership and disposal of the Offer Shares by the Investors. The Investors should, therefore, consult their own tax advisers on the tax consequences of such acquisition, ownership and disposal, including, in particular, the tax consequences under Polish law, the law of the jurisdiction of their residence and any tax treaty between Poland and their country of residence or between Estonia and their country of residence.

When determining the principles of taxation of corporate persons or individuals, agreements on the avoidance of double taxation (tax treaties), if any, entered into by Estonia and the country of which the given corporate person or individual is resident, should be taken into account. These agreements may provide for lower rates of taxation on dividends received by corporate persons or individuals, or even exclude taxation in Estonia altogether. Moreover, most tax treaties to which Estonia is a party indicate that income from the disposal of securities against payment may only be taxed in the country of residence of the corporate person or individual, which, in most cases, results in the absence of taxation of such income in Estonia. However, this may not apply in a situation in which a foreign corporate person or individual has a permanent establishment in Estonia, to which income from the sale of the shares may be ascribed.

Income Earned on the Disposal of Securities by Individuals Who Are Polish Tax Residents

In accordance with Art. 3, section 1 of the Personal Income Tax Act, natural persons, provided that they reside within the territory of the Republic of Poland, are liable to pay tax on all of their income (revenue) regardless of the location of the source of revenues (unlimited tax obligation). A person residing within the territory of the Republic of Poland is any natural person who (i) has the centre of their personal or economic interests within the territory of Poland; or (ii) resides within the territory of Poland for more than 183 days in any tax year.

In the event of the disposal by a Polish resident of property located in another country, the tax treaty between Poland and that country applies. According to Art. 13, section 4 of the Polish-Estonian tax treaty, gains from the disposal of shares are taxed exclusively in the country in which the person disposing of the property is resident. Thus, income from the disposal of the Offer Shares earned by Polish residents is taxed in Poland according to the following rules.

Pursuant to Art. 30b, section 1 of the Personal Income Tax Act, income earned in Poland on the transfer of the ownership of securities (including the Offer Shares) in exchange for consideration is taxed at a flat rate of 19%. Taxable income is computed as the difference between the proceeds from the disposal of securities and the tax-deductible costs, including the expenditure related to the acquisition of these securities. Such income is subject to taxation as income due, even if not actually yet received. It is not aggregated with the other income of the individual and is taxed separately.

Entities intermediating in the sale of securities by an individual (e.g. securities houses) are required to deliver to that person and the appropriate tax office, information on the amount of income earned by that person, by the end of February of the year immediately following the year in which the gains are made (or losses are incurred) by such person on the disposal of securities. There is no requirement to pay tax advances during the tax year.

An individual who obtains gains (or incurs losses) on the sale of securities is required to calculate and pay the tax due, as well as submit, by 30 April of the calendar year immediately following the year in which such gains are obtained (or losses incurred), a separate tax return identifying the amount of the gains or losses. The tax return is to be submitted to the tax office competent for the place of residence of such taxpayer on the last day of the financial year, and if such person ceased to reside in Poland before that date, to the tax office competent for the person's last place of residence within the territory of Poland.

The above regulations shall not apply if a sale of securities for a consideration is the consequence of the performance of any business activities, as in such case the revenues from the sale of securities should be qualified as originating from the performance of such activities and should be settled according to general terms.

Income Earned on the Disposal of Securities by Individuals Who Are Not Polish Tax Residents

In accordance with Art. 3, section 2a of the Personal Income Tax Act, natural persons, if they do not reside within the territory of the Republic of Poland, are liable to pay tax exclusively on income (revenue) obtained within the territory of the Republic of Poland (limited tax obligation).

Income from the disposal of shares in a foreign entity by an individual who is not a Polish tax resident cannot be classified as income obtained in Poland and as a result, is not taxed in Poland. In such case, the tax treaty between Estonia and the country of residence of the individual should be applied.

Dividends and Other Income from a Share in the Profits of Legal Persons Earned by Individuals Who Are Polish Tax Residents

Under Polish tax law, income from a share in the profits of legal persons is the income actually generated from such a share, including, *inter alia,* income from the redemption of shares, from the disposal of shares to the company in exchange for consideration with a view to redeeming the shares, the value of the assets received in connection with the liquidation of the legal person, income intended for a share capital increase, and income which is the equivalent of the amounts contributed to the share capital from other funds of the legal person.

Taxation of the dividend income obtained by an individual who is a Polish resident from a company resident in Estonia is regulated by the provisions of the Polish-Estonian tax treaty. Pursuant to Art. 12 of the treaty, dividends paid by a company resident in Estonia to a person resident in Poland may be taxed in Poland. These dividends may also be taxed in Estonia, but the tax levied in this country cannot exceed 15% of the dividend. The actual taxation rules regarding dividend income are governed by Estonian tax law (see above).

Pursuant to Art. 30a, section 1 point 4 of the Personal Income Tax Act, dividend income and other income from a share in the profits of legal persons is not aggregated with income from any other sources, and is subject to taxation at a flat rate of 19% of the income earned. However, according to Art. 24 of the Polish-Estonian tax treaty, Poland must grant a credit for the tax levied on dividends in Estonia.

Dividends and Other Income from a Share in the Profits of Legal Persons Earned by Individuals Who Are Polish Tax Residents

Dividend income paid by an Estonian company to a non-Polish tax resident is not taxed in Poland. The tax treaty between Estonia and the country of residence of the individual should be applied.

Income Earned on the Disposal of Securities by Corporate Persons Who Are Polish Tax Residents

In accordance with Art. 3, section 1 of the Corporate Income Tax Act, taxpayers having their seat or a management board within the territory of the Republic of Poland, are liable to pay tax on all of their income, irrespective of the location of the source of revenues.

According to Art. 13, section 4 of the Polish-Estonian tax treaty, gains from the disposal of shares are taxed exclusively in the country in which the person disposing of property is resident. Thus, income from the disposal of the Offer Shares earned by Polish residents is taxed in Poland.

Gains on the disposal of securities (including the Offer Shares) by a legal person having their seat (management board) within Poland are subject to taxation under the general rules stipulated in the Corporate Income Tax Act. Taxable income is the difference between the proceeds from the disposal of securities and the tax-deductible costs, including the expenditure related to the acquisition of these securities. The income thus computed is aggregated with the other income of the legal person. The income of a legal person is taxed at a rate of 19% of the taxable income.

Pursuant to Art. 25 of the Corporate Income Tax Act, a legal person which has disposed of securities is required to pay the due tax prepayment into the account of the appropriate tax office. The tax prepayment is calculated as the difference between the tax due on the income earned since the beginning of a given fiscal year and the aggregate tax prepayments due for the previous months of this year. The taxpayer is required to submit their annual tax return by the end of the third month of the year immediately following the year in which the gains are made.

Income Earned on the Disposal of Securities by Corporate Persons Who Are Not Polish Tax Residents

Foreign corporate persons taxed on the principles set forth below are legal persons, companies in organization, as well as non-corporate organizations other than partnerships, which have their registered office or management board outside the territory of the Republic of Poland. In accordance with Art. 3, section 2 of the Corporate Income Tax Act, taxpayers, if they do not reside within the territory of the Republic of Poland, are liable to pay tax exclusively on income obtained within the territory of the Republic of Poland.

Income from the disposal of shares in an Estonian entity by a legal person who is not a Polish tax resident cannot be classified as income obtained in Poland, and as a result is not taxed in Poland. The tax treaty between Estonia and the country of residence of the company should be applied.

Dividends and Other Income from a Share in the Profits of Legal Persons Earned by Individuals Who Are Polish Tax Residents

As a rule, dividend income and other income from a share in the profits of legal persons is subject to taxation at a flat rate of 19% of the income earned. However, this rule is modified by the provisions of the Polish-Estonian tax treaty, according to which dividends paid by a company resident in Estonia to a person resident in Poland may be taxed in Poland. These dividends may also be taxed in Estonia, but the tax levied in this state cannot exceed 5% of the gross amount of the dividend, if the dividend is received by a company holding at least 25% of the share capital of the company paying the dividend and 15% of the dividend in other cases. The actual taxation rules regarding dividend income are governed by Estonian tax law.

Pursuant to Art. 20, section 3 of the Corporate Income Tax Act, income (revenues) from dividends and other revenues from participation in profits generated by legal persons are tax exempt if all of the following conditions are satisfied jointly: (i) the entity paying the dividends and other revenues from participation in profits generated by legal persons is a company which pays income tax and has its registered seat or management board within the territory of the EU; (ii) the entity receiving income (revenues) from dividends and other revenues from participation in profits generated by legal persons, as referred to in section (i), is a company liable to pay income tax in the Republic of Poland with respect to its entire income, irrespective of the place where it is generated; (iii) the company referred to in section (ii) has at least a 10% direct shareholding in the shares in the share capital of the company which pays out the dividend, provided that between 1 January 2007 and 31 December 2008, the direct percentage share in the company paying the dividends or other revenues from participation in profits generated by legal persons is not less than 15%.

The exemption referred to above applies if the company gaining income (revenues) from dividends and other revenues from participation in profits generated by legal persons having their registered seat or management board within the territory of the Republic of Poland, has at least a 10% shareholding in the company paying out dividends (15% until 31 December 2008) uninterruptedly for two years. The exemption also applies if the two year period of uninterrupted holding of shares in the required amount by a company generating income (revenues) from participation in profits generated by a legal person having its registered seat or management board within the territory of the Republic of Poland, ends after the date of obtaining such income (revenues). In the case of failure to satisfy the condition of holding shares in the required amount uninterruptedly for two years, the taxpayer shall be required to pay tax, including default interest, on the income (revenues) at 19% of income (revenues) by the 20th day of the month following the month in which it was deprived of the right of exemption. Interest is calculated as of the day following the day on which the taxpayer first exercised the right to exemption.

Dividends and Other Income from a Share in the Profits of Legal Persons Earned by Individuals Who Are Not Polish Tax Residents

Dividend income paid by an Estonian company to a non-Polish tax resident is not taxed in Poland. The tax treaty between Estonia and the country of residence of the individual should be applied. Companies subject to taxation of their entire incomes in any of the EU member states other than Estonia, are exempted from the taxation of dividends disbursed by companies with their registered office in Estonia. However, the application of this exemption is contingent on numerous conditions.

Transfer Tax (Tax on Civil Law Transactions)

Transfer tax applies to the sale or exchange contracts, if the rights which are the subject of the transaction are to be exercise within the territory of the Republic of Poland (e.g. shares in a Polish company), or if the rights are exercised outside the Republic of Poland, provided that the agreement evidencing the sale or exchange is concluded in the Republic of Poland and the purchaser is a Polish resident. The rate of this tax is set at 1% of the market value of the securities which are the subject of the transfer. In certain situations, the tax authorities may adjust the taxable base. The tax should be paid within 14 days after the transaction is concluded. However, pursuant to Art. 9, section 9 of the Act on Transfer Tax, the sale of securities to securities houses and banks conducting securities activities is exempt from transfer tax, as is the sale of securities performed through an agency of securities houses and banks conducting securities activities. The sale of shares in an Estonian company by a non-Polish tax resident is not subject to transfer tax.

Taxation of Gifts and Inheritance

Polish gift or inheritance tax can only be imposed on individuals. Such tax may arise on a gift or inheritance of the Offer Shares where the heir or the recipient is a Polish resident. The amount of tax depends on the relationship of the donor/deceased to the recipient /heir.

ESTONIAN SECURITIES MARKET

The information presented in this Section and the Section entitled "Polish Securities Market" below is provided for general background purposes only. Therefore, investors should obtain an opinion of their own legal advisor concerning the provisions of law related to the acquisition, holding and disposal of Shares.

The Tallinn Stock Exchange

The Tallinn Stock Exchange, owned by AS Tallinna Börs, is the only stock exchange operating in Estonia as of the date of this Prospectus. Its major shareholder is a Swedish corporation OMX AB, which also controls the Copenhagen Stock Exchange, the Stockholm Stock Exchange, the Riga Stock Exchange, the Vilnius Stock Exchange and the Helsinki Stock Exchange.

AS Tallinna Börs is a member of NOREX the Nordic and Baltic exchange association with fellow members being the Oslo, Iceland and OMX Stock Exchanges.

The Tallinn Stock Exchange is mainly governed by Estonian laws and governmental regulations (the two most significant laws governing the operation of the Estonian stock market are the Estonian Securities Market Act and the Estonian Central Register of Securities Act) and further by the rules and policies established by the Tallinn Stock Exchange.

The main purpose of the regulations established by the Tallinn Stock Exchange is to facilitate an efficient and legal exchange of securities. The rules can be changed by the Tallinn Stock Exchange only after the Estonian Financial Supervision Authority has approved the relevant amendments. All rules and regulations are applicable to corporations listed on the Tallinn Stock Exchange, members of the Stock Exchange, and companies trading on the open market.

The ECRS and Registration of Shares

The shareholders' registers of all public limited companies (and some private limited companies who opted to register their shares), including those that are traded on the Tallinn Stock Exchange, are held in the Estonian Central Register of Securities (ECRS). The ECRS also keeps book entry records of all securities, pension accounts, registered bonds and all other electronic securities and transactions with the same. This register is maintained by the securities market infrastructure enterprise AS Eesti Väärtpaberikeskus, which is owned by AS Tallinna Börs and belongs to the OMX group.

Every individual, regardless of nationality, has the right to open an account with the ECRS, where all securities are registered and listed in book entry form on the securities accounts of their owners. All transactions are recorded and can be performed only through account holders. Account holders are either investment companies or credit institutions operating in Estonia, or other certified individuals. In some cases, account supervisor can also be a foreign company. For Shares listed in the ECRS, no share certificates are issued.

The amount of information from the ECSR that is available to the public is limited and includes information on the issuer (name, seat and registry code) and the details of the securities (type, nominal value and number of shares). Unless Shares are listed on the stock exchange, information about shareholders is not available to the public.

In addition to regular securities accounts, qualified member of the securities market (account holder) can open a nominee account. This type of account gives the account holder the right to hold securities on behalf of another person – the client – but in its own name. The client retains the right to dispose of the securities or use its rights as a shareholder of the issuer, though a power of attorney must be obtained for the latter purpose.

Listing shares on the Tallinn Stock Exchange

Shares listed on the Tallinn Stock Exchange are divided into two separate lists – the Main List and the Investors' List. In addition to trading in listed securities, the Tallinn Stock Exchange also allows trading on the free market via the same trade system. As of June 2006, there are 16 companies listed on the Tallinn Stock Exchange, ten of which are on the Main List and six on the Investor List.

There are two important differences between the Main List and the Investor List: the minimum length the company has been in business and the minimum value of the company. For the Main List, the respective requirements are three years and EUR 4 million. For the Investor List, the requirements are two years and EUR 1 million, respectively. Once the company has been listed on the Main List, it is still possible to move to the Investor List, and vice versa, as the value of the company fluctuates over time.

Various conditions have been established for companies to list their shares on the Tallinn Stock Exchange, among which the most significant is that 25% of the shares of the issuer have to be publicly held. Nevertheless, this percentage does not necessarily have to be fulfilled as of the listing date, if the number is expected to reach 25% shortly after trading commences. Moreover, in certain conditions normal market trading would also be possible with less than 25% of shares belonging to the public, taking into account the total amount of shares and their allocation among the shareholders.

Trading on the Tallinn Stock Exchange

Trading on the Tallinn Stock Exchange is open to its members each workday from 10 am to 2 pm (Tallinn time zone). SAXESS, the Nordic-Baltic trading system, is used in Estonia (as well as in Finland, Sweden, Norway, Denmark, Iceland, Latvia and Lithuania). The official currency on the Tallinn Stock Exchange trading system is the Euro.

There are two different types of transactions that take place on the Tallinn Stock Exchange – automatic matching and negotiated deals. Automatic matching occurs when buy and sell orders are matched automatically according to the price and time priorities. In such case, the settlement of a transaction always takes place on the third exchange day after it has been concluded (T+3), unless agreed otherwise by the parties.

Negotiated deals, on the other hand, can be made during the regular trading period or the after-market trading period. While the after-market trading period prices are determined by different pricing rules, in general the price of a security falls into the range of the best bid and offer prices at the time of the transaction. A closed transaction has to be entered into the system by the brokers within five (5) minutes after the transaction has been closed. Negotiated deals have to be settled among the members of the stock exchange from one (T+1) to six (T+6) days after concluding the transaction, unless agreed otherwise by the parties.

The Tallinn Stock Exchange, owned by AS Tallinna Börs, is an electronically operated system that provides information about trading activity. This information consists of the latest prices of securities, prices of takeover and transfer securities, price changes, highest and lowest prices, and the number and volume of transactions. Also available on the Internet site of the Stock Exchange is news about stock exchanges, statistics, equity prices, and other transaction related information. Information that is confidential and can alter the price of a security is not disclosed to the public.

However, AS Tallinna Börs is required to provide all the relevant information about the transactions: (1) the time when the transaction was completed; (2) the identities of the market members participating in the transaction; (3) the names of the securities traded; and (4) the amounts, nominal values and prices of the traded securities. In addition to the aforementioned data, the Tallinn Stock Exchange Rules demand availability of all other information about the transaction that might be needed.

To guarantee higher liquidity of a security, the Listing and Supervisory Committee of the Tallinn Stock Exchange has the right to demand that an issuer enters into a market-making contract with a member of the Tallinn Stock Exchange.

Supervision of the Tallinn Stock Exchange and of Trading on the Tallinn Stock Exchange

The Estonian Financial Supervision Authority ("EFSA") is the agency that supervises the Tallinn Stock Exchange under the rules established by the Financial Supervisory Authority Act. The main purpose of the EFSA is not only to ensure the reliable and secure operation of the stock market but also of the financial sector as a whole. In addition to the EFSA, the Listing and Supervisory Committee of the Tallinn Stock Exchange has a specific duty to ensure that the members of the Tallinn Stock Exchange also comply with applicable rules and regulations.

The price formation of the traded securities is supervised by AS Tallinna Börs, owner of the Tallinn Stock Exchange. Transactions that can unfairly alter the price of a security (e.g. transactions based on inside information or manipulating the market) are strictly prohibited. All suspicious transactions must be notified by the Tallinn Stock Exchange to the EFSA immediately.

Disclosure of Information about Transactions and Shareholders

Whenever a person acquires (directly or indirectly, alone or in concert with a third party) 5%, 10%, 20%, 33%, 50% or 66% of all shares issued by one public limited company, such person must inform the Estonian Financial Supervision Authority (EFSA), the public limited company and the account holder about the number of shares obtained from the transaction. These same rules also apply to the investor whose shareholding falls below any of the same levels. Exceptions to the above requirements may be granted by EFSA alone. The same requirement applies to holders of nominee accounts, who must report to the EFSA when a particular account exceeds or falls below the above-mentioned thresholds.

It is prohibited to enter into agreements concerning shares of a public limited company that restrict free transfers in the market or have a significant impact on the price of a security, and the public limited company involved in such transactions must report to the EFSA.

In addition, the Rules of the Tallinn Stock Exchange include certain specific regulations related to transactions entered into by an issuer and involving its own securities.

Abuse of the Stock Market

According to the Securities Market Act, abuse of the stock market is defined as either mishandling of inside information or manipulating the market. Provisions of the Securities Market Act relating to disclosure of confidential information also apply to securities that are not traded on the Estonian Stock market or in any of the member states of the European Economic Area, but whose value depends on the financial instruments traded on those markets.

According to the Estonian Securities Market Act, "insider information" is defined as specific information that directly relates to the issuer or its securities. Among numerous other things, this includes information on the operations and future prospects of the issuer, insofar as not yet officially disclosed. When such information is made public, there is an increased risk of fluctuations in the price of the relevant security and related derivative instruments. There are certain specific rules in the Securities Market Act that help established if a particular piece of insider information can be released or not.

Insider information can only be possessed by "insiders". As defined in the Securities Market Act, an insider is a member of the management of the issuer, a person who obtains access to insider information in discharge of his/her professional duties or a shareholder with over 10% stake in the issuer, as well as certain third persons such as friends and relatives who knowingly obtain insider information from the insider.

Insider information is usually regarded to be misused when used as a basis for transactions (or as a basis for advice to third parties) or disclosed to the public. The Estonian Securities Market Act establishes a number of administrative offences related to insider information that are punishable with fines of various gravity.

In addition to administrative liability as outlined above, criminal liability is stipulated under the Estonian Penal Code for certain offenses in the field of securities trading. In particular, (i) the acquisition or disposal of a financial instrument made on the basis of inside information (or the advise to do so), as well as (ii) market manipulation (defined as transactions, transaction orders or information aimed at or potentially capable of misleading investors with the purpose of influencing the price of a financial instrument) by a person holding shares in the relevant issuer or being an employee or an official of the relevant issuer is punishable by a monetary penalty or up to three years in prison.

In order to reduce the risk of the abuse of insider information, each issuer whose shares are listed on the Stock Exchange is required to establish internal information rules, extending to individuals who are related to the issuer. The connection can be directly through the issuer, through its subsidiary, or through its parent undertaking.

Members of the management, officials of the company, or individuals related to them are forbidden from using insider information for their personal benefit. It is illegal to take advantage of short-term price changes and trade during time periods when trading is not accessible to other members of the market. Exclusions to these rules can only be made by the Listing and Supervisory Committee of the Tallinn Stock Exchange.

Since the Tallinn Stock Exchange has complete control over the Estonian stock market, the ECRS must provide it with information about all the trades taking place on the market. Besides guaranteeing the secure functioning of the market, this also helps detect and avoid illegal trading on the basis of insider information.

Obligatory Takeover Bid

An obligatory takeover bid must be made by a shareholder who, acting alone or in concert with others, gains dominant control over a company whose shares are listed on the Tallinn Stock Exchange.

According to the law, dominant control is obtained when a person: (i) owns over 50% of the votes represented by shares; or (ii) as a shareholder of the company, has the right to assign or recall a majority of the Management Board or Council of the company; or (iii) as a shareholder of the company, controls at least 50% of the votes represented by shares on the basis of an agreement entered into with other shareholders.

A person acquiring dominant control over a listed company has to make a mandatory takeover bid for all the outstanding shares of the company within 20 days. The Estonian Financial Supervision Authority can make exceptions to the above rule only in special cases.

Antitrust Provisions

Under Estonian law, a merger is deemed to arise where previously independent undertakings merge or parts of undertakings are merged or where an undertaking acquires control of the whole or a part of another undertaking, or of several undertakings or parts thereof, also where undertakings jointly acquire control of the whole or a part of another undertaking, or of several undertakings or parts thereof.

Further, a merger is deemed to arise where a natural person already controlling at least one undertaking acquires control of the whole or a part of another undertaking, or of several undertakings or parts thereof or where several natural persons already controlling at least one undertaking jointly acquire control of the whole or a part of another undertaking, or of several undertakings or parts thereof.

A merger will be subject to control in Estonia by the Competition Board if, during the previous financial year, the aggregate turnover in Estonia of the parties to the merger exceeded EEK 100 million (EUR 6.4 million) and the aggregate turnover in Estonia of each of at least two parties to the merger exceeded EEK 30 million (EUR 1.9 million). However, a merger is not subject to control by the Competition Board if the merger is subject to control pursuant to Council Regulation 139/2004/EC on the control of concentrations between undertakings, unless the European Commission appoints the Competition Board as the authority competent to exercise control over the concentration.

The Competition Board must be notified of a merger subject to control before the entry into force of the merger and after the conclusion of a merger agreement or the performance of a transaction or other act for acquisition of parts of the undertaking or after the performance of a transaction or other act for acquisition of control or after the performance of a transaction or other act for acquisition of joint control or after the announcement of a public bid for securities.

The Competition Board may be notified of a planned merger subject to control also before a transaction or act for such merger or acquisition of control is performed or a public bid is announced, if the parties to the merger prove their intention to perform such act or transaction or if, in the case of a public bid, the parties to the merger have publicly announced their intention to carry out such a bid.

Council Regulation on Concentration

The requirements regarding concentration control also arise from the Council Regulation on the control of a concentration of entrepreneurs. This regulation governs the so-called concentration with a Community dimension and therefore applies to entrepreneurs and their related parties, which exceed specific thresholds of sales of goods and services. The Council Regulation on the control of concentration of entrepreneurs applies only to such concentrations which result in a permanent change in the ownership structure of the enterprise. Concentrations with a Community dimension are subject to notification of the European Commission before they are executed.

Concentrations with a Community dimension are defined as those where either:

(i) the total global turnover of all entrepreneurs taking part in the concentration amounts to more than EUR 5 billion; or

(ii) the total turnover in the European Community of each of at least two entrepreneurs taking part in the concentration amounts to more than EUR 250,000,000, unless each of the entrepreneurs taking part in the concentration achieves more than two-thirds of its total turnover in the European Community in the same member state.

Concentrations with a Community dimension are also defined as those where either:

(i) the total global turnover of all entrepreneurs taking part in the concentration amounts to more than EUR 2,500,000,000; or

(ii) in each of at least three member states, the total turnover of all entrepreneurs taking part in the concentration amounts to more than EUR 100,000,000; or

(iii) in each of at least three member states, the total turnover of all entrepreneurs taking part in the concentration amounts to more than EUR 100,000,000, of which the total turnover of at least two entrepreneurs taking part in the concentration amounts to at least EUR 25,000,000; and

(iv) the total turnover in the European Community of each of at least two entrepreneurs taking part in the concentration amounts to more than EUR 100,000,000, unless each of the entrepreneurs taking part in the concentration achieves more than two-thirds of its total turnover in the European Community in the same member state.

POLISH SECURITIES MARKET

Although Company registered office is in Estonia, and it is therefore a foreign entity governed by Estonian law, Polish legal considerations may also be relevant, especially with regard to the rights and obligations arising out of trading in the shares.

The information presented in this Section is provided for general background purposes only. Therefore, investors should obtain an opinion of their own legal advisor concerning the provisions of law related to acquisition, holding and disposal of Shares. Capital Market Regulation.

General

The principal legal Acts governing the Polish securities market are three Acts of 29 July 2005: the Act on Public Offerings ("Polish Act on Public Offerings"), the Act on Trading in Financial Instruments ("Polish Act on Trading in Financial Instruments"); and the Act on Capital Market Supervision. The operation of the WSE is also governed by the WSE Rules.

Furthermore, on 19 September 2006 the Act of 21 July 2006 on the Supervision of the Financial Market (excluding some regulations) came into force with the principal aim of centralising the supervision of the markets constituting the financial market. The new supervision covers the capital market, the insurance market and from 1 January 2008 will also cover the banking services market. The supervising authority is the Financial Supervision Commission which beginning from 19 September 2006 took over the competencies of the Polish Securities and Exchange Commission and the Insurance and Pension Funds Supervisory Commission and as of 1 January 2008 will also replace the Banking Supervision Commission.

Public Offering of Securities

Subject to the exceptions provided for in the Polish Act on Public Offerings, the public offering or the admission of securities to trading on a regulated market requires the drawing up of an issue prospectus, its approval by the Financial Supervision Commission and making it available to the public.

The contents and the manner of disclosure of the prospectus is governed by the Polish Act on Public Offerings and European Commission Regulation (EC) No. 809/2004 of 29 April 2004, implementing Directive 2003/71/EC of the European Parliament and Commission regarding information contained in prospectuses and the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements.

Drawing up, approving and making publicly available an issue prospectus is not required, inter alia, in the case of a public offering directed exclusively to qualified investors or solely to investors of whom each acquires securities with a value, calculated in accordance with the issue or sale price, of at least EUR 50,000 or the equivalent of this amount in PLN, determined by applying the average exchange rate for the EUR as published by the National Bank of Poland on the date of determining such price.

The liability for damage caused by public disclosure of untrue information or the omission of information that should have been included in the documents prepared and made available in connection with a public offering of securities or in connection with seeking admission to trading on a regulated market, rests with the issuer, the underwriter, the guarantor, or the selling shareholder, as well as the person who prepared such information or participated in the preparation thereof, unless these entities, or the persons they are responsible for, are not at fault. Persons preparing the summary which forms part of the issue prospectus, or persons preparing the translation of the prospectus, are only liable for damage caused in the event that such a summary or translation is misleadingly inaccurate or inconsistent when read with other parts of the prospectus. In addition, any person who publicly proposes the acquisition of securities without the statutorily required approval of an issue prospectus, without submitting a notification including an information memorandum or without making such a document available to the public or to interested investors, is subject to a fine or imprisonment.

If the issuer, the selling shareholder or any other entity participating in a public offering for or on behalf of the issuer or the selling shareholder, violates the law relating to public offerings in Poland, or where there is reasonable suspicion that such violation has occurred or may occur, the Financial Supervision Commission may order that the commencement of such public offering be withheld or that such public offering already underway be discontinued, in each case for a period of not more than ten business days, or may proscribe the commencement or continuation of the public offering.

The securities to be admitted to trading exist in dematerialized form as of the date of their registration under the agreement with the KDPW. The rights attached to the dematerialized securities arise as of the moment such securities are first registered in a securities account and inure to the benefit of the account holder. Under an agreement on the transfer of securities which have been admitted to public trading, such securities are transferred as of the moment the relevant entry is made in the securities account.

The Warsaw Stock Exchange (WSE)

As of the date hereof, the WSE, which resumed operations on 16 April 1991 after a 52-year suspension, is the only stock exchange in Poland. As at the end of April 2007, 17 securities houses, eight banks and 12 foreign entities were members of the WSE. As at the same date, the shares of 296 companies (12 foreign) and 34 investment funds, as well as 58 treasury and corporate bond issues were listed on the WSE and the total market capitalization, of listed companies was approximately PLN 765 billion.

Under current regulations, all transactions are on a delivery against payment basis, with the transfer of rights in securities occurring upon settlement on a T+3 basis. Each investor must hold a securities account and a cash account with a local broker or custodian, and each broker (except affiliated brokers) and custodian must hold a securities account in the KDPW and maintain a cash account with a clearing bank.

All securities offered in a public offering or admitted to trading on a regulated market exist in un-certificated (dematerialized) form only. Shareholders are supplied with depository receipts and account statements from the broker or custodian with whom they have an account.

According to the detailed provisions concerning settlement contained in the WSE Rules and in the rules of the KDPW, the KDPW is required to arrange, on the basis of contract notes submitted by WSE members, for the settlement of transactions executed between WSE members. In turn, WSE members co-ordinate settlement with the clients on whose account the transactions were executed.

Stock Exchange Trading Mechanisms

Trading sessions on the WSE are held regularly from Monday to Friday from 9:00 a.m. to 4:35 p.m. Warsaw time, unless the WSE management board decides otherwise. Quotations are made in a continuous trading system or in a single-price system with one or two auctions. In addition, for large blocks of securities, so-called block transactions outside of the public order book are possible.

Information as to price and trading volume, together with surpluses or reductions in sale and purchase orders and any specific rights (i.e. pre-emption or dividend rights) attached to the relevant securities, are published daily in the WSE Quotation, the official journal of the WSE, and are also available on the official website of the WSE at www.gpw.com.pl.

Continuous trading on the WSE starts with the announcement of the opening price and closes with the announcement of the closing price. The opening and closing prices are determined on the basis of brokers' orders, the types of which are determined by the management board of the WSE. In determining opening and closing prices, the following rules apply in order of priority:

(i) maximizing the value of turnover;

(ii) minimizing the difference between the number of securities in sell orders and buy orders, which may be executed at the determined price; and

(iii) minimizing the difference between the price being determined and the reference price.

Once announced, the opening (or closing) price is the price at which the transactions at the opening (or closing) are made.

In the continuous trading system, price fluctuations are restricted. Accordingly, within one trading day, the transaction price and the closing price may not increase or decrease by more than 10% with respect to shares compared to the closing price of the previous trading day. As a rule, in the case of market-balancing activities, the chairman of the session may change price variation limits. The maximum permissible variation, however, may not exceed 21% with respect to shares. If, during the determination of the opening (or closing) price, a divergent market occurs, the chairman of the session will announce the opening (or closing) of continuous trading and the price of the first transaction made in the continuous trading system session will be the opening price and the price of the last transaction in the session will be the closing price. Orders awaiting execution are executed in the priority of their limit price and, where limit prices are equal, in the priority in which they have been accepted or displayed.

Off-session trading may be executed if certain safeguards set forth in the WSE Rules are followed. Off-session transactions (block transactions) are possible for larger blocks of securities, if at least one WSE member firm submits buy and sell orders for the same price, security and number of shares. A block transaction must be equal in value to at least:

(i) PLN 250,000 in respect of shares listed on the WSE main market and included in the Warsaw Stock Index - WIG 20 (index of the 20 most actively traded companies);

(ii) PLN 100,000 in respect of other shares traded in the continuous trading system on the WSE; or

(iii) PLN 20,000 in respect of shares traded in the single price system on the WSE.

The difference between the price of a security in a block transaction and its price from the trading session preceding the transaction date, cannot exceed 10%, if a block transaction is executed during the trading session on the WSE. When a block transaction is executed following the end of a trading session on the WSE, the price for securities in the block transaction cannot be more than 40% higher than a reference rate equal to the arithmetical average of the prices of all transactions in the relevant securities during the last trading session on the WSE and measured by the value and the volume of such transactions, unless the WSE management board agrees to waive these limits.

Securities commissions in Poland are not fixed by the WSE or other regulatory bodies, but depend on the size of the transaction and the securities house executing the transaction.

Insider Trading

The Polish Act on Trading in Financial Instruments defines “inside information” as any information of a precise nature, relating, directly or indirectly, to one or more issuers of financial instruments, or acquisitions or disposals of such instruments, which has not been made public and which, if made public, would be likely to have a significant effect on the prices of financial instruments or related derivative financial instruments.

Anyone who gains confidential information by virtue of membership of the governing bodies of a company, by virtue of an interest in the share capital of the company, or as a result of having access to confidential information in connection with employment, or a mandate or any other contract or any legal relationship of a similar nature, is prohibited from using such information. Actions considered as a prohibited use of confidential information, include:

(i) acquiring or disposing of, for one’s own account or for the account of a third party, any of the issuer’s shares, derivative rights attached thereto or other financial instruments related to such shares;

(ii) recommending or inducing other persons to acquire or dispose of any financial instruments affected by the confidential information;

(iii) enabling or facilitating confidential information regarding one or more share issuers, or the issuer of any other financial instruments, to be obtained by an unauthorized person.

Under the Act on Trading in Financial Instruments, any person publicizing or using inside information in violation of the law, may be guilty of an offence punishable by imprisonment and/or a fine. The maximum fine that can be imposed will not exceed PLN 5,000,000; whereas the length of imprisonment depends on the type of violation and can range from one month to eight years.

The next restriction introduced under the Polish Act on Trading in Financial Instruments concerns only insiders who, during the restricted period, may not acquire or dispose of financial instruments, for their own account or for the account of a third party. The restricted periods are defined as: (i) the period between a primary insider gaining inside information concerning the issuer of the financial instruments and the time such information is made public; (ii) in the case of an annual report – a period of two months preceding the publication of such report, or if shorter, the period between the end of the given financial year and the publication of such report; (iii) in the case of a semi-annual report - a period of one month preceding the publication of such report, or if shorter, the period between the end of the given half-year and the publication of such report; (iv) in the case of a quarterly report - a period of between the end of two weeks preceding the publication of such report, or if shorter, the period between the end of the given quarter and the publication of such report.

If an insider violates the prohibition during the restricted periods, the Polish Securities and Exchange Commission may impose a pecuniary penalty of up to PLN 200,000 on such person by way of a decision.

In addition, pursuant to Art. 160 of the Act on Trading in Financial Instruments, persons who are members of the issuer’s management or supervisory bodies or who are issuer’s proxies, as well as persons who hold management posts in the organisational structure of the issuer and have access to inside information of the issuer are obligated to notify the Financial Supervision Commission and the issuer of any transactions executed by them for their own account, whereby they acquire or dispose of any issuer shares or financial instruments related to the issuer shares. This obligation also applies to transactions by related persons of the persons specified above, as set forth in Art. 160, paragraph 2 of the Act on Trading in Financial Instruments. Any violation of the requirements provided for in Art 160 of the Act on Trading in Financial Instruments is subject to a pecuniary penalty of up to PLN 100,000.

Disclosure Requirements

An issuer whose securities are sought to be admitted to trading on a regulated market, or are admitted to trading on such a market, should simultaneously provide the following information to the Polish Financial Supervision Commission and to the WSE and, 20 minutes thereafter, also make it available to the public inside information (as defined above). In addition, under the Regulation of the Minister of Finance of Poland, dated 19 October 2005, on current and interim information to be disclosed by issuers of securities (Dz. U. of 2005, No 209, item 1774, as amended) the Company will be obliged to discharge its duties to publish current and interim information through providing in the manner described above information published on Tallinn Stock Exchange in accordance with the relevant Estonian provisions of Law.

Acquisitions and Disposals of Substantial Blocks of Shares

Requirement to Notify the Polish Financial Supervision Commission

In accordance with Art. 69, paragraph 1 of the Act on Public Offerings, anyone who:

(i) has reached or exceeded the threshold of 5%, 10%, 20%, 25%, 33%, 50% or 75% of the total vote in a public company; or

(ii) holds at least 5%, 10%, 20%, 25%, 33%, 50% or 75% of the total vote in such a company and, as a result of reducing this share, holds respectively 5%, 10%, 20%, 25%, 33%, 50% or 75% or less of the total vote,

is obliged to notify the Financial Supervision Commission within four days of the date of change in the share of the total vote or from the date on which such person learned of such a change or could have learned of this had such a person applied due care.

According to Art. 69, paragraph 2 of the Act on Public Offerings, the duty to notify the Polish Financial Supervision Commission and the relevant publicly traded company also applies if the shares of a company traded on the official exchange market representing at least 2% of the total vote at a shareholders' meeting are purchased or sold by any shareholder who already owns shares representing more than 10% of the total vote at a general meeting. The duty to notify the Polish Financial Supervision Commission and the relevant publicly traded company arises also in the event when any person who holds shares representing more than 33% of the total vote at a general meeting purchases or sells shares of this public company representing at least 1% of the total vote at a general meeting.

Tender Offer

Pursuant to Art. 72 of the Polish Act on Public Offerings, any acquisition of such a quantity of shares in a public company that results in an increase in the proportion of the total vote by more than:

(i) 10% of the total vote in a period of less than 60 days by an entity, whose share of the total vote in this company is less than 33%;

(ii) 5% of the total vote in a period of less than 12 months by a shareholder, whose share in the total vote in this company amounts to at least 33%,

may only take place through the announcement of a tender offer to subscribe for the sale or conversion of these shares.

Pursuant to Art. 73 of the Polish Act on Public Offerings, 33% of the total vote in a public company may only be exceeded as a result of a tender offer to acquire or exchange shares in such a company, concerning a number of shares which confers the right to at least 66% of the total vote, unless the 33% threshold is to be exceeded as a result of a tender offer referred to in Art. 74 of the Polish Act on Public Offerings.

Pursuant to Art. 74, paragraph 1 of the Polish Act on Public Offerings, 66% of the total vote in a public company may only be exceeded as a result of a tender offer to acquire or exchange the remaining shares in this company.

Pursuant to Art. 75, paragraph 4 of the Polish Act on Public Offerings, shares encumbered with a pledge may not be traded until the pledge expires, with the exception of the case in which these shares are purchased in performance of an agreement on the creation of financial collateral, as defined by the Act on Certain Types of Financial Collateral.

In accordance with Art. 77 of the Polish Act on Public Offerings, a tender offer may only be announced after the creation of collateral by the person making the tender offer for not less than 100% of the value of the shares covered by the tender. The collateral should be documented with a certificate from the bank or other financial institution which granted, or intermediated in the granting of, the collateral. The tender offer is announced and carried out through the agency of an entity conducting securities activities in the territory of Poland, which is obliged – within seven working days before the opening of the subscription period – to simultaneously notify the Financial Supervision Commission and the company managing the regulated market on which the given shares are quoted, of the intention to announce the tender offer. A tender offer may not be abandoned, unless another entity announces a tender offer for the same shares after the first tender is announced. A tender offer for the remaining shares in a given company may be abandoned only if another entity announces a tender offer for the remaining shares in the company at a price not lower than the price of the first tender offer.

Squeeze-out

In accordance with Art. 82 of the Polish Act on Public Offerings, a shareholder in a public company, who independently or jointly with its subsidiaries, parent entities, or entities with which the shareholder has concluded the agreement referred to in Art. 87, paragraph 1.5 of the Polish Act on Public Offerings (i.e. a written or verbal understanding on the acquisition of shares in the public company by the entities that are parties to this understanding or on consistent voting at the general meeting on matters of importance to the company), has reached or exceeded 90% of the total vote in this company, is entitled to the right to demand the sale of all shares held by the remaining shareholders (mandatory buyout). The acquisition of shares in a mandatory buyout does not require the consent of the shareholder to whom the demand is addressed. An announced mandatory buyout may not be abandoned.

Sell-out

In accordance with Art. 83 of the Polish Act on Public Offerings, a shareholder in a public company may demand that his shares be acquired by another shareholder who has reached or exceeded 90% of the total vote in this company. The shareholder that has reached or exceeded 90% of the total vote, as well as its subsidiaries and parent entities, are jointly and severally obliged to respond to this demand within 30 days of the date of its submission. The obligation to acquire the shares from the shareholder rests jointly and severally on every party to the agreement referred to in Art. 87, paragraph 1.5 of the Polish Act on Public Offerings, if the parties to the agreement jointly hold, together with their parent entities and subsidiaries, at least 90% of the total vote.

Entities Subject to the Obligations Related to Holding Substantial Blocks of Shares

In accordance with Art. 87 of the Polish Act on Public Offerings, the obligations specified in the regulations on significant blocks of shares rest:

(i) on the entity that reached or exceeded the threshold of the total vote specified in the Polish Act on Public Offerings in connection with: (a) the occurrence of a legal event other than a legal action; (b) the acquisition or disposal of bonds convertible into a public company's shares or deposit receipts issued in connection with the shares of such a company, or other securities conferring the right or obligation to acquire shares in the company; or (c) obtaining the status of a parent entity of an incorporated company or another legal person holding a public company's shares or of a different incorporated company or a different legal person which is the parent entity of the public company, or the occurrence of another legal event related to the subsidiary;

(ii) on an investment fund – also in the event that a given threshold of the total vote specified in these regulations is reached or exceeded in connection with shares held jointly by other investment funds managed by the same management company or other investment funds established outside of the territory of Poland but managed by the same company;

(iii) on the entity who reaches or exceeds the given threshold of the total vote specified in these regulations in connection with shares held: (a) by a third party on its own behalf, but upon the instruction of or for the benefit of the entity, except shares acquired in performance of the actions referred to in Art. 69, paragraph 2.2 of the Act on Trading in Financial Instruments; (b) in performance of the actions referred to in Art. 69, paragraph 2.4 of the Act on Trading in Financial Instruments – with regard to the shares in a managed securities portfolios under which this entity, as the portfolio manager, may exercise voting rights at the general meeting on behalf of its principals; (c) by a third party with which this entity entered into an agreement concerning the transfer of the right to exercise voting rights;

(iv) on an entity conducting securities activities in the territory of Poland, which in its capacity as a representative of security holders in relations with issuers of such securities, exercises upon instruction by a third party the voting rights in a public company, unless the third party provided a binding instruction on how the entity is to vote;

(v) jointly on all entities bound by a written or oral agreement on the acquisition of shares in a public company or on their consistent voting at the general meeting regarding issues material to the company, even if only one of these entities has taken or has intended to take actions giving rise to such obligations; and

(vi) on entities that enter into such an agreement as referred to in the previous paragraph, holding shares in a public company whose aggregate number confers the right to such a number of votes which results in reaching or exceeding a given threshold as specified in these regulations.

In the cases referred to in the last two sub-paragraphs, the obligations specified in the regulations on substantial blocks of shares may be performed by one of the parties to the agreement, as specified by the parties thereto.

The obligations specified in the regulations on substantial blocks of shares also arise if the voting rights are attached to:

(i) securities comprising collateral; this does not apply to situations in which the entity for the benefit of which the collateral was established, has the right to exercise voting rights and declares its intention to exercise that right - in such case the voting rights are deemed to be held by the entity for the benefit of which the collateral was established;

(ii) shares which confer the voting rights on a given entity personally and for life; or

(iii) securities deposited or registered with an entity which may dispose of them at its own discretion.

In accordance with Art. 88 of the Polish Act on Public Offerings, bonds that are convertible into a public company's shares and deposit notes issued in connection with such a company's shares are considered securities, to which such a share of the total number of votes as the holder of these securities may achieve as a result of the conversion into shares is related. This applies respectively to other securities, from which the right or duty to acquire shares in a public company arises.

According to Art. 89, paragraph 1 of the Polish Act on Public Offerings, the shareholder may not exercise voting rights conferred by:

(i) shares of a public company which are the subject of a legal action or other legal events resulting in the given threshold of the total vote being reached or exceeded if this threshold is reached or exceeded in breach of the obligations to notify the Financial Supervision Commission, to dispose of the shares or to announce the tender offer specified respectively in Art. 69, Art. 72, paragraph 1 or Art. 73, paragraph 1 of the Polish Act on Public Offerings;

(ii) all the shares in a public company, if the threshold of 66% of the total vote is exceeded in breach of the obligations to announce the tender offer specified in Art. 74, paragraph 1 of the Polish Act on Public Offerings; and

(iii) the shares in a public company acquired as part of the tender offer at a price set in breach of the duty to propose a so-called fair price per share in the call as specified in Art. 79 of the Polish Act on Public Offerings.

Subject to the provisions of other acts, voting rights in a public company exercised in breach of the above restriction are not counted when establishing the result of a vote on a resolution of the general meeting.

TERMS AND CONDITIONS OF THE OFFERING

General

The Principal Shareholder is offering up to 6,221,338 (six million, two hundred and twenty-one thousand, three hundred and thirty-eight) ordinary shares (the "**Offer Shares**") for sale in: (i) a public offering directed to Institutional Investors in Poland (the "**Public Offering**"); and (ii) a private placement to selected Institutional Investors outside of the United States in certain EU member states other than Poland in compliance with Regulation S under the U.S. Securities Act of 1933, as amended (the "**Private Placement**" and jointly with the Public Offering, the "**Offering**"). For further information on the selling restrictions, please refer to the Section titled "*Selling Restrictions*".

In connection with and immediately after the Offering, the Company will issue up to 2,052,802 (two million, fifty-two thousand, eight hundred and two) new shares (the "**New Shares**") to the Principal Shareholder at an issue price equal to the price per share at which the Offer Shares will be sold in the Offering less the underwriting commissions. The issue price for the New Shares will be paid by the Selling Shareholder from the proceeds of the Offering.

Eligible Investors

The Offering is addressed to Institutional Investors in Poland and to selected Institutional Investors in certain EU member states.

Only such prospective Institutional Investors will be eligible to participate in the Offering who at or by the time of placing their orders (before the end of the Subscription Period) have opened securities accounts with entities of their choice which are licensed to provide such services within the territory of the Republic of Poland.

Selected Institutional Investors will be invited by the Lead Manager to participate in the book-building process (as detailed below).

Entities managing portfolios of securities on behalf of their clients should liaise with the Lead Manager in order to discuss actions required to place subscription orders for their clients.

Expected Timetable of the Offering

The Offering will be conducted pursuant to the following indicative timetable:

6 July – 11 July 2007	Book-building process among Institutional Investors
11 July 2007	Determination of the Offer Price and the final number of Offer Shares
12 July – 13 July 2007	Subscription Period
16 July 2007	Allotment Date
By 31 July 2007	Listing of the Offer Shares on the WSE

The Principal Shareholder, with the agreement of the Lead Manager and the Company, reserves the right to change the above timetable of the Offering, including the dates for accepting subscription orders. Information on timetable changes, if any, shall be published in the same manner as this Prospectus.

Investors who have already agreed to purchase or subscribe for shares before the publication of information on Offer Price and Final Number of Offer Shares have the right, exercisable within two working days after the publication of such information, to withdraw their acceptances.

Book-Building

Prior to the commencement of the Subscription Period, a book-building process will take place amongst Institutional Investors invited by the Managers during which such Institutional Investors interested in subscribing for the Offer Shares will indicate the number of the Offer Shares they will be willing to acquire and the offer price at which they will be willing to subscribe for the Offer Shares.

Determination of the Offer Price

The Offer Price will be determined by the Principal Shareholder and the Company, with the agreement of the Lead Manager, following the completion of the book-building process among the Institutional Investors.

The Offer Price will be determined based on the following criteria and rules: (i) the current and anticipated situation on the Polish and international capital markets; (ii) the assessment of the growth prospects, risk factors and other information relating to the Company's activities as described in this Prospectus; and (iii) the book-building process.

The Offer Price will be expressed in PLN. The information on the final Offer Price will be announced in the same manner as this Prospectus has been published before the commencement of the Subscription Period.

Final Number of Offer Shares

The Principal Shareholder, with the agreement of the Lead Manager, may decide to reduce the final number of the Offer Shares based on the following terms and criteria: (i) the volume and quality of the demand for the Offer Shares from Institutional Investors, in particular international Institutional Investors, during the book-building process; (ii) the anticipated demand from various groups of investors during the period of the first 30 days from the date the Shares are listed on the WSE; and (iii) the current and anticipated situation on the Polish and international capital markets. The information on the final number of the Offer Shares will be published in the same manner as this Prospectus and through the information system of the Tallinn Stock Exchange.

Rules Governing Placing of Subscription Orders for Shares

Subscription orders from Institutional Investors will be accepted at the registered office of the Lead Manager (UniCredit CA IB Polska S.A., ul. Emilii Plater 53, Warsaw, Poland). For information on detailed rules governing the placement of subscription orders, in particular: (i) the documents required if an order is placed by a statutory representative, proxy or any other person acting on behalf of an investor; and (ii) a possibility of placing orders and deposit instructions in a form other than the written form, Institutional Investors should contact the Lead Manager.

Investors have the right to place multiple subscription orders, provided the aggregate number of the Offer Shares subscribed for by one investor is not greater than the total number of Offer Shares. Subscription orders for a total number of Shares greater than the number of the Offer Shares shall be considered to be orders for all of the Offer Shares. The subscription order placed by an investor must be given for at least one Offer Share.

Subscription orders must be placed on subscription forms made available at the securities houses accepting orders for Shares or through fax, telephone or other electronic means of communication if the security house accepting subscription orders provides for such possibility and in compliance with the terms and conditions set down for such placement.

By placing subscription orders, each of the prospective investors will be deemed to have read the Prospectus, accepted the terms of the Offering, consented to being allotted a lower number of Offer Shares than the number specified in such investor’s subscription orders, or to not being allotted any Offer Shares at all, pursuant to the terms and conditions set forth in the Prospectus.

Subscription orders from Institutional Investors will be accepted only from prospective investors who at or by the time of placing their orders (before the end of the Subscription Period), will have opened securities accounts with entities of their choice, which are licensed to provide such services within the territory of the Republic of Poland.

Rules Governing Payment for Shares

Institutional Investors placing subscription orders should pay for Offer Shares no later than by the end of the relevant Subscription Period. If an order is not paid up in full, it shall be valid for the number of Offer Shares corresponding to the amount paid by the investor, ignoring fractional entitlements. Payments should be transferred to such account as indicated by the investment firm accepting the subscription order for the Shares.

Allotment of Shares

The total number of Offer Shares allotted to the Institutional Investors will be determined by the Lead Manager, at its discretion, subject to the Principal Shareholder’s consent. The minimum allotment in the Offering will be one Share, regardless of how many Shares were ordered and through whom the subscription order has been placed (without prejudice to the possibility of the Lead Manager allocating no Shares at all to certain investors participating in the Offering).

The final number of the Shares to be allotted to Institutional Investors shall be published, following the completion of the Subscription Period, in the same manner as this Prospectus.

The final allotment of the Offer Shares is expected to take place on or about 16 July 2007 (the “**Allotment Date**”). No preferential treatment shall be given to, and there will be no discrimination against, any investors or groups of investors participating in the Offering.

Offer Shares shall be allotted to Institutional Investors participating in the Offering, subject to the full payment for the Shares they subscribed for in accordance with the provisions set forth in this Prospectus, in the first instance to those Institutional Investors who have been invited by the Lead Manager to participate in the book-building and will be included in the allotment list prepared by the Principal Shareholder, based upon the recommendation and with the agreement of the Lead Manager. The allocation of Offer Shares to particular Institutional Investors participating in the Offering will be determined by the Lead Manager, at its discretion, subject to the consent of the Principal Shareholder.

Institutional Investors participating in the Offering will be notified about their allocations of Offer Shares by the Lead Manager.

All Offer Shares will be delivered to investors at the same time by way of registration of such Shares in their securities accounts through the facilities of the KDPW.

Dilution

Assuming that all of the Offer Shares are sold as a result of the Offering and all of the New Shares are subscribed for by the Principal Shareholder, following the Offering companies controlled by Indrek Rahumaa (including the Principal Shareholder, SIA Alta Capital Partners and OÜ Investeerimisvabrik) will hold approximately 59.29% of the share capital of the Company and the overall number of votes at the General Meeting (including the Shares set aside to satisfy the afore-mentioned management option).

The shareholding of such shareholders of the Company who held the Company's Shares immediately prior to the Offering will be diluted as a result of the issuance of the New Shares to not more than 94.87% of their original shareholding.

Settlement

The registration of the Shares in investors' securities accounts in their securities houses or custodian banks shall be made through the KDPW once the Shares have been admitted to trading on the WSE on or around the Allotment Date.

Abandonment of the Offering

The Principal Shareholder may abandon the Offering or any part thereof at any time before the beginning of the Subscription Period, without disclosing any reason for doing so.

The Principal Shareholder may also cancel the Offering or any part thereof at any time after the opening of the Subscription Period if proceeding with the Offering is considered impracticable or inadvisable. Such reasons may include, but are not limited to: (i) a general suspension or material limitation in trading in securities on the WSE; (ii) sudden and material adverse change in the economic or political situation in Poland, Estonia and any other jurisdictions in which the Group operates or worldwide; (iii) a material loss or interference with the Group's business; (iv) the insufficiency, in the opinion of the Company, the Principal Shareholder or the Lead Manager of the expected free float of the Shares on the WSE or the Tallinn Stock Exchange; or (v) any change or development in or affecting the general affairs, management, financial position, shareholder equity or results of the Company's operations or the operations of its subsidiaries in a material adverse way. In such event, subscription orders for the Offer Shares that have been made will be disregarded, and any subscription payments made will be returned without interest or any other compensation, net of transfer costs.

Listing of Shares

The Shares are dematerialised and will be registered with the KDPW. An application will be made to the WSE for the admission of all of the Company's Shares, including the Offer Shares and the New Shares for listing on the main market in the continuous trading system. Trading in the Offer Shares and other existing Shares on the WSE is expected to commence by 31 July 2007.

In connection with the issue of New Shares the Company will apply for the listing of all such New Shares on the Main List of the Tallinn Stock Exchange. The listing of the New Shares on the Main List of the Tallinn Stock Exchange is expected in parallel with the listing on the WSE. Trading in the New Shares is expected to commence in the middle of August 2007.

Offeror

The Company and the Principal Shareholders have appointed the Lead Manager (i.e. UniCredit CA IB Polska S.A.) to act as the intermediary with respect to the Offer Shares for the purposes of the Offering and the admission of the Shares (including the New Shares) to trading on the main market of the WSE.

UNDERWRITING

Underwriting Agreement

The Selling Shareholders, the Issuer and the Lead Manager, Bank Austria Creditanstalt AG (the "BACA", together with the Lead Manager, "CA IB") and Suprema Securities AS ("Suprema Securities" together with BACA "the Underwriters") will enter into an underwriting agreement ("Underwriting Agreement") pursuant to which the Underwriter will commit to acquire those Offer Shares (or cause that other undertakings acquire such Offer Shares) that fail to be acquired by the Eligible Investors recommended by Lead Manager. The Managers have each severally, but not jointly, agreed to subscribe and pay for, or procure the purchase of, the Offer Shares at the Offer Price per Offer Share as follows:

Manager	**Percentage of Offer Shares**
Bank Austria Creditanstalt AG	up to 80%
Suprema Securities AS	up to 20%
Total	100%

The Managers will be entitled to a commission consisting of a selling fee, an underwriting fee and a management fee based on the percentage of the gross revenue from the sale of the Offer Shares (the charge will depend on the final number of Offer Shares and the Offer Price). The Underwriter's obligation will be conditional upon, inter alia, the conclusion of a price annex to the Underwriting Agreement on the day of determination of the Offer Price ("**Price Annex**"). The number of Offer Shares subject to the underwriting obligation will be specified in the Price Annex. The Selling Shareholders the Company will commit to indemnify CA IB and Suprema Securities and other specific persons and hold them harmless against any liability or performance in connection with specific duties. The Company and the Selling Shareholder will reimburse CAIB and Suprema Securities from certain costs.

Lock-Up Agreements

The Company and the Principal Shareholder have each undertaken that without the consent of the Lead Manager, for a period of 180 days after the Allotment Date they will not, and will procure that none of their related persons or persons acting on their behalf, will: (a) offer, sell, contract to sell, charge assign, issue options or warrants in respect of, grant any option to purchase or otherwise dispose of, directly or indirectly, any Shares (or any other securities convertible into or exchangeable for Shares or which carry rights to subscribe for or purchase Shares); (b) enter into any transaction (including a derivative transaction) having an effect on the market in the Shares similar to that of a sale of Shares; (c) deposit any Shares (or any other securities convertible into or exchangeable for Shares or which carry rights to subscribe for or purchase Shares) into any depository receipt facility; or (d) publicly announce any intention to do any of the above.

Other Relationships

The Lead Manager and its respective affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company and the Principal Shareholder and any of their respective affiliates. The Lead Manager and its respective affiliates have received and may in the future receive customary fees and commissions for these transactions and services.

SELLING RESTRICTIONS

General

No action has been or will be taken in any jurisdiction other than Poland or Estonia that would permit a public offering of the Offer Shares or the possession, circulation or distribution of this Prospectus or any other information relating to the Company or the Offer Shares in any other jurisdiction where action for that purpose is required. Accordingly, the Offer Shares may not be sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisement in connection with the Offer Shares may be distributed or published in any form or in any country except under circumstances that will result in compliance of such actions with any applicable laws, rules and regulations of any such country or jurisdiction.

United States

The Offer Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority in the United States, will not be offered, sold or otherwise transferred within the United States or to any US Person (as definied under Regulation S). The Offer Shares are being offered and sold only outside the United States in reliance on Regulation S.

European Economic Area

In relation to each member state of the EEA which has implemented the Prospectus Directive (each, a "Relevant Member State") with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") the Offer Shares will not be offered to the public in that Relevant Member State prior to the publication of a Prospectus in relation to the Offer Shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that the Offer Shares may, with effect from and including the Relevant Implementation Date, be offered to the public in that Relevant Member State at any time:

(i) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

(ii) to any legal entity which has two or more of (a) an average of at least 250 employees during the last financial year; (b) a total balance sheet of more than EUR 43,000,000; and (c) an annual net turnover of more than EUR 50,000,000, as shown in its last annual or consolidated accounts; or

(iii) in any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of the offer shares to the public" in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offer and the Offer Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Offer Shares. The meaning of this term may vary in the Member States depending on the implementing measures of the provisions of the Prospectus Directive.

AUDITORS AND LEGAL MATTERS

In accordance with the resolutions of the General Meeting dated 29 June 2004 and 29 June 2005, the appointed auditors of the Company respectively for the financial years 2004 and 2005 were AS PricewaterhouseCoopers.

In accordance with a resolution of the Extraordinary General Meeting dated 5 September 2006, the auditors of the Company for the financial year 2006 are **KPMG Baltics AS** (register code 10096082, Narva mnt 5, 10117 Tallinn, Estonia). The decision to change the auditors was due to the acquisition of Silvano Group by the Company, as KPMG Baltics AS has been auditing financial statements of Silvano Group. KPMG Baltics AS is a member of the Estonian Auditing Board and is entered into the list of auditors maintained by the latter in accordance with the Auditing Activities Act.

The change of the auditors of the Company from AS PricewaterhouseCoopers to KPMG Baltics AS that took place in 2006 is related to the fact that KPMG Baltics AS acted as the auditors for the Silvano Group and as such were in the opinion of the Management were better positioned to conduct the audit of the entire Group following the acquisition of Silvano by the Company.

The principal legal advisors to the Company in Estonia are **AS Advokaadibüroo Lepik & Luhaäär LAWIN**, at the following address: Dunkri 7, Tallinn 10123, Estonia.

FINANCIAL STATEMENTS

Index to Financial Statements

Consolidated Unaudited Interim Financial Statements of the Company for three months ended 31 March 2007

The Management Board certifies that the PTA Grupp AS Consolidated Interim Report of I Q of 2007 set out on pages F1-1 to F1-20 is true and complete:

1 the accounting policies applied on the preparation of the consolidated financial statements comply with International Financial Reporting Standards as adopted by the European Union;

2 the consolidated financial statements give a true and fair view of the financial position of the Group and the results of its operations and its cash flows;

3 PTA Grupp AS and its subsidiaries are going concerns.

This Interim Report has not been audited or otherwise reviewed by auditors.

____
Peeter Larin
Chairman of the Management Board
31 May 2007

____
Marianne Paas
Member of the Management Board
31 May 2007

Balance Sheet
Consolidated, unaudited

	Notes	31.03.2007 EEK thousand	31.03.2006 EEK thousand	31.12.2006 EEK thousand	31.03.2007 EUR thousand	31.03.2006 EUR thousand	31.12.2006 EUR thousand
ASSETS							
Current assets							
Cash and cash equivalents	1	109,182	3,348	200,460	6,978	214	12,812
Trade receivables	2	232,868	6,775	111,729	14,883	433	7,141
Other receivables and prepayments	3	58,237	2,754	45,094	3,722	176	2,882
Prepaid taxes		6,399	97	31,568	409	6	2,017
Inventories	4	229,114	24,565	230,255	14,643	1,570	14,716
Total current assets		**635,800**	**37,539**	**619,106**	**40,635**	**2,399**	**39,568**
Non-current assets							
Investments in equity accounted investees		78	0	78	5	0	5
Available-for-sale financial assets		1,768	0	1,772	113	0	113
Other receivables		4,617	700	2,349	295	45	150
Property, plant and equipment	5	195,097	9,426	172,281	12,469	602	11,011
Intangible assets	5	16,538	6,430	16,551	1,057	411	1,058
Total non-current assets		**218,098**	**16,556**	**193,031**	**13,939**	**1,058**	**12,337**
TOTAL ASSETS		**853,898**	**54,095**	**812,137**	**54,574**	**3,457**	**51,905**
LIABILITIES AND EQUITY							
Current liabilities							
Loans and borrowings	6	25,692	14,882	29,907	1,642	951	1,911
Trade payables		103,580	7,774	87,534	6,620	497	5,594
Corporate income tax liability		6,665	0	5,976	426	0	382
Other tax liabilities		21,013	3,866	19,369	1,343	247	1,238
Other payables	7	27,120	5,745	27,815	1,733	367	1,778
Provisions		12	12	12	1	1	1
Total current liabilities		**184,082**	**32,279**	**170,613**	**11,765**	**2,063**	**10,904**
Non-current liabilities							
Loans and borrowings	6	8,058	5,509	9,544	515	352	610
Deferred tax liabilities		203	0	201	13	0	13
Other liabilities		0	137	0	0	9	0
Provisions		141	143	139	9	9	9
Total non-current liabilities		**8,402**	**5,789**	**9,884**	**537**	**370**	**632**
Total liabilities		**192,484**	**38,068**	**180,497**	**12,302**	**2,433**	**11,536**
Equity							
Share capital at par value	9	379,472	19,469	379,472	24,252	1,244	24,252
Share premium	9	83,011	40,994	83,011	5,305	2,620	5,305
Statutory capital reserve	9	1,046	1,046	1,046	67	67	67
Translation reserve	9	-23,057	30	-10,710	-1,473	2	-684
Retained earnings	9	50,457	-45,512	-987	3,225	-2,909	-63
Total equity attributable to equity holders of the parent		**490,929**	**16,027**	**451,832**	**31,376**	**1,024**	**28,877**
Minority interest	10	170,485	0	179,808	10,896	0	11,492
Total equity		**661,414**	**16,027**	**631,640**	**42,272**	**1,024**	**40,369**
TOTAL LIABILITIES AND EQUITY		**853,898**	**54,095**	**812,137**	**54,574**	**3,457**	**51,905**

Income Statement-Q1

Consolidated, unaudited

	Notes	2007 Q1 EEK thousand	2006 Q1 EEK thousand	2007 Q1 EUR thousand	2006 Q1 EUR thousand
Operating revenue					
Sales revenue	11	368,526	31,102	23,553	1,988
Other operating revenue		3,009	92	192	6
Total operating revenue		**371,535**	**31,194**	**23,745**	**1,994**
Changes in inventories of finished goods and work in progress		3,901	1,180	249	75
Materials, consumables and services used		-150,386	-11,686	-9,611	-747
Other operating expenses		-99,267	-6,694	-6,344	-427
Personnel expenses		-52,277	-11,608	-3,341	-742
Other operating charges		-534	-252	-34	-16
Total operating charges		**-298,563**	**-29,060**	**-19,081**	**-1,857**
EBITDA		**72,972**	**2,134**	**4,664**	**137**
Depreciation and amortization expense	5	-9,857	-1,347	-630	-86
Operating profit/loss		**63,115**	**787**	**4,034**	**51**
Financial income/expenses					
Interest expenses		-788	-243	-50	-16
Losses on conversion of foreign currencies		-131	-76	-9	-5
Other financial income / expenses		3,760	-3	240	0
Total financial income / expenses		**2,841**	**-322**	**181**	**-21**
Profit before corporate income tax		**65,956**	**465**	**4,215**	**30**
Corporate income tax		-23,835	0	-1,523	0
Net profit		**42,121**	**465**	**2,692**	**30**
Net profit attributable to minority shareholders		8,648	0	553	0
Net profit attributable to parent company		**33,473**	**465**	**2,139**	**30**
Earnings per share					
Basic earnings per share (EEK/EUR)	8	0.88	0.24	0.06	0.02
Diluted earnings per share (EEK/EUR)	8	0.88	0.24	0.06	0.02

Cash flow statement

Consolidated, unaudited

	Notes	2007 Q1 thousand EEK	2006 Q1 thousand EEK	2007 Q1 thousand EUR	2006 Q1 thousand EUR
Cash flows from operating activities					
Profit for the period		65,956	465	4,215	30
Adjustments for:					
Deprecation and impairment of fixed assets	5	9,857	1,347	630	86
Gains on the sale of property, plant and equipment		-28	-45	-2	-3
Change in receivables and prepayments		-115,393	-3,906	-7,376	-250
Change in inventories		1,142	931	73	60
Change in payables		16,995	-3,012	1,086	-193
Interests paid		-788	-239	-50	-15
Income tax paid		-23,146	0	-1,479	0
Total cash flow from operating activities		**-45,405**	**-4,459**	**-2,903**	**-285**
Cash flow from investments					
Acquisition of property, plant and equipment and intangible assets	5	-35,096	-97	-2,243	-6
Proceeds from sale of property, plant and equipment		49	97	3	6
Paid for trademark	6	0	-4,112	0	-263
Repayments of loan given		0	5	0	0
Interest received		2,132	8	136	1
Total cash flow from investment		**-32,915**	**-4,099**	**-2,104**	**-262**
Cash flow from financing					
Repayment of loans	6	-10,765	-2,500	-687	-160
Proceeds from loans received	6	0	11,500	0	735
Payment of finance lease liabilities	6	-1,964	-148	-126	-10
Change in overdraft liability	6	6,550	1,239	418	79
Payment of other liabilities	6	-6,910	-216	-440	-13
Repayment of other loans	6	0	-800	0	-51
Total cash flow from financing		**-13,089**	**9,075**	**-835**	**580**
Currency translation difference		131	0	8	0
Total cash flow		**-91,278**	**517**	**-5,834**	**33**
Increase/decrease in cash and cash equivalents		**-91,278**	**517**	**-5,834**	**33**
Cash and cash equivalents at the beginning of the period		**200,460**	**2,831**	**12,812**	**181**
Cash and cash equivalents at the end of the period		**109,182**	**3,348**	**6,978**	**214**

Statement of changes in equity
Consolidated, unaudited

		Equity attributable to equity holders of the parent						Minority interest	Total equity
In thousands of kroons	**Note**	**Share capital**	**Share premium**	**Capital reserve**	**Translation reserve**	**Retained earnings**	**Total**		
Balance at 31 December 2005		**19,469**	**40,994**	**1,046**	**26**	**-45,977**	**15,558**	**0**	**15,558**
Profit for the period		0	0	0	0	465	**465**	0	**465**
Foreign exchange translation differences		0	0	0	4	0	**4**	0	**4**
Total recognized income and expense for Q1 2006		**0**	**0**	**0**	**4**	**465**	**469**	**0**	**469**
Balance at 31 March 2006		**19,469**	**40,994**	**1,046**	**30**	**-45,512**	**16,027**	**0**	**16,027**
Balance at 31 December 2006		**379,472**	**83,011**	**1,046**	**-10,710**	**-987**	**451,832**	**179,808**	**631,640**
Profit for the period		0	0	0	0	33,473	**33,473**	8,648	**42,121**
Foreign exchange translation differences		0	0	0	-12,347	0	**-12,347**	0	**-12,347**
Total recognized income and expense for Q1 2007		**0**	**0**	**0**	**-12,347**	**33,473**	**21,126**	**8,648**	**29,774**
Acquisition of minority interest	10	0	0	0	0	17,971	**17,971**	-17,971	**0**
Balance at 31 March 2007		**379,472**	**83,011**	**1,046**	**-23,057**	**50,457**	**490,929**	**170,485**	**661,414**

Statement of changes in equity (continued)

In thousands of euros	Note	Equity attributable to equity holders of the parent						Minority interest	Total equity
		Share capital	Share premium	Capital reserve	Translation reserve	Retained earnings	Total		
Balance at 31 December 2005		**1,244**	**2,620**	**67**	**2**	**-2,939**	**994**	**0**	**994**
Profit for the period		0	0	0	0	30	**30**	0	**30**
Foreign exchange translation differences		0	0	0	0	0	**0**	0	**0**
Total recognised income and expense for Q1 2006		**0**	**0**	**0**	**0**	**30**	**30**	**0**	**30**
Balance at 31 March 2006		**1,244**	**2,620**	**67**	**2**	**-2,909**	**1,024**	**0**	**1,024**
Balance at 31 December 2006		**24,252**	**5,305**	**67**	**-684**	**-63**	**28,877**	**11,492**	**40,369**
Profit for the period		0	0	0	0	2,139	**2,139**	553	**2,692**
Foreign exchange translation differences		0	0	0	-789	0	**-789**	0	**-789**
Total recognised income and expense for Q1 2007		**0**	**0**	**0**	**-789**	**2,139**	**1,350**	**553**	**1,903**
Acquisition of minority interest	10	0	0	0	0	1,149	**1,149**	-1,149	**0**
Balance at 31 March 2007		**24,252**	**5,305**	**67**	**-1,473**	**3,225**	**31,376**	**10,896**	**42,272**

Accounting Methods and Valuation Principles Used for Preparing the Consolidated Interim Report

Bases for Preparation

This Interim Report has been made pursuant to the requirements of IAS 34 "Interim Financial Reporting" of the International Accounting Standards and the International Financial Reporting Standards (IFRS) adopted by the European Union. The same accounting methods were used in the preparation of interim reports as in the Annual Report for the financial year ended on 31 December 2006.

This Interim Report shows results in thousands of Estonian kroons (EEK) and thousands of euros (EUR). The Estonian kroon is pegged to the euro at the rate of 1 EUR = 15.6466 EEK.

The comparative data presented in the Interim Report are the financial ratios of PTA Grupp AS for 2006.

This Interim Report has not been audited.

Notes on the Consolidated Interim Report

Note 1. Cash and bank

	31.03.2007 EEK thousand	31. 12. 2006 EEK thousand	31.03.2007 EUR thousand	31.12.2006 EUR thousand
Cash on hand	876	859	56	55
Bank accounts in kroons	548	1,011	35	65
Bank accounts in foreign currencies	54,028	97,039	3,453	6,202
Money in transfer	3,880	12,702	248	812
Deposits	49,850	88,849	3,186	5,678
Total	**109,182**	**200,460**	**6,978**	**12,812**

Note 2. Trade Receivables

	31.03.2007 EEK thousand	31. 12. 2006 EEK thousand	31.03.2007 EUR thousand	31.12.2006 EUR thousand
Trade receivables	235,278	114,255	15,037	7,302
Allowance for uncollectible accounts	-2,410	-2,526	-154	-161
Total	**232,868**	**111,729**	**14,883**	**7,141**

The trade receivables are accounted in nominal value on the date of emergence of the claim (transaction date) and later at the adjusted acquisition cost (less the possible write-downs arising from a decrease of the value). If it is likely that the Group cannot collect all the amounts receivable pursuant to the terms of the claims, the claims will be written down. Upon assessment of claims the accrual of each specific claim is treated separately, considering the information available on the solvency of the debtor.
Receivables the accrual of which is unlikely are written down in the Balance Sheet to the collectible amount and written off.
Within the 3 months of 2007 receivables were found to be uncollectible in the amount of EEK 72 thousand (EUR 4,6 thousand), discounted receivables were abrogated in the sum of EEK 185 thousand (EUR 11,9 thousand) and irrecoverable receivables were taken off the Balance Sheet in the amount of EEK 3 thousand (EUR 0,2 thousand).
In the first quarter of 2006, no receivables were assessed as uncollectible and no bad debts were written off the Balance Sheet.

Note 3. Other receivables and prepaid expenses

	31.03.2007 EEK thousand	31. 12. 2006 EEK thousand	31.03.2007 EUR thousand	31.12.2006 EUR thousand
Prepayments to suppliers and other prepayments*	37,649	34,414	2,406	2,200
Due from customers for contract work	1,033	910	66	58
Loans to companies	4,412	447	282	28
Interest receivable from related parties	0	434	0	28
Loans to employees	203	272	13	17
Receivable for sale of shares**	200	200	13	13
Miscellaneous receivables	14,740	8,417	942	538
Total	**58,237**	**45,094**	**3,722**	**2,882**

* Other prepayments include prepaid insurance premiums, lease charges, newspaper and magazine subscriptions, IT service charges, prepayments to suppliers, etc. Other prepayments have grown considerably in connection with advance lease payments made by acquired subsidiaries in the ordinary course of their business.

** The receivable for the sale of shares is related to the divestment of the wholly-owned subsidiary AS Profline in year 2000. The current portion of the receivable is recognised in other current receivables and the non-current portion of 500,000 kroons (31 December 2006: 550,000 kroons) in other non-current receivables. The receivable is to be fully settled by 5 July 2010. Its interest rate is 6 months' EURIBOR + 1%.

Note 4. Inventories

	31.03.2007 EEK thousand	31. 12. 2006 EEK thousand	31.03.2007 EUR thousand	31.12.2006 EUR thousand
Raw materials	68,094	84,408	4,352	5,395
Work in progress	37,755	31,450	2,413	2,010
Finished goods	90,453	90,372	5,781	5,776
Goods for resale	26,756	24,022	1,710	1,535
Other inventories	6,056	3	387	0
Total	**229,114**	**230,255**	**14,643**	**14,716**

Within the 3 months of 2007 the amount of inventories written off totalled EEK 54 thousand (EUR 3.5 thousand). In 2006 inventories in the amount of EEK 10 thousand (EUR 0.6 thousand) were written off.

Note 5. Tangible and Intangible Assets

	Tangible assets EEK thousand	Intangible assets EEK thousand	Tangible assets EUR thousand	Intangible assets EUR thousand
At 31.12.2006				
Cost	**202,210**	**22,588**	**12,924**	**1,444**
Accumulated depreciation	-29,929	-6,037	-1,913	-386
Carrying amount	**172,281**	**16,551**	**11,011**	**1,058**
Movements in Q1 2007				
Acquisition	34,688	408	2,217	26
Acquired through business combinations	0	32	0	2
Effect of movements in foreign exchange on cost	866	-93	55	-6
Sales	-2,567	0	-164	0
Depreciation	-9,575	-282	-612	-18
Effect of movements in foreign exchange on accumulated depreciation	-596	-78	-38	-5
At 31.03.2007				
Cost	**235,108**	**22,935**	**15,026**	**1,466**
Accumulated depreciation	-40,011	-6,397	-2,557	-409
Carrying amount	**195,097**	**16,538**	**12,469**	**1,057**

	Tangible assets EEK thousand	Intangible assets EEK thousand	Tangible assets EUR thousand	Intangible assets EUR thousand
At 31.12.2005				
Cost	**38,115**	**11,732**	**2,436**	**749**
Accumulated depreciation	-27,579	-5,110	-1,763	-326
Carrying amount	**10,536**	**6,622**	**673**	**423**
Movements in Q1 2006				
Acquisition	59	38	4	2
Sales	-52	0	-3	0
Depreciation	-1,117	-230	-71	-15
At 31.03.2006				
Cost	**37,871**	**11,760**	**2,420**	**752**
Accumulated depreciation	-28,445	-5,330	-1,818	-341
Carrying amount	**9,426**	**6,430**	**602**	**411**

Note 6. Loans and borrowings

The Group has the following debts as of 31 March 2007:

	Short-term EEK thousand	Long-term EEK thousand	Short-term EUR thousand	Long-term EUR thousand	Interest rate	Due date of repayment
Secured loans and borrowings						
Overdraft from Hansapank	8,966	0	574	0	5.75%	19.09.2007
Loan from Hansapank	4,000	0	256	0	5.5%	21.06.2007
Loan from Hansapank	5,388	0	344	0	Euribor+2.5%	19.10.2007
Unsecured loans and borrowings						
Financial lease payables	6,916	8,058	442	515	6.5-12.5%	2007-2011
Other borrowings	422	0	27	0	5.0%	31.12.2007
Total	**25,692**	**8,058**	**1,642**	**515**		

On 23rd of March, 2007 the contract was signed with Hansapank AS in order to increase overdraft limit. The overdraft limit was increased by EEK 6.0 million (EUR 0.4 million) amounting in total EEK 11.0 million (EUR 0.7 million). The interest rate elevated from 5.5% to 5.75%.

Loan Collateral

The loans and overdraft taken from Hansapank are secured by a commercial pledge of movable property amounting to EEK 29,000 thousand (EUR 1,853 thousand).

The Group had the following debts as of 31 December 2006:

	Short-term EEK thousand	Long-term EEK thousand	Short-term EUR thousand	Long-term EUR thousand	Interest rate	Due date of repayment
Secured loans and borrowings						
Overdraft from Hansapank	2,414	0	154	0	5.5%	19.04.2007
Loan from Hansapank	5,000	0	320	0	5.5%	21.06.2007
Loan from Hansapank	6,629	0	424	0	Euribor+2.5%	19.10.2007
Unsecured loans and borrowings						
Financial lease liabilities	7,392	9,544	472	610	6.5-12.5%	2007-2011
Other liabilities	8,472	0	541	0	5.0-13.0%	31.07.2007
Total	**29,907**	**9,544**	**1,911**	**610**		

Note 7. Other payables

	31.03.2007	31. 12. 2006	31.03.2007	31.12.2006
	EEK thousand	EEK thousand	EUR thousand	EUR thousand
Customer advances for products and services	376	638	24	41
Payables to employees*	24,319	26,560	1,554	1,698
Interest and other accruals	2,159	228	138	14
Interest payable to related parties	266	306	17	20
Deferred income	0	83	0	5
Total	**27,120**	**27,815**	**1,733**	**1,778**

Note 8. Earnings per Share

	2006 Q 1	2005 Q 1
Number of ordinary shares as of January 1 (Qty)	37,947,198	1,946,875
Number of ordinary shares as of March 31 (Qty)	37,947,198	1,946,875
Weighted average number of ordinary shares (Qty)	37,947,198	1,946,875
Net profit (loss) for financial year, EEK thousand	33,473	465
Net profit (loss) for financial year, EUR thousand	2,139	30
Basic earnings per share (EEK)	0.88	0.24
Basic earnings per share (EUR)	0.06	0.02
Diluted earnings per share (EEK)	0.88	0.24
Diluted earnings per share (EUR)	0.06	0.02

The diluted earnings of the 3 months of 2007 per share do not differ from the basic earnings per share, because PTA Grupp AS does not have the financial instruments to allow for diluting the earnings per share in the future.

Note 9. Owners' Equity

Shares

As of 31 March 2007 share capital of PTA Grupp AS amounted to EEK 379,472 thousand (EUR 24,253 thousand), which is divided into 37,947,198 shares with a nominal value of EEK 10 (EUR 0.64) each. All the shares of PTA Grupp AS are ordinary shares and all are registered. Each ordinary share gives the shareholder one vote at the general meeting. No share certificates are issued for registered shares. The share register is electronic and maintained at the Estonian Central Register of Securities.

According to the revised wording of the Articles of Association, the minimum share capital and maximum share capital of PTA Grupp AS amount to 250,000,000 kroons and 1,000,000,000 kroons respectively (the maximum number of shares is 100,000,000). All shares have been paid for.

As of 31 March 2007 PTA Grupp AS had 998 shareholders.

At 31 March 2007 shareholders whose interest in PTA Grupp AS exceeded 1% included:

Name	**Number of shares**	**Shareholding**
Major shareholders	**34,987,185**	**93.2%**
SIA ALTA CAPITAL PARTNERS	26,274,309	69.2%
Skandinaviska Enskilda Banken Ab Clients	1,975,884	5.2%
SEB Eesti Ühispank AS KAUPLEMINE	1,756,486	4.6%
BRYUM ESTONIA AS	984,063	2.6%
THE BANK OF NEW YORK/ING BANK SLASKI	757,732	2.0%
STATE STREET MUNICH CARE OF SSB BOSTON/ DWS POLSKA FUNDUSZ INWESTYCYJNY OTWARTY TOP 50 MALYCH I SREDNICH SPOLEK PLUS	671,000	1.8%
BANK AUSTRIA CREDITANSTALT AG CLIENT´S	572,690	1.5%
DZ BANK INTERNATIONAL S.A.CLIENTS	561,760	1.5%
Clearstream Banking Luxembourg S.A. Clients	531,399	1.4%
NORDEA BANK FINLAND PLC/NON-RESIDENT LEGAL ENTITIES	472,712	1.2%
JPMORGAN CHASE BANK,NATIONAL ASSOCIATION ON BEHALF OF SWEDISH RESIDENTS	429,150	1.1%
STATE STREET LONDON CARE OF SSB BOSTON/DIT-GLOBAL STRATEGIES FUND	400,000	1.1%
Other shareholders	**2,560,013**	**6.8%**
Total number of shares	**37,947,198**	**100.0%**

As of 31 December 2006 PTA Grupp AS had 899 shareholders.

At 31 December 2006 shareholders whose interest in PTA Grupp AS exceeded 1% included:

Name	**Number of shares**	**Interest in share capital**
Major shareholders	**35,360,283**	**93.2%**
SIA ALTA CAPITAL PARTNERS	28,024,309	73.9%
Skandinaviska Enskilda Banken Ab Clients	2,195,827	5.8%
NORDEA BANK FINLAND PLC/NON-RESIDENT LEGAL ENTITIES	1,058,214	2.8%
BRYUM ESTONIA AS	984,063	2.6%
EVLI BANK PLC/MUTUAL FUND BALTIC EQUITY	656,511	1.7%
JPMORGAN CHASE BANK,NATIONAL ASSOCIATION ON BEHALF OF SWEDISH RESIDENTS	639,150	1.7%
DZ BANK INTERNATIONAL S.A.CLIENTS	561,760	1.5%
THE BANK OF NEW YORK/ING BANK SLASKI	440,000	1.2%
Clearstream Banking Luxembourg S.A. Clients	400,449	1.0%
STATE STREET LONDON CARE OF SSB BOSTON/DIT-GLOBAL STRATEGIES FUND	400,000	1.0%
Other shareholders	**2,586,915**	**6.8%**
Total number of shares	**37,947,198**	**100.0%**

Legal Reserve

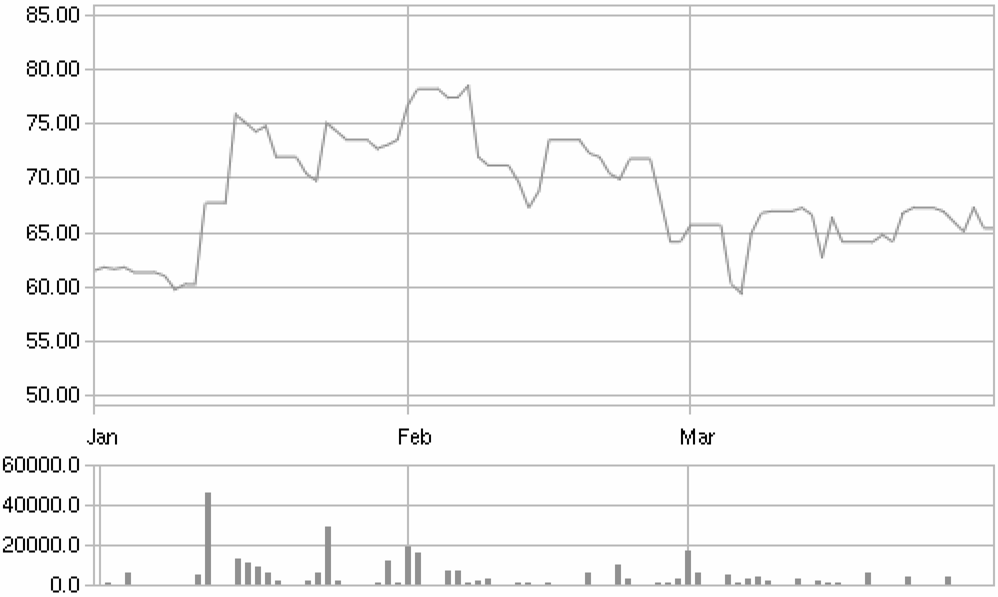
The reserve indicated under the owners' equity is a legal reserve established pursuant to the Commercial Code, which can be used for covering losses or increasing the share capital by way of a bonus issue based on a decision of the shareholders. The minimum legal reserve amount is 1/10 of the share capital.

Information about Shares

As of 21 November 2006 the shares of PTA Grupp AS are listed on the basic list of the Tallinn Stock Exchange.

During the first quarter of 2007, the highest and lowest prices of the PTA Grupp AS`s share on the Tallinn Stock Exchange were EEK 80.74 (EUR 5.16) and EEK 54.61 (EUR 3.49), respectively.

Share Price in EEK and Trading Statistics on the Tallinn Stock Exchange in Q1 2007



Note 10. Subsidiaries

Increase in ownership interest

In March 2007 SFG`s subsidiary Milavitsa ZAO completed share repurchase program. In total were repurchased 2,353 shares. All repurchased shares were cancelled according to decision of Milavitsa extraordinary general meeting. SFG paid for shares EEK 16,162 thousand (EUR 1,033 thousand). After cancellation, minority interest in Milavitsa decreased EEK 17,971 thousand (EUR 1,149 thousand). After the cancellation of repurchased shares SFG`s ownership interest in Milavitsa increased from 62.5% to 78.3%.

Increase of share capital of subsidiary

By general meeting of Splendo Sp. z.o.o. was decided to increase share capital. Share capital increase amounted to PLN 950,000, approximately EEK 3,841 thousand (EUR 245 thousand), for amount of 19,000 shares with par value of PLN 50.00 each, approximately EEK 202 (EUR 12,92) per share. At 31.03.2007 total amount of shares is 20,000 giving total amount of share capital of PLN 1.0 million, approximately EEK 4,043 thousand (EUR 258 thousand). On January 11, 2007 SFG paid in additional share capital for Splendo Sp. z.o.o. in amount of PLN 855,000, approximately EEK 3,457 thousand (EUR 221 thousand), according to the decision on share capital increase. After share capital increase historical shareholding of SFG 90% is retained.

Note 11. Sales Revenue

	Q1 2007 EEK thousand	Q1 2006 EEK thousand	Q1 2007 EUR thousand	Q1 2006 EUR thousand
Sales revenue				
Apparel sales	37,098	23,784	2,371	1,520
Lingerie sales	320,209	0	20,465	0
Subcontracting and services	9,717	6,645	621	425
Other sales	1,502	673	96	43
Total sales revenue	**368,526**	**31,102**	**23,553**	**1,988**

Sales revenue by countries is presented in Note 13.

Note 12. Transactions with Related Parties

For the purposes of these financial statements, parties are related if one controls the other or exerts significant influence on the other's financial and operating policies. Related parties include:

a) SIA Alta Capital Partners and individuals with a shareholding that provides them with control or significant influence;

b) members of the governing bodies (management and supervisory boards) of shareholders that have control or significant influence;

c) members of the Group's management and supervisory boards;

d) close family members of and companies controlled or significantly influenced by the above;

e) associated companies.

	Q1 2007 EEK thousand	Q1 2006 EEK thousand	Q1 2007 EUR thousand	Q1 2006 EUR thousand
Loans from companies related to the members of Management and Supervisory Boards				
Balance at beginning of the period	0	0	0	0
Loans received	10,525	0	672	0
Repayments of loans	-1,226	0	-78	0
Balance at end of the period	**9,299**	**0**	**594**	**0**
Interests on loans received	**40**	**0**	**3**	**0**

Sales of goods and services	Q1 2007 EEK thousand	Q1 2006 EEK thousand	Q1 2007 EUR thousand	Q1 2006 EUR thousand
Companies related to the members of the Management Board and Supervisory Board	179	201	11	13
Total sales of goods and services	**179**	**201**	**11**	**13**

Compensation paid to members of the Management Board	Q1 2007 EEK thousand	Q1 2006 EEK thousand	Q1 2007 EUR thousand	Q1 2006 EUR thousand
Pay and compensation	393	672	25	43
Total	**393**	**672**	**25**	**43**

Balances relating to related parties	**31.03.2007 EEK thousand**	**31.12.2006 EEK thousand**	**31.03.2007 EUR thousand**	**31.12.2006 EUR thousand**
Companies related to the members of the Management Board and Supervisory Board	109	1,414	7	90
Total current liabilities	**109**	**1,414**	**7**	**90**

Balances with related parties	**31.03.2007 EEK thousand**	**31.12.2006 EEK thousand**	**31.03.2007 EUR thousand**	**31.12.2006 EUR thousand**
Interest receivable from related parties	39	434	2	28
Total receivables	**39**	**434**	**2**	**28**

Note 13. Segments

a) Primary Segment – Business Segment by Products

	Apparel Q1 2007 EEK thousand	**Lingerie Q1 2007 EEK thousand**	**Other activities Q1 2007 EEK thousand**	**Inter-segment transactions Q1 2007 EEK thousand**	**Total Q1 2007 EEK thousand**	**Apparel Q1 2007 EUR thousand**	**Lingerie Q1 2007 EUR thousand**	**Other activities Q1 2007 EUR thousand**	**Inter-segment transactions Q1 2007 EUR thousand**	**Total Q1 2007 EUR thousand**
Extra-group sales revenue	37,098	320,209	11,219	0	368,526	2,371	20,465	717	0	23,553
Inter-segment sales revenue	0	0	6,354	-6,354	0	0	0	406	-406	0
Total sales revenue	**37,098**	**320,209**	**17,573**	**-6,354**	**368,526**	**2,371**	**20,465**	**1,123**	**-406**	**23,553**
Operating profit/loss of segment	**6,269**	**59,705**	**497**	**0**	**66,471**	**401**	**3,815**	**32**	**0**	**4,248**
Unallocated operating revenue and operating charges					-3,356					-214
Total operating profit / loss					**63,115**					**4,034**
Other financial income and expenses					2,841					181
Corporate income tax					-23,835					-1,523
Net profit / loss					**42,121**					**2,692**
Assets and receivables	59,842	772,353	12,599	0	844,794	3,825	49,362	805	0	53,992
Unallocated assets of group					9,104					582
Total assets					**853,898**					**54,574**
Liabilities	15,826	150,935	6,353	0	173,114	1,011	9,647	406	0	11,064
Unallocated liabilities of group					19,370					1,238
Total liabilities					**192,484**					**12,302**
Acquisition of fixed assets	1,175	23,845	10,073	0	35,096	75	1,524	644	0	2,243
Depreciation of fixed assets	445	8,580	832	0	9,857	28	549	53	0	630

The assets and liabilities set out in the Note are disclosed as of the Balance Sheet date, i.e. 31 March 2007.

	Apparel Q1 2006 EEK thousand	**Lingerie Q1 2006 EEK thousand**	**Other activities Q1 2006 EEK thousand**	**Inter-segment transactions Q1 2006 EEK thousand**	**Total Q1 2006 EEK thousand**	**Apparel Q1 2006 EUR thousand**	**Lingerie Q1 2006 EUR thousand**	**Other activities Q1 2006 EUR thousand**	**Inter-segment transactions Q1 2006 EUR thousand**	**Total Q1 2006 EUR thousand**
Extra-group sales revenue	23,784	0	7,318	0	31,102	1,520	0	468	0	1,988
Inter-segment sales revenue	0	0	13,786	-13,786	0	0	0	881	-881	0
Total sales revenue	**23,784**	**0**	**21,104**	**-13,786**	**31,102**	**1,520**	**0**	**1,349**	**-881**	**1,988**
Operating profit/loss of segment	**2,966**	**0**	**538**	**0**	**3,504**	**190**	**0**	**34**	**0**	**224**
Unallocated operating revenue and operating charges					-2,717					-173
Total operating profit / loss					**787**					**51**
Other financial income and expenses					-322					-21
Corporate income tax					0					0
Net profit / loss					**465**					**30**
Assets and receivables	21,394	0	23,597	0	44,991	1,367	0	1,508	0	2,875
Unallocated assets of group					9,104					582
Total assets					**54,095**					**3,457**
Liabilities	1,684	0	15,839	0	17,523	108	0	1,012	0	1,120
Unallocated liabilities of group					20,545					1,313
Total liabilities					**38,068**					**2,433**
Acquisition of fixed assets	38	0	59	0	97	2	0	4	0	6
Depreciation of fixed assets	795	0	552	0	1,347	51	0	35	0	86

The assets and liabilities set out in the Note are disclosed as of the Balance Sheet date, i.e. 31 March 2006.

b) Secondary Segment – Sales Revenue, Total Assets and Investments in Fixed Assets

	Sales revenue Q1 2007 EEK thousand	**Sales revenue Q1 2006 EEK thousand**	**Assets 31.03 2007 EEK thousand**	**Assets 31.03.2006 EEK thousand**	**Investments in fixed assets Q1 2007 EEK thousand**	**Investments in fixed assets Q1 2006 EEK thousand**	**Sales revenue Q1 2007 EUR thousand**	**Sales revenue Q1 2006 EUR thousand**	**Assets 31.03 2007 EUR thousand**	**Assets 31.03.2006 EUR thousand**	**Investments in fixed assets Q1 2007 EUR thousand**	**Investments in fixed assets Q1 2006 EUR thousand**
Russia	178,026	0	45,024	0	9,341	0	11,378	0	2,878	0	597	0
Belarus	53,773	0	438,550	0	22,985	0	3,437	0	28,028	0	1,469	0
Estonia	49,025	15,365	71,027	47,169	952	97	3,133	982	4,539	3,015	61	6
Ukraine	26,356	0	0	0	0	0	1,684	0	0	0	0	0
Finland	16,368	9,415	50	36	0	0	1,046	602	3	2	0	0
Latvia	11,762	5,432	296,780	6,852	1,187	0	752	347	18,968	438	76	0
Other markets	33,216	890	2,467	38	631	0	2,123	57	158	2	40	0
Total	**368,526**	**31,102**	**853,898**	**54,095**	**35,096**	**97**	**23,553**	**1 988**	**54,574**	**3,457**	**2,243**	**6**

The Group's primary segment reporting format is business segments based on product type. The secondary reporting format is geographical segments based on the location of consumers. Expenses not directly attributable to any segment are presented as unallocated expenses.

Segment assets include all assets directly attributable to a segment excluding items which are in common use or used by the head office. Segment assets include directly attributable goodwill. Segment liabilities include all liabilities that can be allocated to the segment on a reasonable basis. Unallocated expenses include general management expenses.

Other receivables, loans and interest receivables and payables are reported as unallocated items.

According to management's assessment the prices applied in inter-segment transactions do not differ significantly from the market.

Business segments

The Group comprises the following business segments:

a) Women's apparel – entails the design, manufacture and retail and wholesale distribution of women's apparel products as well as services related to this area.

b) Lingerie – entails the design, manufacture and retail and wholesale distribution of lingerie products as well as services related to this area.

c) Other operations – entails manufacturing and subcontracting services and other activities not listed under Women's apparel and Lingerie.

Geographical segments

The Group's business segments operate in the following geographical areas: Russia, Estonia, Belarus, Finland, Latvia, Ukraine and other markets. The revenues of geographical segments are determined based on the location of consumers.

Segment assets include inventories of goods which are located in the geographical area (market), other current assets (e.g. cash and trade receivables) and items of property, plant and equipment used in manufacturing and sales operations.

Note 14. Subsequent events

Restructuring of the Group

In 2006 PTA Grupp AS acquired SFG through a share swap in which the shares in SFG were paid for with shares in PTA Grupp AS. For this, PTA Grupp AS issued 36,000,323 new shares which were subscribed by the shareholders of SFG who consequently acquired an approximately 94.9% stake in PTA Grupp AS.

As a result of the transaction an essentially new group emerged which is engaged in the manufacturing and distribution of women's apparel and lingerie in the Baltic countries and elsewhere in Eastern Europe.

According to the Listing and Trading Prospectus of PTA Grupp AS (see the Prospectus p 66 *Combined Management*) the Group will be managed by an international team whose members will be part of the management board of the listed holding company. To execute the plan, the Group's structure will be changed.

The restructuring will involve the following steps:

- AS Silvano Fashion Group is going to merge with PTA Grupp AS.
- After the merger AS Silvano Fashion Group as a legal person will be dissolved and PTA Grupp AS will be renamed AS Silvano Fashion Group.
- A new subsidiary will separate from PTA Grupp AS (which according to plan will be renamed AS Silvano Fashion Group). The new subsidiary will be named PTA Grupp AS.

The new subsidiary will be transferred the development of the PTA concept and the shares in AS Klementi and shares in other subsidiaries acquired before the acquisition of SFG. The membership of the management board of PTA Grupp AS (which according to plan will be renamed to AS Silvano Fashion Group) will change as outlined in the Listing and Trading Prospectus of PTA Grupp AS.

The changes in the Group's structure will have no impact on the Group's operating activity or the interests of its investors (excluding positive impacts resulting from greater transparency). According to plan, the restructuring will take place in the second quarter of 2007.

On 13 April 2007 PTA Grupp AS and SFG concluded a notarised merger agreement under which SFG will be combined with PTA Grupp AS and will be deleted from the Commercial Register. On the same date, the division plan of PTA Grupp AS (which according to plan will be renamed AS Silvano Fashion Group) was approved. In conformity with the division plan, all business operations related to PTA brand will be transferred to the new subsidiary which will be named PTA Grupp AS. The division plan has to be approved by an extraordinary general meeting of the shareholders of PTA Grupp AS.

Extraordinary general meeting

The management board of PTA Grupp AS has called an extraordinary general meeting of the shareholders for 31 May 2007. The agenda of the extraordinary general meeting:

- Approval of the merger agreement between PTA Grupp AS and its subsidiary SFG by the general meeting and adoption of a merger decision
- Amendment of the Articles of Association of PTA Grupp AS and approval of the new wording of the Articles of Association
- Change of business name
- Approval of a division plan and the Articles of Association of the new company
- Removal of members of the supervisory board and election of new members of the supervisory board.

Consolidated Annual Financial Statements for the year ended 31 December 2006

Statement of management responsibility

The management board acknowledges its responsibility for the preparation of the consolidated financial statements of PTA Grupp AS presented on pages F2-1 to F2-43 and confirms that:

1. the accounting policies applied on the preparation of the consolidated financial statements comply with International Financial Reporting Standards as adopted by the European Union;
2. the consolidated financial statements give a true and fair view of the financial position of the Group and the results of its operations and its cash flows;
3. PTA Grupp AS and its subsidiaries are going concerns.

____
Peeter Larin
Chairman of Management Board
25 May 2007

____
Marianne Paas
Member of Management Board
25 May 2007

Consolidated balance sheet

As at 31 December

In thousands of euros	**Note**	**2006**	**2005**
ASSETS			
Current assets			
Cash and cash equivalents	7	12,812	181
Trade receivables	8	7,141	195
Other receivables and prepayments	9	2,882	165
Prepaid taxes	10	2,017	2
Inventories	11	14,716	1,630
Total current assets		**39,568**	**2,173**
Non-current assets			
Investments in equity accounted investees	5	5	0
Available-for-sale financial assets	6	113	0
Other receivables	9	150	48
Property, plant and equipment	12, 14	11,011	673
Intangible assets	13	1,058	423
Total non-current assets		**12,337**	**1,144**
TOTAL ASSETS		**51,905**	**3,317**
LIABILITIES AND EQUITY			
Current liabilities			
Loans and borrowings	15	1,911	977
Trade payables	16	5,594	804
Corporate income tax liability	28	382	19
Other tax liabilities	10	1,238	158
Other payables	17	1,778	331
Provisions	18	1	1
Total current liabilities		**10,904**	**2,290**
Non-current liabilities			
Loans and borrowings	15	610	9
Deferred tax liabilities	28	13	4
Other liabilities		0	11
Provisions	18	9	9
Total non-current liabilities		**632**	**33**
Total liabilities		**11,536**	**2,323**
Equity			
Share capital at par value	19	24,252	1,244
Share premium	19	5,305	2,620
Statutory capital reserve	19	67	67
Translation reserve	19	-684	2
Accumulated losses		-63	-2,939
Total equity attributable to equity holders of the parent		**28,877**	**994**
Minority interest		11,492	0
Total equity		**40,369**	**994**
TOTAL LIABILITIES AND EQUITY		**51,905**	**3,317**

The notes on pages F2-6 to F2-43 are an integral part of these financial statements.

Consolidated income statement

In thousands of euros	**Note**	**2006**	**2005**
Revenue			
Sales revenue	20, 21	27,014	7,319
Other income	22	817	2,024
Total revenue		**27,831**	**9,343**
Changes in inventories of finished goods and work in progress		524	-374
Materials, consumables and services used	23	-12,182	-2,663
Other operating expenses	24	-4,384	-1,880
Personnel expenses	25	-5,871	-2,815
Depreciation and amortisation expense	12, 13	-745	-434
Other expenses	26	-124	-103
Total expenses		**-22,782**	**-8,269**
Operating profit		**5,049**	**1,074**
Financial income and expenses			
Financial income	27	247	12
Financial expenses	27	-88	-382
Net financial items		**159**	**-370**
Share of profit of equity accounted investees	5	3	0
Profit before tax		**5,211**	**704**
Income tax expense	28	-1,237	-23
Profit for the period		**3,974**	**681**
Attributable to			
Equity holders of the parent		2,876	681
Minority interest		1,098	0
Earnings per share			
Basic earnings per share (in euros)	29	0.26	0.35
Diluted earnings per share (in euros)	29	0.26	0.35

The notes on pages F2-6 to F2-43 are an integral part of these financial statements.

Consolidated statement of cash flows

In thousands of euros	**Note**	**2006**	**2005**
Cash flows from operating activities			
Profit for the period		3,974	681
Adjustments for:			
Depreciation, amortisation and impairment losses	12, 13	745	434
Gains on the sale of property, plant and equipment	22	-12	-1,851
Losses on write-off of property, plant and equipment	26	20	25
Gain on business combination	22	-605	0
Share of profit of equity accounted investees	5	-3	0
Change in receivables and prepayments		-1,503	461
Change in inventories		-2,304	176
Change in payables		-1,087	570
Interest paid		-84	-403
Income tax paid	28	-1,084	0
Net cash used in / from operating activities		**-1,943**	**93**
Cash flows from investing activities			
Acquisition of property, plant and equipment	12, 13	-1,739	-142
Paid for trademarks	15	-263	-70
Proceeds from sale of property, plant and equipment	12	17	3,417
Loans given	30	-2,769	0
Proceeds from settlement of loans given	30	2,750	21
Interest received		139	2
Dividends received	27	25	0
Acquisition of other financial investments		-16	0
Acquisition of minority interest	4	-217	0
Acquisition of subsidiary, net of cash acquired	4	16,822	0
Net cash from investing activities		**14,749**	**3,228**
Cash flows from financing activities			
Repayment of loans	15	-1,888	-4,096
Proceeds from loans received	15	2,042	1,822
Payment of finance lease liabilities	15	-148	-192
Change in overdraft liability	15	-67	-764
Payment of other liabilities	15	-63	-55
Repayment of other loans	15	-51	-72
Net cash used in financing activities		**-175**	**-3,357**
Net cash flows		**12,631**	**-36**
Cash and cash equivalents at beginning of period	7	**181**	**217**
Increase / decrease in cash and cash equivalents		**12,631**	**-36**
Cash and cash equivalents at end of period	7	**12,812**	**181**

The notes on pages F2-6 to F2-43 are an integral part of these financial statements.

Consolidated statement of changes in equity

In thousands of euros	Note	Equity attributable to equity holders of the parent							Minority interest	Total equity
		Share capital	**Share premium**	**Revaluation reserve**	**Capital reserve**	**Translation reserve**	**Accumulated losses**	**Total**		
Balance at 31 December 2004		**1,212**	**2,575**	**887**	**67**	**9**	**-3,620**	**1,130**	**0**	**1,130**
Change in accounting policy	1	0	0	-887	0	0	0	**-887**	0	**-887**
Adjusted balance at 31 December 2004		**1,212**	**2,575**	**0**	**67**	**9**	**-3,620**	**243**	**0**	**243**
Profit for the period		0	0	0	0	0	681	**681**	0	**681**
Foreign exchange translation differences		0	0	0	0	-7	0	**-7**	0	**-7**
Total recognised income and expense for 2005		**0**	**0**	**0**	**0**	**-7**	**681**	**674**	**0**	**674**
Issue of share capital	19	32	45	0	0	0	0	**77**	0	**77**
Balance at 31 December 2005		**1,244**	**2,620**	**0**	**67**	**2**	**-2,939**	**994**	**0**	**994**
Profit for the period		0	0	0	0	0	2,876	**2,876**	1,098	**3,974**
Foreign exchange translation differences	19	0	0	0	0	-686	0	**-686**	-513	**-1,199**
Total recognised income and expense for 2006		**0**	**0**	**0**	**0**	**-686**	**2,876**	**2,190**	**585**	**2,775**
Issue of share capital	19	23,008	2,685	0	0	0	0	**25,693**	0	**25,693**
Minority interest from business combination		0	0	0	0	0	0	**0**	11,729	**11,729**
Acquisition of minority interest	4	0	0	0	0	0	0	**0**	-822	**-822**
Balance at 31 December 2006		**24,252**	**5,305**	**0**	**67**	**-684**	**-63**	**28,877**	**11,492**	**40,369**

The notes on pages F2-6 to F2-43 are an integral part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Significant accounting policies

PTA Grupp AS (formerly AS Klementi) is a company domiciled in the Republic of Estonia (registration number 10175491, address Akadeemia tee 33, 12618 Tallinn). The consolidated financial statements of PTA Grupp AS (the "Company" or the "Parent company") for the year ended 31 December 2006 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates. The Group's core activities are the design, manufacture and distribution of women's apparel and lingerie.

The consolidated financial statements for the year ended 31 December 2006 have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union.

The consolidated financial statements were authorised for issue by the management board on 25 May 2007. The financial statements will be approved by the shareholders' general meeting.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except that certain financial instruments which are outlined in accounting policies are measured at their fair value. The accounting policies set out below have been applied consistently to all periods presented in these financial statements unless indicated otherwise.

Comparative prior period data includes the financial data of PTA Grupp AS for 2005. The financial data of the subsidiary AS Silvano Fashion Group have been consolidated since 1 October 2006 (see note 4).

Changes in accounting policies and presentation practice

Changes in accounting policies

In prior periods items belonging to the category of land and buildings in property, plant and equipment were measured using the revaluation model. From 2006 all items of property, plant and equipment are measured using the cost model. The accounting policy was changed in connection with the acquisition of Silvano Fashion Group and the fact that all entities acquired measured their land and buildings using the cost model. Moreover, it would be difficult to measure the fair value and consequently the revalued amounts of items belonging to the category of land and buildings reliably in some countries where the items are located.

In connection with the change in accounting policy, financial statement line items have been adjusted retrospectively as if the new policy had always been applied.

By 31 December 2005 the Group had disposed of all assets which used to be measured using the revaluation model. As a result, the change in accounting policy does not affect the of the consolidated balance sheet as of 31 December 2005. Changes in the opening balances and comparative prior period data presented in the consolidated income statement and the consolidated statement of equity were the following:

Consolidated income statement

In thousands of euros

	2005	Adjustment	Adjusted 2005
Sales revenue	7,319	0	7,319
Other income	1,147	877	2,024
Total revenue	**8,466**	**877**	**9,343**
Changes in inventories of finished goods and work in progress	-374	0	-374
Materials, consumables and services used	-2,663	0	-2,663
Other operating expenses	-1,702	0	-1,702
Personnel expenses	-2,815	0	-2,814
Depreciation and amortisation expense	-444	10	-434
Other expenses	-281	0	-281
Total expenses	**-8,279**	**10**	**-8,268**
Operating profit	**188**	**877**	**1,075**
Net financial items	-370	0	-370
Profit / loss before tax	**-182**	**877**	**704**
Income tax expense	-23	0	-23
Profit / loss for the period	**-205**	**877**	**681**

Consolidated statement of changes in equity

In thousands of euros	2005	Adjustment	Adjusted 2005
Total equity at 31 December 2004	**1,130**	**-887**	**243**
Profit for the period	-206	887	681
Foreign exchange translation differences	-7	0	-7
Total recognised income and expense for 2005	**-213**	**887**	**674**
Issue of share capital	77	0	77
Total equity at 31 December 2005	**994**	**0**	**994**

In connection with the change in accounting policy, comparative prior period data in notes 12, 20, 22, 29 and 34 has been adjusted as well.

Changes in presentation practice

The presentation of deferred income tax was adjusted to the requirements of IFRS.

Consolidated balance sheet
As at 31 December

In thousands of euros	2005	Adjustment	Adjusted 2005
Current liabilities			
Deferred tax liabilities	4	-4	0
Total	**4**	**-4**	**0**
Non-current liabilities			
Deferred tax liabilities	0	4	4
Total	**0**	**4**	**4**

In 2006 the structure of the consolidated income statement was changed to specify the nature of the amounts disclosed and to improve the clarity of the financial statements. Comparative prior period data has been adjusted accordingly.

Comparative prior period data has been changed as follows:

Consolidated income statement

In thousands of euros	2005	Adjustment	Adjusted 2005
Other operating expenses	-1,702	-178	-1,880
Other expenses	-281	178	-103
Total	**-1,983**	**0**	**-1,983**

Consolidated income statement

In thousands of euros	2005	Adjustment	Adjusted 2005
Financial income			
Foreign exchange gains and losses	11	0	11
Other financial income	0	1	1
Total financial income	**11**	**1**	**12**
Financial expenses			
Interest expense	-377	0	-377
Other financial expenses	-4	-1	-5
Total financial expenses	**-381**	**-1**	**-382**
Net financial items	**-370**	**0**	**-370**

Notes 24, 26 and 27 which contain explanations of income statement line items have been adjusted accordingly.

Changes in segment reporting

Presentation of the Group's segment information was changed in connection with the acquisition of Silvano Fashion Group AS. The Group's primary segment reporting format is business segments based on product type. The secondary reporting format is geographical segments based on the geographical location of consumers.

The Group comprises the following business segments:

a) Women's apparel – entails the design, manufacture and retail and wholesale distribution of women's apparel products as well as services related to this area.

b) Lingerie – entails the design, manufacture and retail and wholesale distribution of lingerie products as well as services related to this area.

c) Other operations – entails manufacturing and subcontracting services and other activities not listed under Women's apparel and Lingerie.

Comparative prior period data has been adjusted to the new business segments which are based on product type.

Functional and presentation currency

These consolidated financial statements are presented in Estonian kroons, rounded to the nearest thousand. The functional currency of the Group's Parent company and the subsidiary located in Estonia is the currency of the primary economic environment in which they operate – the Estonian kroon. The functional currency of the Group's foreign entities is the official currency of their primary economic environment.

Pursuant to the regulations set by the OMX Tallinn Stock Exchange all the information made available by the listed entities are also provided in euros. The annual report is translated from the Group official presentation currency (Estonian kroon) to euros by applying the following exchange rate 1 EUR = 15.6466 EEK.

Consolidation

Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, all voting rights that are presently exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Associates

Associates are entities in which the investor has significant influence, but not control over the financial and operating policies. Significant influence is presumed to exist when the investor holds directly or indirectly through subsidiaries over 20% of the voting power of the investee. Associates are accounted for using the equity method. The consolidated financial statements include the Group's share of the income and expenses of associates, after adjustments to align the accounting policies with those of the Group from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds the carrying amount of the investment in the associate, the carrying amount of the investment is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations on behalf of the associate.

Business combinations involving independent entities

Acquisition of a subsidiary from an independent entity is accounted for by applying the purchase method. The acquirer has to allocate the cost of a business combination at the acquisition date by recognising the acquiree's identifiable assets, liabilities and contingent liabilities at their fair values at that date irrespective of the proportion of the minority interest. Any difference between the cost of the business combination and the acquirer's interest in the net fair value of the assets, liabilities and contingent assets is recognised as goodwill. If the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent assets exceeds the cost of the business combination the excess is recognised directly in profit or loss.

Business combinations involving entities under common control

A business combination involving entities under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the combination and that control is not transitory. A group of individuals is regarded as controlling an entity when, as a result of contractual arrangements, they collectively have the power to govern its financial and operating policies so as to obtain benefits from its activities.

Acquisition of a subsidiary from an entity under common control is accounted for by recognising the interest acquired at the carrying amount of the net assets acquired (i.e., at the amounts the assets and liabilities were carried in the acquiree's balance sheet). Any difference between the cost of the business combination and the carrying amount of the net assets acquired is recognised as a reduction or increase in the acquirer's equity. The cost of net assets acquired is calculated as a difference between the cost of the acquiree's assets and the acquiree's liabilities and the minority interest.

Transactions eliminated on consolidation

Intra-group balances and any unrealised gains and losses or income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates are eliminated to the extent of the Company's interest in the associate. Unrealised losses arising from transactions with associates are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Minority interest

That portion of the profit or loss of a subsidiary which is attributable to equity interests that are not owned by the Company is presented as minority interest in the consolidated income statement. That portion of the net assets of a subsidiary that is attributable to equity interests that are not owned by the Company is presented as minority interest in the consolidated balance sheet. Minority interests are presented in the consolidated balance sheet within equity, separately from the parent shareholders' equity. Minority interests in the profit or loss of the Group are also separately disclosed.

Acquisition of minority interest

Transactions with minority shareholders are accounted for in the same way as business combinations with third parties. In transactions involving acquisition of minority interest, any difference between the carrying amount of the minority interest and the amount paid for it is recognised as goodwill or directly as income (when the carrying amount of the minority interest exceeds the amount paid for it).

Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated at the Eesti Pank (Bank of Estonia) foreign exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to Estonian kroons at exchange rates ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement in the period in which they arise.

Financial statements of foreign operations

In subsidiaries whose functional currency differs from the Group's presentation currency, results of transactions and balances are translated to the presentation currency. None of the subsidiaries is located in a hyperinflationary economy.

The financials of foreign subsidiaries are translated as follows:

- assets and liabilities are translated to Estonian kroons at foreign exchange rates ruling at the balance sheet date;
- revenue and expenses are translated to Estonian kroons using the annual average foreign exchange rates;
- foreign exchange differences are recognised in the *Translation reserve* in equity.

Goodwill and fair value adjustments arising on the acquisition of foreign subsidiaries are treated as the assets and liabilities of foreign subsidiaries and translated at foreign exchange rates ruling at the balance sheet date. When a foreign subsidiary is disposed of the unrealised exchange differences previously recognised in equity are transferred to profit or loss.

Translations are performed using the Eesti Pank official exchange rates.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balances on current accounts (excluding overdrafts) and term deposits of up to three months. Overdrafts are reported in the current portion of loans and borrowings in the balance sheet.

Financial assets

Financial assets are classified based on the purpose of their acquisition. Management decides the classification of financial assets in the course of business.

Depending on the purpose of acquisition and management's plans, upon initial recognition financial assets are classified into the following categories:

- financial assets at fair value through profit or loss;
- loans and receivables;
- held-to-maturity investments;
- available-for-sale financial assets.

Purchases and sales of financial assets are recognised using trade date accounting. A financial asset is derecognised when the Group's rights to the cash flows from the financial asset expire or when the Group transfers substantially all the risks and rewards of ownership of the asset.

The Group has not classified any financial asset to the category of financial assets at fair value through profit or loss or held-to-maturity investments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in the active market. When a loan or receivable is measured initially, the Group measures it at its fair value plus transaction costs. Subsequent to initial recognition the Group measures loans and receivables at their amortised cost using the effective interest rate method. If it is probable that the Group cannot collect the entire amount due in accordance with the terms and conditions of the receivable, the receivable is written down. The amount of the write-down equals the difference between the carrying amount and the recoverable amount of the asset. An impairment loss is recognised as an expense in the period in which it is incurred.

Loans and receivables which are due to be settled within 12 months after the balance sheet date are classified as current items. Loans and receivables which are due to be settled within more than 12 months after the balance sheet date are classified as non-current items.

Available-for-sale financial assets

Available-for-sale financial assets are those non-derivative financial assets that are designated as available for sale or are not classified to any of the other categories of financial assets. Subsequent to initial recognition available-for-sale financial assets are measured at their fair values, except for investments in equity instruments that do not have a quoted market price and whose fair value cannot be reliably measured (the latter are measured at cost). Unrealised gains and losses on available-for-sale financial assets are recognised directly in equity. When an asset is derecognised, the cumulative gain or loss previously recognised in equity is recognised in profit or loss.

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, then the cumulative loss that had been recognised directly in equity is removed from equity and recognised in profit or loss even though the financial asset has not been derecognised. If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. The amount of the loss is recognised in the income statement.

Inventories

Inventories (goods purchased and raw and other materials) are initially recognised at cost. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The costs of purchase of inventories comprise the purchase price, non-refundable import duties and other non-refundable taxes, and transport, handling and other costs directly attributable to the acquisition of the inventories less discounts and rebates. In the balance sheet, goods purchased and raw and other materials are measured at the lower of cost and net realisable value.

The costs of conversion of finished goods and work in progress include direct production costs (the costs of raw and other materials, the costs of packaging materials, expenditures incurred in the storage of work in progress, and the costs of direct labour) and a systematic allocation of production overheads (the costs arising from the depreciation, maintenance and heating of production facilities and the remuneration of management). In the balance sheet, finished goods and work in progress are stated at the lower of their conversion cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The cost of inventories is assigned using the weighted average cost formula.

Property, plant and equipment

Property plant and equipment are tangible items that are held for use in the Group's business activities and are expected to be used for more than one period.

Items of property, plant and equipment are initially recognised at cost. The cost of an item of property, plant and equipment comprises its purchase price (including import duties and non-refundable purchase taxes) and other costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. After recognition, an item of property, plant and equipment is carried at its cost less any accumulated depreciation and any accumulated impairment losses. Items of property, plant and equipment which are acquired with finance lease are accounted for similarly to purchased items. Interest expenses arising from financial obligations assumed in connection with an item of property, plant and equipment are not capitalised as part of the cost of that item.

Subsequent costs relating to an item of property, plant and equipment are recognised in the carrying amount of the item if it is probable that future economic benefits arising from those costs will flow to the Group and the costs can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised as an expense as incurred.

Items of property, plant and equipment are depreciated using the straight-line method. Items are assigned depreciation rates which correspond to their useful lives. The following annual depreciation rates are assigned:

Buildings:	
Production buildings	3%
Other buildings	10%
Plant and equipment:	
Sewing equipment	10-15%
Vehicles	20%
Other equipment	20%
Other equipment and fixtures:	
Computers, tools and other items of equipment	25-30%
Store furnishings	5%

Land is not depreciated.

The costs of renovating leased premises are depreciated over the lease term.

Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of an asset ceases when the residual value of the asset increases to an amount greater than the asset's carrying amount, the asset is removed from use completely or classified as held for sale. The residual value, depreciation rate and depreciation method of an asset are reviewed at each balance sheet date.

If the recoverable amount of an item of property, plant and equipment (i.e., the higher of its fair value less costs to sell and its value in use) decreases below the item's carrying amount, the item is written down to its recoverable amount.

The gain or loss arising on the disposal of an item of property of property, plant and equipment is determined as the difference between the disposal proceeds and the carrying amount of the item and it is recognised in other income or other expense as appropriate.

Intangible assets

Intangible assets are initially recognised at cost. The cost of an intangible asset comprises its purchase price and any other directly attributable costs of acquisition. After initial recognition intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. Intangible assets are amortised using the straight-line method. Items are assigned amortisation rates which correspond to their useful lives. The following annual amortisation rates are assigned:

Software	10-20%
Trademarks	10%

Goodwill

Goodwill is the excess of the cost of a business combination over the Group's interest in the fair value of the net assets acquired, representing this portion of cost which is paid for assets which are not capable of being individually identified and separately recognised. On the acquisition of a new entity, goodwill is determined as the difference between the purchase price and the fair value of the net assets acquired (the difference between the identifiable assets acquired and liabilities and contingent liabilities incurred or assumed). Positive goodwill arising on the acquisition of a subsidiary is recognised as an intangible asset. If the Group's interest in the fair value of the net assets acquired exceeds the cost of the business combination, the excess is recognised immediately in other income.

At the date of acquisition goodwill is recognised in the balance sheet at cost. Thereafter goodwill is measured at cost less any accumulated impairment losses. Goodwill acquired from business combinations is not amortised. Goodwill is assessed for impairment. Recoverable amount is assessed for an individual asset or the cash generating unit to which it belongs.

Goodwill is tested for impairment at each balance sheet date or more frequently if there is any indication that it may be impaired. If the recoverable amount of goodwill decreases below its carrying amount, goodwill is written down to its recoverable amount.

Amortisation of goodwill acquired from business combinations which occurred before 31 March 2004 was discontinued as of 1 January 2005. Those items of goodwill are also tested for impairment at each balance sheet date and written down if impaired.

Impairment of assets

Items of property, plant and equipment which have an unlimited useful life (land) are not depreciated and intangible assets with an indefinite useful life (goodwill) are not amortised. Instead they are tested for impairment on an annual basis by comparing their carrying amounts to their recoverable amounts.

At each balance sheet date the Group assesses whether there is any indication that an item of property, plant and equipment or an intangible asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated and compared to its carrying amount.

An impairment loss is recognised in the amount by which the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset or, if that is not possible, for the cash generating unit to which the asset belongs (the smallest identifiable group of assets that generates largely independent cash inflows).

The Group assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods may no longer exist or may have decreased. Reversals of impairment losses are recognised in the income statement in the period in which they are performed. A reversal of an impairment loss is recognised as a decrease in expenses from impairment of assets. An impairment loss in respect of goodwill is not reversed.

Finance and operating leases

A finance lease is a lease that transfers substantially all the risks and rewards of ownership of an asset to the lessee. An operating lease is a lease other than a finance lease.

The Group as a lessee

Finance leases are recognised as assets and liabilities in the balance sheet at amounts equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. Lease payments are apportioned between the finance charge (interest expense) and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. The depreciation policy for depreciable leased assets is consistent with that for depreciable assets that are owned. An asset held under finance lease is depreciated over the shorter of its lease term and useful life. The initial direct costs incurred by the Group in connection with the conclusion of a finance lease contract are added to the amount recognised as an asset.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

The Group as a lessor

Assets subject to operating leases are presented in the balance sheet similarly to other items of property, plant and equipment, i.e., according to the nature of the asset. Lease income from operating leases is recognised in income on a straight-line basis over the lease term.

Financial liabilities

All financial liabilities (trade payables, loans, accrued expenses and other payables and borrowings) are initially recognised at their fair value less transaction costs. Subsequent to initial recognition financial liabilities are measured at their amortised cost using the effective interest rate method.

As a rule, the amortised cost of current financial liabilities is equal to their nominal value. Therefore current financial liabilities are stated in the amount payable. The amortised cost of non-current financial liabilities is identified using the effective interest rate method.

A financial liability is classified as current if it is due to be settled within 12 months after the balance sheet date or of the Group does not have an unconditional right to defer settlement of the liability for more than 12 months after the balance sheet date. Loan liabilities are classified as current when they are due to be settled within 12 months after the balance sheet date even if an agreement to refinance on a long-term basis is completed after the balance sheet date but before the financial statements are authorise for issue. Loans which the creditor can recall at the balance sheet date due to breach of the terms and conditions of the loan agreement are classified as current liabilities.

Employee benefits

Termination benefits – Termination benefits are employee benefits payable as a result of the Group's decision to terminate an employee's employment before the normal retirement date or the employee's decision to accept voluntary redundancy in exchange for those benefits. The Group recognises termination benefits when the Group is demonstrably committed to terminate the employment of an employee or a group of employees under a detailed formal plan for the termination and is without realistic possibility of withdrawal or is committed to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Where termination benefits fall due more than 12 months after the balance sheet date they are discounted to their present value.

Provisions and contingent liabilities

A provision is a liability of uncertain timing and amount. A provision is recognised in the balance sheet if the Group has a present legal or constructive obligation arising from a past event or the Group's established pattern of past practice, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The timing and amount of provisions are estimated by management. The amount recognised as a provision is the management's best estimate of the expenditure required to settle the obligation or to transfer the obligation to a third party at the balance sheet date. Provisions are not recognised for future operating losses.

Promises, guarantees and other obligations whose realisation is not probable or whose amount cannot be measured with sufficient reliability but which can transform into liabilities in the future are disclosed in the notes to the consolidated financial statements as contingent liabilities.

Corporate income tax

Corporate income tax of entities registered in Estonia

In accordance with effective legislation, in Estonia corporate income tax is not levied on profits earned. Therefore, deferred tax assets and liabilities do not arise. Instead of profit earned, income tax is levied on dividends distributed. From 1 January 2007 the tax rate is 22/78 (until 31 December 2006 the tax rate was 23/77 and until 31 December 2005 24/76) of the amount distributed as the net dividend. The income tax payable on dividends is recognised in the income statement of the period in which the dividends are declared, irrespective of the period for which the dividends are declared or in which they are paid.

Corporate income tax of foreign subsidiaries

In accordance with the tax laws of their domicile, at the Group's foreign entities income tax is levied on corporate profits which have been adjusted for permanent and temporary differences provided for in the law. In Latvia and

Lithuania the tax rate is 15%, in Sweden 28%, in Finland 26%, in Ukraine 25%, in Poland 19% and in Russia 24%. In the above countries tax rates have not changed compared to 2005. In 2006 income tax rate in Belarus was 26.28% (2005: 28%).

A deferred tax liability is recognised for all taxable temporary differences between the carrying amounts and tax bases of assets and liabilities. A deferred tax liability is not recognised if it arises from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset is realised or the liability is settled based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised for all temporary differences to the extent that it is probable that the temporary difference will reverse in the foreseeable future and that taxable profit will be available against which the temporary difference can be utilised. A deferred tax liability is recognised for temporary differences arising from the existence of post-acquisition undistributed profits at subsidiaries except to the extent that the Group is able to control the subsidiaries' dividend policy and it is probable that the temporary difference will not realise through dividends or in any other manner in the foreseeable future.

Share capital

Shares are presented in equity. The Group has not issued preference shares. Expenses directly attributable to the issue of shares are recognised as a reduction of equity in share premium.

Statutory capital reserve

The statutory capital reserve has been created in accordance with the requirements of the Commercial Code. The capital reserve is created with annual net profit transfers. Every year the parent company has to transfer to the capital reserve at least one twentieth of its net profit for the period until the capital reserve amounts to at least one tenth of its share capital. The capital reserve may be used for covering losses and for increasing share capital. The capital reserve may not be distributed to shareholders.

Revenue

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable taking into account any trade discounts and volume rebates allowed by the entity. Revenue from the sale of goods is recognised when all significant risks and rewards of ownership of the assets have been transferred from the Group to the buyer, the amount of the revenue and the costs incurred or to be incurred in respect of the transaction can be measured reliably and it is probable that economic benefits associated with the transaction will flow to the Group.

Revenue from the rendering of services is recognised when the service has been rendered or, if the service is rendered over an extended period, by reference to the stage of completion of the service at the balance sheet date.

Interest income is recognised on a time proportion basis using the effective interest rate method. When the value of a receivable decreases, the carrying amount of the receivable is written down to its recoverable amount which is found by applying the discounted cash flow method using the original effective interest rate.

Dividend income recognised when the dividend has been declared.

Revenue from service contracts

Revenue from services which are rendered over an extended period is recognised by reference to the stage of completion of the contract activity at the balance sheet date assuming that the outcome of the transaction involving the rendering of services (the revenue and expenses associated with the transaction) can be estimated reliably and it is probable that economic benefits associated with the transaction will flow to the Group. Contract revenue is matched with contract costs incurred in reaching the stage of completion, resulting in the reporting of revenue, expenses and profit which can be attributed to the proportion of work completed.

The percentage of completion is determined by comparing the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs.

When the outcome of a contract involving the rendering of services cannot be measured reliably but it is probable that the Group will recover the contract costs incurred, contract revenue is recognised only to the extent of costs incurred that are expected to be recoverable. When it is probable that total contract costs will exceed the contract revenue, the expected loss is recognised as an expense immediately.

If at the balance sheet date progress billings exceed the costs incurred plus recognised profits the difference is recognised in current liabilities in *Due to customers for contract work*. If at the balance sheet date costs incurred plus recognised profits exceeds progress billings, the difference is recognised in other receivables in *Due from customers for contract work.*

Government grants

Government grants are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. A government grant that becomes receivable as compensation for expenses or losses already incurred or which does not impose additional conditions which have to be complied with in subsequent periods is recognised as income of the period in which it becomes receivable. A government grant is not recognised until there is reasonable assurance that the entity complies with the conditions attaching to the grant and the grant will be received. Expenditures associated with the fulfilment of obligations arising from government grants are recognised as provisions or disclosed as contingent liabilities.

Income from government grants received for compensation of operating expenses is disclosed in note 22.

Segment reporting

A business segment is a distinguishable component of an entity that is engaged in providing similar products and services or a group of related products and services and which is subject to risks and returns that are different from those of other business segments. A geographical segment is a distinguishable component of an entity that is engaged in providing products and services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments.

The Group's primary segment reporting format is business segments based on product type and the secondary reporting format is geographical segments based on the location of the consumers.

Expenses not directly related to a particular segment are accounted for as unallocated expenses. Unallocated expenses include general management expenses. Segment assets include assets directly attributable to a segment and goodwill attributable to the segment. Unallocated assets include assets which are in common use or used by the head office. Segment liabilities include all liabilities that can be allocated to the segment on a reasonable basis.

Long-term financial investments, loans, and interest receivables and liabilities are accounted for as unallocated items.

Earnings per share

Basic earnings per share are calculated by dividing profit for the period by the weighted average number of ordinary shares outstanding during the period.

For the purpose of calculating diluted earnings per share the profit attributable to ordinary equity holders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive potential ordinary shares.

New International Financial Reporting Standards and Interpretations of the Financial Reporting Interpretations Committee (IFRIC)

A number of new standards, amendments to standards and interpretations are not yet effective for the year ended 31 December 2006, and have not been applied in preparing these consolidated financial statements. The following is the Group's assessment of the possible impact these new standards, amendments or interpretations will have on its financial statements in the period of initial application.

- IFRS 7 *Financial Instruments: Disclosures* (effective for annual periods beginning on or after 1 January 2007). The new Standard will require extensive disclosures about the significance of financial instruments for an entity's financial position and performance, and qualitative and quantitative disclosures on the nature and extent of risk. The Standard will require increased disclosures about financial instruments in the Group's financial statements.
- IFRS 8 *Operating Segments* (effective for annual periods beginning on or after 1 January 2009). The Standard requires that segment information should be presented on the basis of components whose results are reviewed regularly by management in making business decisions. The Group's management has not completed its analysis and consequently cannot assess the impact of IFRS 8 on the Group's financial statements.
- Amendments to IAS 1 - *Presentation of Financial Statements - Capital Disclosures* (effective for annual periods beginning on or after 1 January 2007). The amendments will require increased disclosures in financial statements with respect to the Group's share capital.
- IFRIC *7 Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies* (effective for annual periods beginning on or after 1 March 2006). IFRIC 7 addresses the

application of IAS 29 when an economy first becomes hyperinflationary and in particular the accounting for deferred tax. IFRIC 7 will not affect the Group's financial statements.

- IFRIC 8 *Scope of IFRS 2* (effective for annual periods beginning on or after 1 May 2006). IFRIC 8 addresses the accounting for share-based payment transactions in which some or all of goods or services received cannot be specifically identified. IFRIC 8 will not affect the Group's financial statements
- IFRIC 9 *Reassessment of Embedded Derivatives* (effective for annual periods beginning on or after 1 June 2006). IFRIC 9 requires that a reassessment of whether embedded derivative should be separated from the underlying host contract should be made only when there are changes to the contract. According to management's assessment, IFRIC 9 will not affect the Group's financial statements.
- IFRIC 10 *Interim Financial Reporting and Impairment* (effective for annual periods beginning on or after 1 November 2006). IFRIC 10 prohibits the reversal of an impairment loss recognised in a previous interim period in respect of goodwill, an investment in an equity instrument or a financial asset carried at cost. IFRIC 10 will not affect the Group's financial statements.
- IFRIC 11 *IFRS 2 – Group and Treasury Share Transactions* (effective for annual periods beginning on or after 1 March 2007). The Group does not have agreements on share-based payment transactions. Therefore, IFRIC 11 will not affect the Group's financial statements.
- IFRIC 12 *Service Concession Arrangements* (effective for annual periods beginning on or after 1 January 2008). The Group has not entered into concession arrangements. Therefore, IFRIC 12 will not affect the Group's financial statements.

Note 2. Critical accounting estimates and judgements

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and measurement bases and the reported amounts of assets and liabilities and have a significant risk of adjustment in the next year.

The estimates and underlying assumptions are reviewed on an ongoing basis and they are based on historical experience and various other factors which are believed to be reasonable under the circumstances, including forecasts of future events.

Judgements and estimates made by management that have significant effect on the consolidated financial statements and the Group's result of operations include measurement of inventories (note 11), determination of the useful lives of property, plant and equipment (note 12), measurement of goodwill (note 13), measurement of deferred tax assets (note 28) and measurement of contingent assets and liabilities (note 32).

Measurement of inventories

Management measures inventories based on its best knowledge, historical experience, general background information, and assumptions and conditions for potential future events. The need for and extent of writing down inventories is determined as follows: in the case of finished goods (carrying amount at 31 December 2006: 7,311,000 euros and at 31 December 2005: 993,000 euros) on the basis of their sales potential and net realisable value; in the case of raw and other materials (carrying amount at 31 December 2006: 5,395,000 euros and at 31 December 2005: 486,000 euros) on the basis of their usability in the production of finished goods and generation of revenue; and in the case of work in progress (carrying amount at 31 December 2006: 2,010,000 euros and at 31 December 2005: 143,000 euros) on the basis of their stage of completion which can be measured reliably.

Measurement of goodwill

Management has tested the goodwill acquired on the acquisition of subsidiaries (carrying amount at 31 December 2006: 235,000 euros and at 31 December 2005: 120,000 euros) for impairment. The recoverable amount of goodwill was identified using future cash flows estimated on the basis of retail sales volumes in the Latvian market. The discount rate was the expected rate of return.

If the recoverable amount of an investment has declined below its carrying amount, the investment is written down to its recoverable amount.

Determination of the useful lives of items of property, plant and equipment

Management estimates the useful lives of production plant and equipment and other items associated with production activities on the basis of their expected useful lives. Useful lives are estimated on the basis of historical experience, and production volumes and conditions. The useful lives of items of property, plant and equipment which are used in retailing are estimated based on the period during which the item is expected to participate in the generation of revenue and the guaranteed length of lease contracts.

According to management's assessment, the average useful lives of production plant and equipment range from 5 to 10 years, depending on the purpose of use, and the useful lives of other equipment and fixtures range from 3 to 20 years, depending on their purpose of use.

The useful lives of assets with an unlimited useful life (land) are indeterminable. At 31 December 2006 the carrying amount of assets with a limited useful life was 8,453,000 euros (31 December 2005: 673,000 euros). At 31 December 2006 and 31 December 2005 the Group did not own any land.

Measurement of contingent assets and liabilities

Management estimates the probability of the realisation of contingent assets and liabilities on the basis of its best knowledge, historical experience, general background information, and assumptions and conditions for potential future events.

Measurement of deferred tax assets

A deferred tax asset has arisen from the tax loss incurred by the Lithuanian subsidiary UAB PTA Prekyba in 2006 which the Group expects to utilise against future taxable profits. Management has estimated future profits and the probability of the utilisation of tax losses on the basis of analyses and projections of the development of the market involved and the entity's operating results. Generation of taxable profits assumes attainment of the entity's targets, i.e., achievement of the planned turnover through the opening of the planned number of stores in the foreseeable future.

In line with the principles of prudence and consistency, the deferred tax asset is accounted for off the balance sheet and has not been used to reduce the expenses reported in the consolidated income statement. At 31 December 2006 the deferred tax assets amounted to 5,000 euros. At 31 December 2005 the Group did not have deferred tax assets.

Note 3. Financial risks

In the ordinary course of business the Group is exposed to and manages various financial risks. The main risks which the Group has identified include currency risk, credit risk, fair value risk, interest rate risk and liquidity risk.

Risk management in the Group is based on the risk management requirements established by Tallinn Stock Exchange, the Financial Supervision Authority and other regulatory bodies and the Group's own internal regulations.

Currency risk

In 2006 exports accounted for 82.5% (2005: 52.5%) of consolidated net sales. In the Group's retail markets, sales prices are fixed in the following currencies: EEK (Estonian kroon), LVL (Latvian lats), LTL (Lithuanian litas), RUB (Russian rouble), BYR (Belarusian rouble) and PLN (Polish zloty). Other purchase and sales transactions are performed mainly in euro and in US dollars. Intra-group transactions are performed primarily in Estonian kroons, euro and US dollars.

Most materials required for the manufacturing of women's apparel and lingerie are imported from EU member states. Those purchases are performed mainly in euro. Women's apparel is purchased, among other places, from the Far East countries. Those purchase transactions are performed mainly in euro and US dollars.

Most of the Group's wholesale sales transactions are performed in euro and Estonian kroons. The Group's retail sales prices are fixed in the currency of the retail market. Fluctuations in the exchange rates of local currencies affect both the Group's revenue and expenses. Rapid changes in a market's economic environment and increases or decreases in the value of its currency may have a significant impact on the Group's operations and the customers' purchasing power.

The Group is exposed to currency risks arising from fluctuations in the exchange rates of USD, LVL, BYR, RUB, UAH (Ukrainian grivna), SEK (Swedish krona) and PLN. During the reporting year, the exchange rates of currencies affecting the Group's operating results changed as follows: Latvian lats +0.0% (2005: -4.5%), Swedish krona +0.3% (2005: -1.7%), Ukrainian grivna +0.1% (2005: +3.8%), US dollar -1.0% (2005: -0.7%), Belarusian rouble -0.5% (2005: -0.4%), Russian rouble +3.1% (2005: +1.3%) and Polish zloty +3.3% (2005: +13.3%). The Lithuanian litas is pegged to the euro. Therefore, it has no influence on the Group's results.

The Group does not hedge its currency risks with forwards, options or any other hedging instruments because the analyses performed by the Group's management indicate that the risks arising from open currency positions do not exceed the costs arising from the use of the above instruments.

Information on foreign exchange gains and losses is presented in notes 22, 26 and 27.

Credit risk

Credit risk is the risk that a business partner will fail to discharge an obligation and will cause the Group to incur a financial loss. In the area of credit risk, the most important factor is the customer's capability to pay for goods supplied on a timely basis. The Group grants credit to all reliable customers. On average, credit is granted for 30-60 days and average credit limits range from 3,000 to 32,000 euros. In the case of some long-standing customers, credit limits are larger. The trade receivables reported in the balance sheet are not secured. In the case of retail operations credit risk is minimal because the customer pays immediately either in cash or using a debit or credit card.

At the balance sheet date the maximum credit risk was 7,141,000 euros (31 December 2005: 195,000 euros). The Group does not have any major concentrations of credit risk arising from exposures to a single debtor.

Interest rate risk

Interest rate risk is the risk that financial expenses will increase due to a rise in interest rates. Exposure to the interest rate risk arises from loans and borrowings with floating interest rates. The Group's interest rate risk stems, above all, from changes in EURIBOR (Euro Interbank Offered Rate) because some of the Group's loans (note 15) are linked to EURIBOR. The group's finance lease contracts have both fixed and floating interest rates.

The interest rate risk depends also on the economic environments of the Group's entities and changes in the banks' average interest rates. The Group has a cash flow risk arising from changes in interest rates because some loans have a floating interest rate. According to management, the cash flow risk is not significant. Therefore, no hedging instruments have been implemented.

Both in 2005 and 2006 short-term loans and borrowings with floating interest rates were fixed in euro and Estonian kroons. Therefore, they did not involve any currency risk. The Group mitigates its interest rate risk by refinancing existing loans and seeking alternative and intra-group financing solutions. Information on interest expenses is presented in the cash flow statement.

Liquidity risk

At 31 December 2006 the Group's current assets exceeded its current liabilities.

Management has prepared cash flow projections for 2007 according to which the Group's cash flows will be positive and profitability will ensure positive working capital by the end of 2007. In connection with the Group's plans to double the number of stores in 2007, the Group may experience temporary liquidity problems. Temporary liquidity problems can be solved by involving loan capital and re-allocating funds inside the Group.

For more flexible management of financial resources, the Group has implemented a group account. The facility allows group entities that have been named in the group account agreement to use the Group's funds to the extent established by the parent company (note 15).

Cash flow risk and fair value

The fair values of cash, receivables, and short-term loans, borrowing and payables do not differ materially from their carrying amounts because they will be settled within 12 months after the balance sheet date. The fair value of long-term loans and borrowings does not differ significantly from their carrying amounts because their interest rates correspond to market interest rates.

The Group has interest-bearing financial assets (loans given) and short-term loans and finance leases which have floating interest rates. The amounts of loans received and loans provided are not significant. Therefore, the risk of changes in market interest rates does not have a significant influence on the Group's result of operations and operating cash flows.

Note 4. Subsidiaries

Entity	Domicile	Core activity	Ownership at 31 December 2006	2005
Parent company				
PTA Grupp AS	Estonia	Retailing		
Subsidiaries of PTA				
Silvano Fashion Group AS (SFG)	Estonia	Holding	100%	-
AS Klementi	Estonia	Manufacturing	100%	-
Klementi Trading OY	Finland	Wholesaling	100%	100%
Klementi Trading AB (bankrupt)	Sweden	Wholesaling and retailing	100%	100%
UAB PTA Prekyba	Lithuania	Retailing	100%	-
SIA Vision	Latvia	Retailing	100%	100%
LLC PTA Ukraine	Ukraine	Retailing	100%	-
Subsidiaries of SFG				
Lauma Lingerie AS	Latvia	Manufacturing	100%	-
Milavitsa ZAO	Belarus	Manufacturing	62.53%	-
Linret ZAO	Russia	Retailing	100%	-
Splendo Polska Sp. z.o.o.	Poland	Retailing	90%	-
Subsidiaries of Milavitsa ZAO				
SOOO Torgovaja Kompanija Milavitsa	Belarus	Retailing	51%	-
SP Gimil OOO	Belarus	Manufacturing	52%	-
ZAO Stolichnaja Torgovaja Kompanija Milavitsa	Russia	Wholesaling	100%	-

Acquisition of a subsidiary

On 16 October 2006 PTA Grupp AS acquired all the shares in Silvano Fashion Group AS (SFG). During subscription, the shareholders of SFG transferred to PTA Grupp AS 84,488 shares in SFG (100% of the share capital). For each share in SFG, an SFG shareholder received 426.1 shares in PTA Grupp AS (see note 19).

Both PTA Grupp AS and SFG were controlled by the same parties. Therefore, the transaction constituted a business combination involving entities under common control. The assets and liabilities of the acquired entity were recognised at their carrying amounts.

The new ordinary shares were subscribed with share premium of 67,000,000 euros. The issue price of a share was 2.50 euros including share premium of 1.86 euros. Share premium was reduced by the difference between the cost of the business combination and the carrying amount of the net assets acquired, i.e., by 64,172,000 euros and direct issue and listing costs of 143,000 euros.

The business combination was recognised based on SFG's financial statements as of 30 September 2006 which had been reviewed by auditors.

Carrying amount of SFG's net assets:

In thousands of euros	**30 September 2006**
Cash and cash equivalents	16,822
Other current assets	21,460
Non-current assets	10,417
Loans and borrowings	-1,895
Other liabilities	-9,238
Minority interest	-11,729
Carrying amount of net assets	**25,837**

SFG's net profit for the last three months of 2006 amounted to 2,215,000 euros. According to management's assessment, if the business combination has occurred as at 1 January 2006, the Group's sales revenue and net profit would have been 70,155,000 euros and 6,513,000 euros respectively.

Acquisition of ownership interest

On 15 November 2006 SFG acquired all the shares in the Polish lingerie chain operator Splendo Polska Sp. z.o.o. (Splendo). SFG sold 10% of its interest in Splendo to a local business associate and its own stake remained 90%. The share capital of Splendo amounts to 50,000 Polish zloty, i.e., approximately 13,000 euros. The price of the transaction was 3,000 euros and it was settled in cash. The transaction gave rise to goodwill of 9,000 euros which is reported as an intangible asset (see note 13).

At the date of acquisition, the fair values of the assets and liabilities of Splendo did not differ significantly from their carrying amounts and were as follows:

In thousands of euros	**15 November 2006**
Cash and cash equivalents	3
Other current assets	198
Non-current assets	6
Other liabilities	-213
Fair value of net assets acquired	**-6**
Interest acquired 90%	
Goodwill on acquisition	9
Cost	2
Consideration paid, satisfied in cash	**-3**
Net cash outflow	**0**

Increase in ownership interest

In December 2006 SFG increased its majority shareholding in Belarusian lingerie manufacturer Milavitsa ZAO (Milavitsa). In order to increase its stake, SFG made an additional voluntary purchase bid to the minority shareholders of Milavitsa. Through the transaction, SFG acquired 331 shares (2.7% of share capital) which increased its interest in Milavitsa to 62.53%.

The price of the additional stake amounted to 217,000 euros and it was satisfied in cash. The business combination gave rise to gain of 605,000 euros which has been recognised in other income (see note 22) and reduced the minority interest by 822,000 euros.

Establishment of subsidiaries

In 2006 PTA Grupp AS established two new wholly-owned subsidiaries: UAB PTA Prekyba with a share capital of approximately 3,000 euros (10,000 Lithuanian litas) and LLC PTA Ukraine with a share capital of approximately 6,000 euros (37,500 Ukrainian grivnas). The share capital of both entities was contributed in cash.

Establishment of a subsidiary through division

In 2006 PTA Grupp AS established a wholly-owned subsidiary through division: the parent company's manufacturing unit was transformed into AS Klementi. The subsidiary's share capital is 294,000 euros. The value of assets transferred amounted to 517,000 euros and they were treated as a contribution in the subsidiary's share capital.

Value of assets and liabilities transferred to AS Klementi in thousands of euros:

	1 September 2006
Current assets	779
Non-current assets	244
Loans and borrowings	-15
Other liabilities	-491
Value of net assets transferred	**517**

Note 5. Associates

In thousands of euros	**Domicile**	**Core activity**	**Ownership at 31 December 2006**	**Value of investment at 31 December 2006**
SOOO Torgovyj Dom Milavitsa, Novosibirsk	Russia	Retailing	25%	0
SOOO Torgovyj Dom Milavitsa, Tjumen	Russia	Retailing	25%	0
SOOO Torgovyj Dom Milavitsa, Moscow	Russia	Retailing	25%	0
SOOO Torgovyj Dom Milavitsa, Ufa	Russia	Retailing	25%	0
SOOO Torgovyj Dom Milavitsa, Kiev	Ukraine	Retailing	26%	5
Total				**5**

The Group's share of profit in its equity accounted investees for the period was 3,000 euros (2005: 0 euros).

PTA Grupp AS acquired investments in associates through the acquisition of the subsidiary SFG. All interests in associates are held by SFG's subsidiary Milavitsa.

Note 6. Available-for-sale financial assets

In thousands of euros	**Domicile**	**Core activity**	**Ownership at 31 December 2006**	**Value of investment at 31 December 2006**
OJSC Belvnesheconombank	Belarus	Financing	0.147%	12
National Pension Fund of Belarus	Belarus	Financing	0.002%	0
OJSC Belinvestbank	Belarus	Financing	0.00014%	0
CJSC Minsk Transit Bank	Belarus	Financing	0.19%	13
Gratsiya Ltd	Belarus	Manufacturing	14.286%	6
OJSC Lauma	Latvia	Holding	0.32%	82
Total				**113**

Available-for-sale financial assets comprise the financial investments of SFG's subsidiary Milavitsa. The financial investments are stated at cost because the shares are not traded in an active market and their fair value cannot be measured reliably.

Note 7. Cash and cash equivalents

In thousands of euros **At 31 December**	**2006**	**2005**
Cash on hand	55	18
Bank accounts, kroons	65	56
Bank accounts, foreign currency	6,202	98
Cash in transit	812	9
Short-term deposits	5,678	0
Total	**12,812**	**181**

At the end of 2006, cash placed in short-term deposits with a maturity of 6 and 12 months totalled 5,678,486 euros. The interest rates of 6-month deposits ranged from 6.5% to 10.4% and the ones for 12-month deposits from 6% to 6.5%. The deposits can be cancelled by giving less than 3 months' notice. The Group intends to use the cancellation clause when necessary to ensure the liquidity for operating activities.

Note 8. Trade receivables

In thousands of euros

At 31 December	**2006**	**2005**
Trade receivables	7,302	198
Impairment of receivables	-161	-3
Total	**7,141**	**195**

	2006	**2005**
Impairment losses on trade receivables at beginning of period	**-3**	**-24**
Impairment losses of the period	-172	-178
Impairment losses on items written off	13	199
Impairment losses on trade receivables at end of period	**-162**	**-3**

Impairment losses on receivables are recognised in other operating expenses. In 2006 the Group did not recover any previously expensed items.

Note 9. Other receivables and prepayments

In thousands of euros

At 31 December

Other current receivables and prepayments	**2006**	**2005**
Prepayments to suppliers	1,100	0
Other prepayments*	1,100	74
Due from customers for contract work	58	73
Loans to companies	28	0
Interest receivable from related parties	28	0
Loans to employees	17	0
Receivable for sale of shares**	13	10
Miscellaneous receivables	538	8
Total	**2,882**	**165**
Other non-current receivables		
Loans to companies	115	0
Receivable for sale of shares**	35	48
Total	**150**	**48**

* Other prepayments include prepaid insurance premiums, lease charges, newspaper and magazine subscriptions, IT service charges, etc. Other prepayments have grown considerably in connection with advance lease payments made by acquired subsidiaries in the ordinary course of their business.

** The receivable for the sale of shares is related to the divestment of the wholly-owned subsidiary AS Profline in year 2000. The current portion of the receivable is recognised in other current receivables and the non-current portion of 35,000 euros (31 December 2005: 48,000 euros) in other non-current receivables. The receivable is to be fully settled by 5 July 2010. Its interest rate is 6 months' EURIBOR + 1%.

Note 10. Taxes

In thousands of euros

At 31 December **Tax receivables**	**2006**	**2005**
Value added tax	1,976	2
Personal income tax	39	0
Corporate income tax	2	0
Total	**2,017**	**2**

Tax liabilities	**2006**	**2005**
Social tax	635	57
Value added tax	157	39
Personal income tax	105	31
Fringe benefit taxes	1	1
Income tax on licence fees	0	26
Other taxes	340	4
Total	**1,238**	**158**

Note 11. Inventories

In thousands of euros

At 31 December	**2006**	**2005**
Raw and other materials	5,395	486
Work in progress	2,010	143
Finished goods	5,776	594
Goods purchased for resale	1,535	400
Other inventories	0	7
Total	**14,716**	**1,630**

As of 31 december 2006 the write-downs of inventories to net realisable value amounted to 525,000 euros (2005: 0 euros). In 2006 inventory write-offs totalled 39,000 euros. In 2005, the Group wrote off inventories of 13,000 euros. In 2006 the Group did not reverse any prior write-downs.

Information on assets pledged as collateral is presented in note 31.

At 31 December 2006 PTA Grupp AS was storing and was responsible for other parties' goods (commission goods) of 12,000 euros (2005: 1,000 euros).

Note 12. Property, plant and equipment

In thousands of euros	**Land and buildings**	**Plant and equipment**	**Other equipment and fixtures**	**Assets under construction**	**Total**
At 31 December 2004					
Cost (note 1)	**2,160**	**1,542**	**876**	**60**	**4,638**
Accumulated depreciation (note 1)	-608	-1,043	-493	0	-2,144
Carrying amount	**1,552**	**499**	**383**	**60**	**2,494**
Movements in 2005					
Acquisition	0	23	108	11	142
Implementation	60	0	0	-60	0
Sales (note 1)	-1,546	-1	-18	0	-1,565
Write-off	0	-8	-17	0	-25
Depreciation (note 1)	-66	-166	-140	0	-373
At 31 December 2005					
Cost	**0**	**1,520**	**905**	**11**	**2,436**
Accumulated depreciation	0	-1,173	-590	0	-1,763
Carrying amount	**0**	**347**	**315**	**11**	**673**
Movements in 2006					
Acquired through business combinations (note 4)	2,496	5,580	1,542	154	9,772
Acquisition	174	352	988	95	1,609
Implementation	0	216	11	-227	0
Effect of movements in foreign exchange on cost	-146	-437	-82	-3	-668
Sales	0	-18	-2	0	-20
Write-off	0	-1	-10	-4	-15
Depreciation	-20	-417	-244	0	-681
Effect of movements in foreign exchange on accumulated depreciation	54	242	45	0	341
At 31 December 2006					
Cost	**2,524**	**7,105**	**3,269**	**26**	**12,924**
Accumulated depreciation	34	-1,241	-706	0	-1,913
Carrying amount	**2,558**	**5,864**	**2,563**	**26**	**11,011**

Pledged assets

Information on assets pledged as collateral is presented in note 31.

Finance lease

For information on assets leased under the terms of finance lease, see note 14.

Fully depreciated items

At 31 December 2006, the cost of fully depreciated items of property, plant and equipment still in use amounted to 641,000 euros (31 December 2005: 520,000 euros).

Binding acquisition contracts

At the balance sheet date the Group had contracts for the acquisition of sewing and cutting equipment of 854,000 euros and the purchase of computers and other IT equipment of 215,000 euros.

Note 13. Intangible assets

In thousands of euros	Software	Trademarks	Goodwill	Projects in progress	Total
At 31 December 2004					
Cost	**287**	**365**	**139**	**94**	**885**
Accumulated amortisation	-269	-113	-19	0	-401
Carrying amount	**18**	**252**	**120**	**94**	**484**
Movements in 2005					
Implementation	94	0	0	-94	0
Amortisation	-28	-33	0	0	-61
At 31 December 2005					
Cost	**264**	**365**	**120**	**0**	**749**
Accumulated amortisation	-180	-146	0	0	-326
Carrying amount	**84**	**219**	**120**	**0**	**423**
Movements in 2006					
Acquisition	43	0	0	175	218
Acquired through business combinations (note 4)	4	67	115	313	499
Effect of movements in foreign exchange on cost	0	-3	0	-15	-18
Amortisation	-29	-35	0	0	-64
At 31 December 2006					
Cost	**306**	**430**	**235**	**473**	**1,444**
Accumulated amortisation	-204	-182	0	0	-386
Carrying amount	**102**	**248**	**235**	**473**	**1,058**

In 2006 PTA Grupp AS implemented Phase II improvements to financial accounting software Axapta. Projects in progress include the costs of licence fees and developments related to different parts of Axapta which will be implemented at Milavitsa.

Determination of the recoverable amounts of cash generating units

In measuring the recoverable amount of goodwill, the Group determines the recoverable amounts of the cash generating units to which the goodwill belongs. For measurement, goodwill of 235,000 euros was allocated to cash generating units as follows:

In thousands of euros		
At 31 December	**2006**	**2005**
SIA Vision (subsidiary)	120	120
Other units	115	0
Total	**235**	**120**

The Group tested goodwill for impairment as at 31 December 2006. The value in use of SIA Vision was determined using the following documents and assumptions:

a) cash flow forecasts for 2007-2009 according to which revenues and expenses will grow at the rate of 8% and 5% per year; the financial model underlying the business plan was developed on the basis of management's historical experience; and

b) a discount rate of 15%.

The test indicated that the recoverable amount of SIA Vision exceeded the carrying amount of the net assets of SIA Vision plus the carrying amount of goodwill substantially. Therefore, goodwill was not impaired.

The goodwill allocated to other units was tested for impairment on a similar basis. The growth rates applied in the projections were deduced from management's estimates of the industry's growth rates for the same period. Management made the estimates on the basis of historical experience. The tests did not indicate the need for a write-down.

Fully amortised items

At 31 December 2006 the cost of fully amortised intangible assets still in use amounted to 186,000 euros (31 December 2005: 172,000 euros).

Note 14. Finance and operating leases

Finance leases
The Group as a lessee

In thousands of euros		Plant and equipment	Total
Cost	31 December 2005	121	121
Accumulated depreciation	31 December 2005	-91	-91
Carrying amount	**31 December 2005**	**30**	**30**
Cost	31 December 2006	1,329	1,329
Accumulated depreciation	31 December 2006	-582	-582
Carrying amount	**31 December 2006**	**747**	**747**

In thousands of euros

At 31 December	**2006**	**2005**
Minimum finance lease rentals:		
Payable in less than 1 year	587	28
Payable between 1 and 5 years	710	8
Total	**1,297**	**36**
Future interest expenses	-215	-2
Total present value of minimum lease rentals of subsequent periods (note 15)	**1,082**	**34**
Present value of minimum lease rentals of subsequent periods:		
Payable in less than 1 year	472	26
Payable between 1 and 5 years	610	8
Total (note 15)	**1,082**	**34**

Operating leases
The Group as a lessee

In 2006 the Group made operating lease payments for store, office and production premises and plant and equipment. Operating lease expenses totalled 1,142,000 euros (2005: 507,000 euros).

Minimum non-cancellable operating lease rentals have been found on the basis of the non-cancellable periods of operating lease contracts. The contracts on the lease of store premises in Estonia and Latvia are not binding for a long term. Most leases can be cancelled by giving two to ten months' notice. The lease of PTA Grupp AS's office and production premises can be cancelled by giving 1 year's notice.

In thousands of euros

At 31 December	**2006**	**2005**
Minimum non-cancellable operating lease rentals:		
Payable in less than 1 year	62	99
Payable between 1 and 5 years	572	389
Payable in over 5 years	72	28
Total	**706**	**516**

Operating lease
The Group as a lessor

The Group as a lessor does not have any non-cancellable operating lease contracts.

The Group leases out premises under the terms of operating lease. In 2006 operating lease income amounted to 7,000 euros (2005: 63,000 euros).

In 2006 PTA Grupp AS leased out premises of 90 square metres at Akadeemia tee 33 (2005: a total of 738 square metres was leased to 17 companies). All contracts on the lease of premises are cancellable.

Note 15. Loans and borrowings

Loans and borrowings at 31 December 2006:

In thousands of euros	**Current portion due within 12 months**	**Non-current portion due between 1 and 5 years**	**Final settlement date**	**Interest rate**
Secured loans and borrowings				
Overdraft from Hansapank	154	0	19 April 2007	5.5%
Loan from Hansapank	320	0	21 June 2007	5.5%
Loan from Hansapank	424	0	19 October 2007	EURIBOR + 2.5%
Unsecured loans and borrowings				
Finance lease liabilities	472	610	2007-2011	6.5-12.5%
Other liabilities	541	0	31 December 2007	5.0-13.0%
Total	**1,911**	**610**		

The short-term loan whose outstanding balance at 31 December 2006 amounted to 424,000 euros has a floating interest rate which is determined on the basis of 6 months' EURIBOR and reassessed during the year. As the interest rate is floating and the margin depends on the Group's operating risks, management of the Group is of the opinion that the loan has been taken on market terms at a market interest rate and consequently its fair value does not differ significantly from its carrying amount. The Group has access to a revolving credit line with a limit of 320,000 euros which will expire on 21 June 2007. The annual interest rate of the credit is 5.5%.

Short-term fixed interest loans and borrowings of 474,000 euros involve fair value risk. As the items will be settled within a year, the fair value risk is insignificant.

The Group's parent company has concluded a group account agreement under which the subsidiary AS Klementi has access to an overdraft. At 31 December 2006, the limit of the overdraft facility was 320,000 euros and the limit available to the subsidiary was 64,000 euros. The overdraft facility is secured with a pledge of the parent company's movable assets.

In 2006 the Group received loans of 2,042,000 euros (2005: 1,822,000 euros) and settled loan liabilities of 1,888,000 euros (2005: 4,096,000 euros). The figures for loans received and loans repaid include use of the revolving credit line (192,000 euros) and the transformation of two long-term loans received at the beginning of 2006 to a short-term loan of 485,000 euros.

Loan collateral

The loans and overdraft provided by Hansapank are secured with a commercial pledge of movable assets of 1,853,000 euros.

Loans and borrowings at 31 December 2005:

In thousands of euros	**Current portion due within 12 months**	**Non-current portion due between 1 and 5 years**	**Final settlement date**	**Interest rate**
Secured loans and borrowings				
Overdraft from Hansapank	222	0	30 June 2006	6%
Loan from Hansapank	383	0	15 December 2006	6%
Unsecured loans and borrowings				
Finance lease liabilities (note 14)	26	9	2005-2007	5.5-8.0%
Other liabilities	32	0	31 July 2006	7%
Loan repayable to the bankruptcy estate of P.T.A Group OY	51	0	31 December 2005	5%
Trademark liabilities	263	0	15 January 2006	8%
Total	**977**	**9**		

According to the agreement, the loan repayable to the bankruptcy estate of P.T.A Group OY had to be settled by 31 December 2005. In fact the liability of 51,000 euros was satisfied in January 2006.

Trademark liabilities

Trademark liabilities comprised trademark liabilities to the bankruptcy estate of P.T.A. Group OY. The liabilities were stated at their discounted present value and were to be settled during the period 2004-2006. The discount rate applied was 8%.

Discounted present value of trademarks	**2006**		**2005**	
In thousands of euros	**Principal**	**Interest**	**Principal**	**Interest**
At 31 December	**liability**	**liability**	**liability**	**liability**
Total liability	0	0	209	54
Payable within 12 months	0	0	209	54

Note 16. Trade payables

In thousands of euros		
At 31 December	**2006**	**2005**
Trade payables to suppliers	5,523	725
Trade payables to related parties	71	79
Total	**5,594**	**804**

Note 17. Other payables

In thousands of euros		
At 31 December	**2006**	**2005**
Customer advances for products and services	41	8
Payables to employees*	1,698	298
Interest and other accruals	14	21
Interest payable to related parties	20	0
Deferred income	5	4
Total	**1,778**	**331**

* Payables to employees include among other items undeclared social tax and unemployment insurance liabilities calculated on employee wages and salaries for December and undeclared personal income tax, unemployment insurance premiums and funded pension premiums withheld on employee wages and salaries for December.

Note 18. Provisions

Current and non-current provisions comprise provisions for incapacity benefits to a former employee of AS Klementi which are payable on a monthly basis under a court order. The current portion amounts to 1,000 euros (31 December 2005: 1,000 euros) and the non-current portion, which is stated at its discounted present value, amounts to 9,000 euros (31 December 2005: 9,000 euros). The discount rate is 5% and the remaining term of the liability is 18 years. Until the end of 2004 the discount rate was 10% and the remaining term of the liability was 10 years.

Note 19. Equity

Share capital

The extraordinary shareholders' general meeting which convened on 5 September 2006 decided to amend the Articles of Association of PTA Grupp AS in connection with an increase in the company's share capital. According to the revised wording of the Articles of Association, the minimum share capital and maximum share capital of PTA Grupp AS amount to 15,978,000 euros and 63,912,000 euros respectively (the maximum number of shares is 100,000,000).

The same meeting decided to increase the share capital of PTA Grupp AS. After the increase the company's registered share capital amounts to 24,252,680 euros and is made up of 37,947,198 ordinary shares with a par value of 0.64 euros each. The increase in share capital was entered in the Commercial Register on 26 October 2006.

The new shares were subscribed with share premium of 67,000,000 euros. The issue price of a share was 2.50 euros including share premium of 1.86 euros. Share premium was reduced by the difference between the cost of acquiring a subsidiary under common control and the carrying amount of the subsidiary's net assets, i.e., by 64,172,000 euros and direct issue and listing costs of 143,000 euros. Thus, share premium amounted to 2,685,000 euros.

All shares have been paid for.

At 31 December	**2006**	**2005**
Share capital, in thousands of euros	24,252	1,244
Number of shares	37,947,198	1,946,875
Par value of a share, in euros	0.64	0.64

All shares issued by PTA Grupp AS are registered ordinary shares. Each ordinary share grants the holder one vote at meetings of the company. The company does not issue share certificates to shareholders. The company's share register is electronic and maintained at the Estonian Central Register of Securities.

Each ordinary share grants the holder the right to participate in profit distributions in proportion to the number of shares held. The general meeting decides the amount which will be distributed as dividends on the basis of the Company's approved annual report.

Changes in share capital in 2006:

Date	**Increase / decrease**	**Increase / decrease in number of shares**	**Total number of shares**	**Share capital at par value**	**Share premium**
				In thousands of euros	
31 December 2005			**1,946,875**	**1,244**	**2,620**
16 October 2006	Share issue	36,000,323	37,947,198	23,008	2,828
16 October 2006	Issue costs				-143
31 December 2006			**37,947,198**	**24,252**	**5,305**

Statutory capital reserve

The statutory capital reserve has been created in accordance with the requirements of the Commercial Code. The reserve may be used for covering losses and for increasing share capital through a bonus issue. The capital reserve has to amount to at least one tenth of share capital.

At 31 December 2006 the capital reserve amounted to 67,000 euros (31 December 2005: 67,000 euros).

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of the Group's foreign entities whose functional currency differs from the Group's presentation currency.

At 31 December 2006 the translation reserve amounted to 684,000 euros (31 December 2005: 2,000 euros).

Shareholder structure

At 31 December 2006 shareholders whose interest in PTA Grupp AS exceeded 1% included:

Name	Number of shares	Interest in share capital
Major shareholders	**35,360,283**	**93.2%**
SIA ALTA CAPITAL PARTNERS	28,024,309	73.9%
Skandinaviska Enskilda Banken Ab Clients	2,195,827	5.8%
NORDEA BANK FINLAND PLC/NON-RESIDENT LEGAL ENTITIES	1,058,214	2.8%
BRYUM ESTONIA AS	984,063	2.6%
EVLI BANK PLC/MUTUAL FUND BALTIC EQUITY	656,511	1.7%
JPMORGAN CHASE BANK,NATIONAL ASSOCIATION ON BEHALF OF SWEDISH RESIDENTS	639,150	1.7%
DZ BANK INTERNATIONAL S.A.CLIENTS	561,760	1.5%
THE BANK OF NEW YORK/ING BANK SLASKI	440,000	1.2%
Clearstream Banking Luxembourg S.A. Clients	400,449	1.0%
STATE STREET LONDON CARE OF SSB BOSTON/DIT-GLOBAL STRATEGIES FUND	400,000	1.0%
Other shareholders	**2,586,915**	**6.8%**
Total number of shares	**37,947,198**	**100.0%**

At 31 December 2005 shareholders whose interest in PTA Grupp AS exceeded 1% included:

Name	Number of shares	Interest in share capital
Major shareholders	**1,719,621**	**88.3%**
OÜ ALTA INVESTMENTS I	462,731	23.8%
BRYUM ESTONIA AS	381,809	19.6%
HANSA BALTI KASVUFOND	193,758	9.9%
ING LUXEMBOURG S.A.	188,805	9.7%
ALTA CAPITAL AS	146,988	7.5%
FIREBIRD AVRORA FUND LTD	68,611	3.5%
OÜ ALTA HOLDING	67,500	3.5%
P.T.A. Group OY	50,000	2.6%
SEESAM ELUKINDLUSTUSE AS	50,000	2.6%
AS HANSA ELUKINDLUSTUSE	37,274	1.9%
Skandinaviska Enskilda Banken Finnish Clients	29,296	1.5%
HANSA PENSIONIFOND K3 (KASVUSTRATEEGIA)	22,849	1.2%
Peeter Larin	20,000	1.0%
Other shareholders	**227,254**	**11.7%**
Total number of shares	**1,946,875**	**100.0%**

Note 20. Segment reporting

The Group's primary segment reporting format is business segments based on product type. The secondary reporting format is geographical segments based on the location of consumers. Comparative data on 2005 has been adjusted to the new business segments which are based on product type. Expenses not directly attributable to any segment are presented as unallocated expenses.

Segment assets include all assets directly attributable to a segment excluding items which are in common use or used by the head office. Segment assets include directly attributable goodwill. Segment liabilities include all liabilities that can be allocated to the segment on a reasonable basis. Unallocated expenses include general management expenses.

Other receivables, loans, and interest receivables and payables are reported as unallocated items.

According to management's assessment the prices applied in inter-segment transactions do not differ significantly from the market.

Business segments

The Group comprises the following business segments:

d) Women's apparel – entails the design, manufacture and retail and wholesale distribution of women's apparel products as well as services related to this area.

e) Lingerie – entails the design, manufacture and retail and wholesale distribution of lingerie products as well as services related to this area.

f) Other operations – entails manufacturing and subcontracting services and other activities not listed under Women's apparel and Lingerie.

Geographical segments

The Group's business segments operate in the following geographical areas: Russia, Estonia, Belarus, Finland, Latvia, Ukraine and other markets. The revenues of geographical segments are determined based on the location of consumers.

Segment assets include inventories of goods which are located in the geographical area (market), other current assets (e.g. cash and trade receivables) and items of property, plant and equipment used in manufacturing and sales operations.

Primary format – business segments 2006

In thousands of euros	**Women's apparel**	**Lingerie**	**Other operations**	**Inter-segment transactions**	**Total**
External sales revenue	7,096	17,270	2,648	0	27,014
Inter-segment sales revenue	0	0	2,328	-2,328	0
Total sales revenue (note 21)	**7,096**	**17,270**	**4,976**	**-2,328**	**27,014**
Segment's operating profit	**1,262**	**3,705**	**62**	**0**	**5,029**
Unallocated revenue / expenses					-551
Total operating profit					**4,478**
Other financial income / expenses					733
Income tax expense (note 28)					-1,237
Net profit /loss					**3,974**
Segment assets	2,347	39,702	942	0	42,991
Unallocated assets					8,914
Total assets					**51,905**
Segment liabilities	1,152	9,116	435	0	10,703
Unallocated liabilities					833
Total liabilities					**11,536**
Capital expenditure	222	1,601	4	0	1,827
Depreciation and amortisation expense	307	393	46	0	746
Write-down and write-off of receivables (note 8)	-10	-84	0	0	-94
Write-down and write-off of inventories (note 11)	-7	-274	-284	0	-565
Write-off of property, plant and equipment	-10	-4	-1	0	-15

Primary format – business segments 2005

In thousands of euros	**Women's apparel**	**Lingerie**	**Other operations**	**Inter-segment transactions**	**Total**
External sales revenue	5,701	0	1,618	0	7,319
Inter-segment sales revenue	0	0	1,187	-1,187	0
Total sales revenue (note 21)	**5,701**	**0**	**2,805**	**-1,187**	**7,319**
Segment's operating profit	**-138**	**0**	**67**	**0**	**-71**
Unallocated revenue / expenses					1,146
Total operating profit					**1,075**
Other financial income / expenses					-370
Income tax expense (note 28)					-23
Net profit /loss					**682**
Segment assets	1,676	0	1,031	0	2,707
Unallocated assets					610
Total assets					**3,317**
Segment liabilities	733	0	586	0	1,319
Unallocated liabilities					1,004
Total liabilities					**2,323**
Capital expenditure	119	0	23	0	142
Depreciation and amortisation expense	268	0	166	0	434
Write-down and write-off of receivables (note 8)	-178	0	0	0	-178
Write-down and write-off of inventories (note 11)	-13	0	0	0	-13
Write-off of property, plant and equipment	-17	0	-7	0	-24
Write-off of unallocated assets					-1

Secondary format – geographical segments

In thousands of euros	**Sales revenue**		**Assets at 31 December**		**Capital expenditures**	
	2006	**2005**	**2006**	**2005**	**2006**	**2005**
Russia	9,307	0	9,847	0	694	0
Estonia	6,192	3,499	5,837	2,879	109	83
Belarus	3,831	0	29,280	0	783	0
Finland	2,175	1,770	3	2	0	0
Latvia	1,964	1,601	6,527	432	184	59
Ukraine	1,177	0	4	0	0	0
Other markets	2,368	449	407	4	57	0
Total	**27,014**	**7,319**	**51,905**	**3,317**	**1,827**	**142**

Note 21. Sales revenue

In thousands of euros	**2006**	**2005**
Sale revenue		
Sales of women's apparel	7,097	5,701
Sales of lingerie	17,270	0
Sales of subcontracting and other services	2,321	1,367
Other sales	326	251
Total sales revenue	**27,014**	**7,319**

Sales revenue by countries is presented in note 20.

Note 22. Other income

In thousands of euros	**2006**	**2005**
Gains on sale of property, plant and equipment	12	1,851
Rental income and income from intermediation of utilities services	9	78
Other income from non-core activities	78	61
Government grants received	0	6
Miscellaneous income	27	28
Recognition of expired debts as income	16	0
Foreign exchange gains	4	0
Penalty payments received	66	0
Gain on business combination	605	0
Total other income	**817**	**2,024**

Note 23. Materials, consumables and services used

In thousands of euros	**2006**	**2005**
Goods purchased	1,565	1,061
Main and ancillary materials	8,817	1,310
Services purchased	1,183	171
Other production supplies and materials	153	121
Other costs	464	0
Total	**12,182**	**2,663**

Note 24. Other operating expenses

In thousands of euros	**2006**	**2005**
Retail and wholesale costs	1,517	1,379
Other marketing expenses	1,019	202
Other administrative expenses	1,848	299
Total	**4,384**	**1,880**

Note 25. Personnel expenses

In thousands of euros	**2006**	**2005**
Wages and salaries	4,536	2,118
Social charges	1,335	697
Total	**5,871**	**2,815**

Note 26. Other expenses

In thousands of euros	**2006**	**2005**
Losses on write-off of property, plant and equipment	20	23
Foreign exchange losses	24	16
Interest on tax arrears	20	7
Membership fees	10	3
Value added tax expense	0	30
Miscellaneous expenses	50	24
Total	**124**	**103**

Note 27. Financial income and expenses

In thousands of euros

Financial income	**2006**	**2005**
Interest income	173	0
Foreign exchange gains	42	11
Dividends received	25	0
Other financial income	7	1
Total financial income	**247**	**12**
Financial expenses		
Interest expense	-88	-377
Other financial expenses	0	-5
Total financial expenses	**-88**	**-387**
Net financial items	**159**	**-370**

Note 28. Income tax expense and deferred tax assets and liabilities

Deferred income tax liability

In thousands of euros	**2006**	**2005**
Changes in deferred tax liability:		
Balance at beginning of year	4	0
Expense in the income statement	9	4
Balance at end of year	**13**	**4**

The deferred tax liability arises from temporary differences between the carrying amount of an asset or a liability in the balance sheet and its tax base. The Group's deferred tax liability is attributable to the following assets and liabilities:

In thousands of euros	**2006**	**2005**
Property, plant and equipment	13	4

Income tax expense

In thousands of euros	**2006**	**2005**
Profit for the period	3,974	681
Income tax expense	1,237	23
Profit before tax	**5,211**	**704**
Income tax using the Parent company's domestic tax rate of 0% (2005: 0%)	0	0
Income tax using the foreign subsidiaries' domestic tax rate of 21.49% (2005: 15%)*	1,120	23
Non-deductible expenses	138	0
Current year losses for which no deferred tax asset was recognised	137	0
Adjustment of prior periods' calculations in the reporting period	13	
Tax exempt donations	-15	0
Increase / decrease in unrecognised deferred tax receivable	-7	0
Tax exempt income (gain on business combination)	-149	0
Total	**1,237**	**23**
Including current tax expense	1,228	19
Including deferred tax expense	9	4

* Average tax rate in the subsidiaries' domiciles during the reporting period

Unrecognised deferred tax asset

The deferred tax asset has arisen from the tax loss incurred by the Lithuanian subsidiary UAB PTA Prekyba in 2006 which the Group expects to utilise against future taxable profits. In line with the principles of prudence and consistency, the deferred tax asset is accounted for off the balance sheet and has not been used to reduce the expenses reported in the consolidated income statement. At 31 December 2006 the deferred tax assets amounted to 5,000 euros (2005: 0 euros).

Note 29. Earnings per share

	2006	2005
Weighted average number of ordinary shares	11,020,929	1,935,505
Profit attributable to equity holders of the parent, in thousands of euros	2,876	681
Basic earnings per share, in euros	**0.26**	**0.35**
Diluted earnings per share, in euros	**0.26**	**0.35**

At the beginning of 2006 the number of ordinary shares was 1,946,875. In 2006 36,000,323 ordinary shares were issued. At 31 December 2006, the number of ordinary shares was 37,947,198 (see note 19). The shares issued during the period have been included in the calculation of the weighted average number of shares from 1 October 2006 when the consolidation of the revenue and expenses of Silvano Fashion Group AS commenced (see note 4).

Diluted earnings per share do not differ from basic earnings per share because PTA Grupp AS has not issued any financial instruments which could dilute basic earnings per share.

Note 30. Transactions with related parties

For the purposes of these financial statements, parties are related if one controls the other or exerts significant influence on the other's financial and operating policies. Related parties include:

f) SIA Alta Capital Partners and individuals with a shareholding that provides them with control or significant influence;

g) members of the governing bodies (management and supervisory boards) of shareholders that have control or significant influence;

h) members of the Group's management and supervisory boards;

i) close family members of and companies controlled or significantly influenced by the above;

j) associated companies.

In thousands of euros		
Purchase of goods and services	**2006**	**2005**
Companies related to members of the management and supervisory boards	45	83
Total purchases	**45**	**83**

In thousands of euros	**2006**	**2005**
Loans from shareholders		
Opening balance	0	745
Received	514	0
Repaid	0	-745
Closing balance	**514**	**0**
Accrued interest expense	**5**	**146**

In thousands of euros	**2006**	**2005**
Loans to shareholders		
Opening balance	0	0
Given	2,740	0
Repaid	-2,740	0

Closing balance	**0**	**0**
Accrued interest income	**28**	**0**

In thousands of euros

At 31 December **Balances with related parties**	**2006**	**2005**
Companies related to members of the management and supervisory boards	70	79
Interest liabilities to related parties (note 17)	20	0
Total current liabilities	**90**	**79**

In thousands of euros

At 31 December **Balances with related parties**	**2006**	**2005**
Interest receivable from related parties (note 9)	28	0
Total receivables	**28**	**0**

In thousands of euros

Benefits to members of the management board	**2006**	**2005**
Remuneration and benefits	112	49
Total	**112**	**49**

In the event of removal from office, members of the management board are entitled to termination benefits equal to their 6 months' remuneration. In 2005 and 2006 members of the supervisory board were not remunerated.

According to management's assessment, the prices applied in transactions with related parties did not differ significantly from the market.

Information on the shareholders of PTA Grupp AS is presented in note 19, information on subsidiaries and associates is presented in notes 4 and 5 respectively.

Note 31. Collateral and pledged assets

PTA Grupp AS has secured an overdraft facility and short- and long-term loans with a commercial pledge of movable assets of 1,853,000 euris established for the benefit of AS Hansapank. The loans and overdraft received from AS Hansapank are guaranteed by Alta Capital AS, a shareholder of PTA Grupp AS, under a suretyship agreement.

At 31 December 2006 PTA Grupp AS had obtained bank guarantees to secure lease payments for retail premises of 41,000 euros (2005: 70,000 euros) and import duties payable to the Customs Board of 26,000 euros (2005: 26,000 euros). In addition, at 31 December 2005 PTA Grupp AS had secured trade payables to the extent of 78,000 euros. At 31 December 2006 no trade payables were secured.

Note 32. Contingent liabilities

Contingent dividend tax liability

Since 1 January 2007, dividend distributions are subject to income tax at the rate of 22/78. Since both the Group's and the Parent company's unrestricted equity as of 31 December 2006 was negative, no dividend distributions can be made that might give rise to an income tax liability.

Other contingent liabilities

Under the legislation of the countries in which it operates, the Group has to mend or replace the products which do not comply with established quality standards during the period provided in the law. The Group does not provide any additional contractual warranties. According to the assessment of the Group's management, the expenses which may arise from the fulfilment of the warranty obligations imposed by the law are not material.

Note 33. Subsequent events

Repurchase of shares by Milavitsa

In March 2007 SFG's subsidiary Milavitsa ZAO completed its share repurchase programme in the course of which it repurchased 2,353 shares (roughly 19.1% of the share capital) at a price of approximately 439 euro per share. The extraordinary general meeting of Milavitsa which convened on 23 March 2007 decided to cancel the repurchased shares. After the cancellation, SFG's ownership interest in Milavitsa will increase from 62.5% to approximately 77.2%.

At the date these financial statements are authorised for issue, registration of the cancellation of the shares is still under way.

Restructuring of the Group

SFG was acquired through a share swap in which the shares in SFG were paid for with shares in PTA Grupp AS. For this, PTA Grupp AS issued 36,000,323 new shares which were subscribed by the shareholders of SFG who consequently acquired an approximately 94.9% stake in PTA Grupp AS.

As a result of the transaction an essentially new group emerged which is engaged in the manufacturing and distribution of women's apparel and lingerie in the Baltic countries and elsewhere in Eastern Europe.

The need for restructuring stems from the new Group's strategy which foresees management of the core processes at the level of a holding company listed at Tallinn Stock Exchange. Centralisation of strategic management functions to the level of a listed holding company ensures greater transparency and efficiency.

Currently the Group is managed at two levels: the management board of PTA Grupp AS is responsible for the development of the PTA brand (including the supervision of the management of AS Klementi and other subsidiaries of PTA Grupp AS excluding SFG) while the management board of SFG is responsible for the strategic management of its subsidiaries (Milavitsa, Lauma Lingerie, Linret and Splendo).

According to the Listing and Trading Prospectus of PTA Grupp AS (see the Prospectus p 66 *Combined Management*) the Group will be managed by an international team whose members will be part of the management board of the listed holding company. To execute the plan, the Group's structure will be changed.

The superfluous holding company AS Silvano Fashion Group will be dissolved and PTA Grupp AS which is listed at Tallinn Stock Exchange is going to focus entirely on the strategic management of the Group. To separate PTA Grupp AS' current business (arrangement of the retail sale of PTA products) from the Group's strategic management, PTA Grupp AS will establish a new subsidiary. In the course of restructuring PTA Grupp AS will be renamed AS Silvano Fashion Group.

The restructuring will involve the following steps:

- AS Silvano Fashion Group is going to merge with PTA Grupp AS.
- After the merger AS Silvano Fashion Group as a legal person will be dissolved and PTA Grupp AS will be renamed AS Silvano Fashion Group.
- A new subsidiary will separate from PTA Grupp AS (which according to plan will be renamed AS Silvano Fashion Group). The new subsidiary will be named PTA Grupp AS.

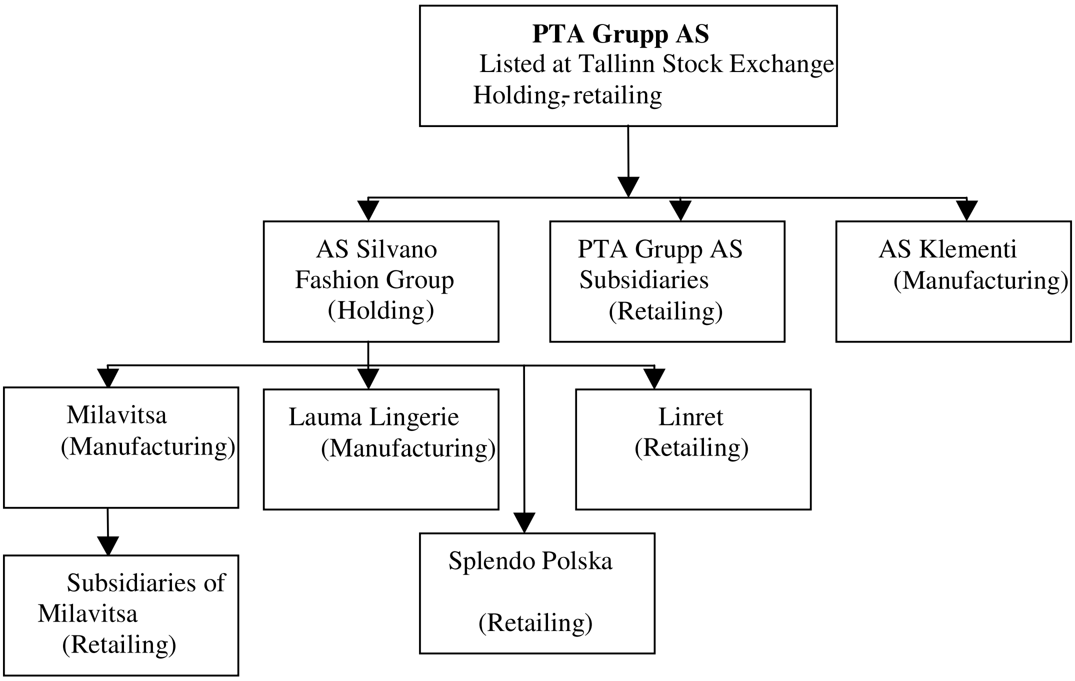
The new subsidiary will be transferred the development of the PTA concept and the shares in AS Klementi and shares other subsidiaries acquired before the acquisition of SFG. The membership of the management board of PTA Grupp AS (which according to plan will be renamed AS Silvano Fashion Group) will change as outlined in the Listing and Trading Prospectus of PTA Grupp AS.

The changes in the Group's structure will have no impact on the Group's operating activity or the interests of its investors (excluding positive impacts resulting from greater transparency). According to plan, the restructuring will take place in the second quarter of 2007.

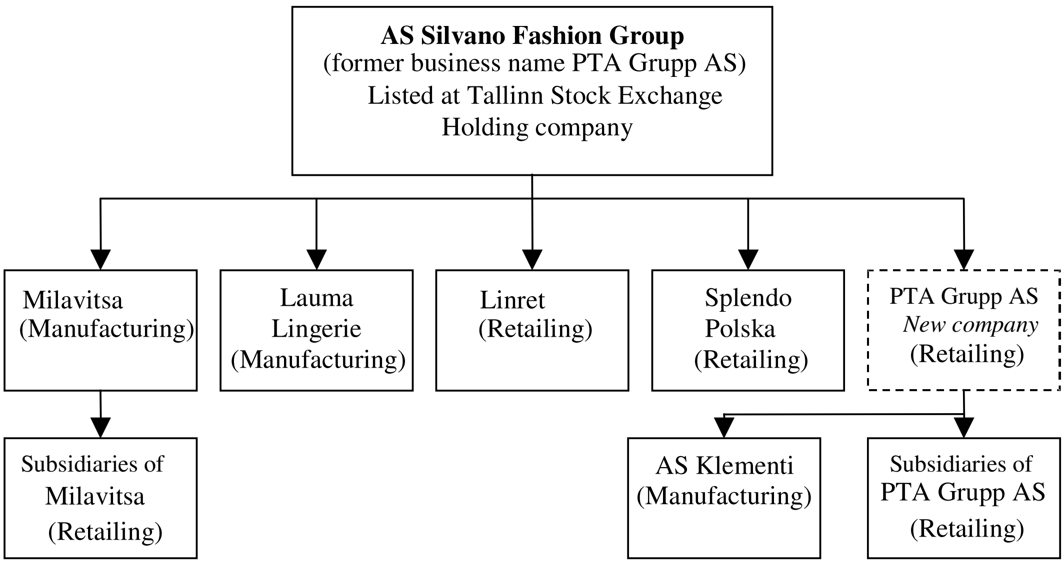
On 13 April 2007 PTA Grupp AS and SFG concluded a notarised merger agreement under which SFG will be combined with PTA Grupp AS and will be deleted from the Commercial Register. On the same date, the division plan of PTA Grupp AS (which according to plan will be renamed AS Silvano Fashion Group) was approved. In conformity with the division plan, all business operations related to PTA brand will be transferred to the new subsidiary which will be named PTA Grupp AS. The division plan has to be approved by an extraordinary general meeting of the shareholders of PTA Grupp AS.

The Group's structure before and after restructuring is best described in the following diagram.

PTA Group before restructuring



PTA Group (new business name Silvano Fashion Group) after restructuring



Extraordinary general meeting

The management board of PTA Grupp AS has called an extraordinary general meeting of the shareholders for 31 May 2007. The agenda of the extraordinary general meeting:

- Approval of the merger agreement between PTA Grupp AS and its subsidiary SFG by the general meeting and adoption of a merger decision.
- Amendment of the Articles of Association of PTA Grupp AS and approval of the new wording of the Articles of Association
- Change of business name
- Approval of a division plan and the Articles of Association of the new company
- Removal of members of the supervisory board and election of new members of the supervisory board

Possible listing of the shares at Warsaw Stock Exchange

The management board of PTA Grupp AS (PTA) is considering possibilities for listing the company at Warsaw Stock Exchange, a transaction which would improve the liquidity of PTA's share, simplify the Group's access to East European capital markets, and improve prospects for further growth.

In addition to increasing the investor base and enhancing the liquidity of the share, listing at Warsaw Stock Exchange would make PTA's share available to Polish pension funds which owing to the specific nature of Polish legislation have limited possibilities for performing transactions with shares listed outside Poland. It would improve PTA's image as a regional women's apparel and lingerie manufacturer and distributor, would help build long-term relations with strong regional customers and suppliers, and would prepare the ground for further expansion through mergers and acquisitions.

At the date these financial statements are authorised for issue, preparations for a potential listing are under way and the final decision on the listing will be made in the second quarter of 2007.

Takeover bid to the shareholders of PTA Grupp AS

In accordance with Section 166 Subsection 1 of the Securities Market Act, Indrek Rahumaa has made a bid to the shareholders of PTA Grupp AS for the acquisition of all the shares not belonging to SIA Alta Capital Partners (ACP).

PTA Grupp AS has issued 37,947,198 ordinary registered shares with a par value of 0.64 euros each which are listed in the main list of Tallinn Stock Exchange. Each share grants the holder the right to attend the general meeting of the shareholders of PTA Grupp AS, to participate in the distribution of profits and in the allocation of residual assets on the dissolution of the company, and to exercise other rights provided for in the law and the Articles of Association of PTA Grupp AS.

ACP and Investeerimisvabrik OÜ own 26,274,640 shares and 136,414 shares in PTA Grupp AS respectively. Together the two entities hold 69.6% of the share capital and consequently the shares of PTA Grupp AS which are listed on Tallinn Stock Exchange. ACP and Investeerimisvabrik OÜ are companies controlled by Indrek Rahumaa.

The terms of the bid are as follows:

- The object of the takeover bid is the shares in PTA Grupp AS which do not belong to ACP or Investeerimisvabrik OÜ, i.e., 11,536,144 shares in PTA Grupp AS.
- The bid price is 65.5592 kroons, i.e., 4.19 euro per share.
- The shares will be paid for in cash and the purchase price will be transferred to each seller on 4 June 2007 in exchange for the transfer of shares in PTA Grupp AS.
- The period of accepting the bid begins on 3 May 2007 and ends on 30 May 2007. The transaction orders of the shareholders of PTA Grupp AS who wish to accept the bid have to be registered at the Estonian Central Register of Securities on 30 May 2007, i.e., on the last day of the bid, at 5 p.m. at the latest.

As a result of the takeover bid, small shareholders' proportion in the shareholder structure may change.

Note 34. Financial information on the Group's parent company

Pursuant to the Accounting Act of the Republic of Estonia, the unconsolidated financial statements (primary statements) of the consolidating entity (parent company) have to be disclosed in the notes to the consolidated financial statements. In preparing the primary financial statements of the Parent company the same accounting policies have been used as in preparing the consolidated financial statements, except that investments in the shares of subsidiaries are accounted for at cost less any impairment losses.

Balance sheet (unconsolidated)

As at 31 December

In thousands of euros	**2006**	**2005**
ASSETS		
Current assets		
Cash and cash equivalents	82	123
Trade receivables	128	194
Other receivables and prepayments	438	104
Prepaid taxes	18	0
Inventories	1,454	1,507
Total current assets	**2,120**	**1,928**
Non-current assets		
Shares in subsidiaries	26,528	165
Long-term financial investments	39	52
Property, plant and equipment	206	596
Intangible assets	282	303
Total non-current assets	**27,055**	**1,116**
TOTAL ASSETS	**29,175**	**3,044**
LIABILITIES AND EQUITY		
Current liabilities		
Loans and borrowings	853	977
Trade payables	641	753
Tax liabilities	116	136
Other payables	300	322
Provisions	1	1
Total current liabilities	**1,911**	**2,189**
Non-current liabilities		
Loans and borrowings	32	9
Provisions	9	9
Total non-current liabilities	**41**	**18**
Total liabilities	**1,952**	**2,207**
Equity		
Share capital at par value	24,252	1,244
Share premium	5,305	2,620
Statutory capital reserve	67	67
Accumulated losses	-2,401	-3,094
Total equity	**27,223**	**837**
TOTAL LIABILITIES AND EQUITY	**29,175**	**3,044**

Income statement (unconsolidated)

In thousands of euros

	2006	2005
Revenue		
Sales revenue	7,996	6,625
Other income	25	2,321
Total revenue	**8,021**	**8,946**
Changes in inventories of finished goods and work in progress	210	-225
Materials, consumables and services used	-3,563	-2,690
Other operating expenses	-1,495	-1,295
Personnel expenses	-2,064	-2,633
Depreciation and amortisation expense	-268	-407
Other expenses	-68	-735
Total expenses	**-7,248**	**-7,985**
Operating profit	**773**	**961**
Financial income	1	12
Financial expenses	-81	-377
Net financial items	**-80**	**-365**
Profit for the period	**693**	**596**

Statement of cash flows (unconsolidated)

In thousands of euros

	2006	2005
Cash flows from operating activities		
Profit for the period	693	596
Adjustments for:		
Depreciation, amortisation and impairment losses	268	407
Gains on the sale of property, plant and equipment	-5	-1,851
Losses on write-off of property, plant and equipment	1	8
Change in receivables and prepayments	-450	1,037
Change in inventories	-560	100
Change in payables	269	190
Interest paid	-78	-403
Net cash from operating activities	**138**	**84**
Cash flows from investing activities		
Acquisition of property, plant and equipment and assets under construction	-27	-83
Proceeds from sale of property, plant and equipment	9	3,411
Acquisition of subsidiaries	-9	0
Paid for trademarks	-263	-70
Proceeds from settlement of loans given	10	21
Interest received	2	2
Net cash used in / from investing activities	**-278**	**3,281**
Cash flows from financing activities		
Repayment of loans	-1,683	-4,096
Proceeds from loans received	2,043	1,822
Payment of finance lease liabilities	-27	-192
Change in overdraft liability	-120	-764
Payment of other liabilities	-63	-55
Repayment of other loans	-51	-72
Net cash from / used in financing activities	**99**	**-3,357**
Net cash flows	**-41**	**8**
Cash and cash equivalents at beginning of period	**123**	**115**
Cash and cash equivalents at end of period	**82**	**123**
Decrease / increase in cash and cash equivalents	**-41**	**8**

Statement of changes in equity (unconsolidated)

In thousands of euros	**Share capital**	**Share premium**	**Revaluation reserve**	**Capital reserve**	**Accumulated losses**	**Total**
Balance at 31 December 2004	**1,212**	**2,575**	**887**	**67**	**-3,690**	**1,051**
Change in accounting policy	0	0	-887	0	0	-887
Adjusted balance at 31 December 2004	**1,212**	**2,575**	**0**	**67**	**-3,690**	**164**
Issue of share capital	32	45	0	0	0	77
Profit for 2005	0	0	0	0	596	596
Balance at 31 December 2005	**1,244**	**2,620**	**0**	**67**	**-3,094**	**837**
Carrying amount of interests under control or significant influence						-165
Carrying amount of interests under control or significant influence under the equity method						380
Adjusted unconsolidated equity at 31 December 2005						**1,052**
Issue of share capital	23,008	2,685	0	0	0	25,693
Profit for 2006	0	0	0	0	693	693
Balance at 31 December 2006	**24,252**	**5,305**	**0**	**67**	**-2,401**	**27,223**
Carrying amount of interests under control or significant influence						-26,825
Carrying amount of interests under control or significant influence under the equity method						28,263
Adjusted unconsolidated equity at 31 December 2006						28,958

INDEPENDENT AUDITOR'S REPORT

To the shareholders of PTA Grupp AS

We have audited the accompanying consolidated financial statements of PTA Grupp AS, which comprise the consolidated balance sheet as at 31 December 2006, and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages F2-1 to F2-43.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of PTA Grupp AS as of 31 December 2006, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Tallinn, 25 May 2007

KPMG Baltics AS

Taivo Epner
Authorized Public Accountant

Indrek Alliksaar
Authorized Public Accountant

Consolidated Annual Financial Statements for the year ended 31 December 2006

Consolidated income statement

For year ended 31 December 2006

		Consolidated financial statements		Parent company's financial statements	
in millions of BYR	Note	2006	2005	2006	2005
Revenue	4	161 043	136 269	142 647	123 060
Cost of sales	5	(99 492)	(96 720)	(93 751)	(90 254)
Gross profit		**61 551**	**39 549**	**48 896**	**32 806**
Other operating income	6	2 662	556	2 788	310
Distribution expenses	7	(7 327)	(4 933)	(3 456)	(2 681)
Administrative expenses	8	(12 908)	(9 251)	(12 832)	(9 251)
Other operating expenses		(4 708)	(4 164)	(3 780)	(3 612)
Operating profit before financing costs		**39 270**	**21 757**	**31 616**	**17 572**
Finance income	9	1 166	703	1 300	636
Finance expenses		(866)	(387)	(689)	(387)
Net financing costs		**300**	**316**	**611**	**249**
Loss on net monetary position		**-**	**(3 123)**	**-**	**(3 207)**
Profit before tax		**39 570**	**18 950**	**32 227**	**14 614**
Income tax expense	10	(12 643)	(7 296)	(10 372)	(6 056)
Profit for the year		**26 927**	**11 654**	**21 855**	**8 558**
Attributable to:					
Equity holders of the parent		26 460	11 236	21 855	8 558
Minority interest		467	418	-	-
Profit for the year		**26 927**	**11 654**	**21 855**	**8 558**

The accompanying notes on pages F3-7 to F3-29 form an integral part of these financial statements.

____
Dmitry A. Ditchkovsky
General Director

22 June 2007

Consolidated balance sheet

As at 31 December 2006

		Consolidated financial statements		Parent company's financial statements	
in millions of BYR	**Note**	**2006**	**2005**	**2006**	**2005**
Assets					
Property, plant and equipment	11	24 593	21 131	23 252	20 114
Intangible assets	12	1 521	813	1 381	810
Investments in subsidiaries	13	-	-	265	265
Other investments	13	333	2 432	319	92
Other non-current assets		-	119	-	119
Total non-current assets		**26 447**	**24 495**	**25 217**	**21 400**
Inventories	14	24 153	21 448	20 120	18 325
Trade accounts receivable, net	15	17 763	10 244	20 100	17 389
Other accounts receivable	16	9 612	4 985	7 566	2 665
Cash and cash equivalents	17	26 760	14 490	20 726	11 276
Total current assets		**78 288**	**51 167**	**68 512**	**49 655**
Total assets		**104 735**	**75 662**	**93 729**	**71 055**
Shareholders' equity and liabilities					
Equity					
Share capital	18	28 807	26 140	28 807	26 140
Treasury shares	18	-	(91)	-	(91)
Share premium		5 493	5 473	5 493	5 473
Reserves:					
Revaluation reserve		223	-	223	-
Translation reserve		268	(35)	-	-
Retained earnings		50 422	29 258	43 587	27 028
Total equity attributable to equity holders of the Company		**85 213**	**60 745**	**78 110**	**58 550**
Minority interest		1 033	701	-	-
Total equity		**86 246**	**61 446**	**78 110**	**58 550**
Liabilities					
Long-term interest-bearing borrowings	19	**1 627**	**1 285**	**1 627**	**1 285**
Short-term liabilities					
Short-term interest-bearing borrowings	19	1 368	649	1 290	649
Trade accounts payable	20	9 289	7 191	8 218	6 654
Other accounts payable	21	3 608	2 856	2 022	1 715
Provisions	22	2 597	2 202	2 462	2 202
Dividends payable		-	33	-	-
Total current liabilities		**16 862**	**12 931**	**13 992**	**11 220**
Total liabilities		**18 489**	**14 216**	**15 619**	**12 505**
Total shareholders' equity and liabilities		**104 735**	**75 662**	**93 729**	**71 055**

The accompanying notes on pages F3-7 to F3-29 form an integral part of these financial statements

____

Dmitry A. Ditchkovsky
General Director

22 June 2007

Consolidated statement of cash flows

For year ended 31 December 2006

in millions of BYR	**Consolidated financial statements 2006**	**Consolidated financial statements 2005**	**Parent company's financial statements 2006**	**Parent company's financial statements 2005**
Operating activities				
Profit before income tax and loss on net monetary position	39 570	22 073	32 227	17 821
Adjustments for:				
Depreciation and amortisation	3 978	3 781	3 122	3 665
Impairment of construction in progress	122	-	122	-
Increase in/(recovery of) allowance for doubtful accounts receivable	(12)	6	(12)	6
Recovery of impairment allowance for inventories	(43)	(354)	(43)	(354)
(Gain)/Loss on disposal of property, plant and equipment	7	(46)	(5)	(46)
(Gain)/loss from disposal of securities held to maturity	(24)	-	-	-
Interest income	(1 141)	(578)	(1 141)	(511)
Dividend income	(17)	(115)	(159)	(115)
Interest expense	866	387	689	387
Operating cash flow before movements in working capital	**43 307**	**25 154**	**34 800**	**20 853**
Movements in working capital:				
(Increase)/decrease in inventories	(2 659)	5 291	(1 752)	5 705
Increase in trade accounts receivable	(4 037)	(1 942)	(2 699)	(4 784)
(Increase)/decrease in other accounts receivable	(7 897)	(2 648)	(4 929)	(1 176)
Decrease in trade accounts payable	2 170	(1 281)	1 564	(1 587)
Increase/(decrease) in other accounts payable	65	697	60	154
Increase/(decrease) in provisions	395	316	260	316
Cash flow from operating activities	**31 344**	**25 552**	**27 304**	**19 481**
Income taxes paid	(11 957)	(7 572)	(10 125)	(6 505)
Interest paid	(866)	(387)	(689)	(387)
Net cash provided by/ used in operating activities	**18 521**	**17 583**	**16 490**	**12 589**

The accompanying notes on pages F3-7 to F3-29 form an integral part of these financial statements

Consolidated statement of cash flows (continued)

in millions of BYR	Note	Consolidated financial statements 2006	Consolidated financial statements 2005	Parent company's financial statements 2006	Parent company's financial statements 2005
Investing activities					
Purchase of property, plant and equipment		(6 029)	(1 964)	(4 850)	(1 715)
Purchase of intangible assets		(725)	(254)	(575)	(254)
Purchase of securities held to maturity		-	(2 266)	-	-
Proceeds from sale of securities held to maturity		2 346	-	-	-
Proceeds from disposal of other non-current assets		119	-	119	-
Purchase of investments		-	-	(4)	-
Proceeds from repayment of loans		28	60	28	60
Proceeds from sale of property, plant and equipment		30	295	30	286
Interest received		1 141	511	1 141	511
Dividends received		17	115	159	115
Net cash used in investing activities		**(3 073)**	**(3 503)**	**(3 952)**	**(1 087)**
Financing activities					
Repayment of obligations under finance lease		(570)	(1 032)	(570)	(1 032)
Purchases of treasury shares		-	(90)	-	(90)
Proceeds from sale of treasury shares		111	-	111	-
Loans received		78	-	-	-
Dividends paid		(2 797)	(1 536)	(2 629)	(1 487)
Net cash used in financing activities		**(3 178)**	**(2 658)**	**(3 088)**	**(2 609)**
Net increase in cash and cash equivalents		12 270	11 432	9 450	8 983
Cash and cash equivalents, beginning of the period		14 490	6 181	11 276	5 500
Effects of net loss on monetary position		-	(3 123)	-	(3 207)
Cash and cash equivalents, end of the period	17	**26 760**	**14 490**	**20 276**	**11 276**

The accompanying notes on pages F3-7 to F3-29 form an integral part of these financial statements

____
Dmitry A. Ditchkovsky
General Director

22 June 2007

Consolidated statement of changes in equity

For year ended 31 December 2006

in millions of BYR	**Share capital**	**Share premium**	**Treasury shares**	**Revaluation reserve**	**Translation reserve**	**Retained earnings**	**Total**	**Minority interests**	**Total equity**
Balance at 1 January 2005 (unaudited, restated)	**15 668**	**5 473**	**-**		**-**	**30 018**	**51 159**	**283**	**51 442**
Profit for the year	-	-	-		-	11 236	11 236	418	11 654
Treasury shares purchased	-	-	(90)		-	-	(90)	-	(90)
Capitalisation of statutory reserves	10 472	-	(1)		-	(10 471)	-	-	-
Foreign currency translation differences	-	-	-		(35)	-	(35)	-	(35)
Dividends	-	-	-		-	(1 525)	(1 525)	-	(1 525)
Balance at 31 December 2005	**26 140**	**5 473**	**(91)**	**-**	**(35)**	**29 258**	**60 745**	**701**	**61 446**
Profit for the year	-	-	-	-	-	26 460	26 460	467	26 927
Capitalisation of statutory reserves	2 667	-	-	-	-	(2 667)	-	-	-
Sale of treasury shares	-	20	91	-	-	-	111	-	111
Foreign currency translation differences	-	-	-	-	303	-	303	-	303
Change in revaluation reserve	-	-	-	223	-	-	223	-	223
Dividends	-	-	-	-	-	(2 629)	(2 629)	(135)	(2 764)
Balance at 31 December 2006	**28 807**	**5 493**	**-**	**223**	**268**	**50 422**	**85 213**	**1 033**	**86 246**

The amount of restricted retained earnings as of 31 December 2006 and 31 December 2005 was BYR 4 893 million and BYR 3 844 million respectively.

The accompanying notes on pages F3-7 to F3-29 form an integral part of these financial statements

____
Dmitry A. Ditchkovsky
General Director

22 June 2007

Statement of changes in equity, Parent

For year ended 31 December 2006

in millions of BYR	**Share capital**	**Share premium**	**Treasury shares**	**Revaluation reserve**	**Retained earnings**	**Total**
Balance at 1 January 2005 (restated)	**15 668**	**5 473**	**-**	**-**	**30 428**	**51 569**
Profit for the year	-	-	-	-	8 558	8 558
Treasury shares purchased	-	-	(90)	-	-	(90)
Capitalisation of statutory reserves	10 472	-	(1)	-	(10 471)	-
Dividends	-	-	-	-	(1 487)	(1 487)
Balance at 31 December 2005	**26 140**	**5 473**	**(91)**	**-**	**27 028**	**58 550**
Profit for the year	-	-	-	-	21 855	21 855
Capitalisation of statutory reserves	2 667	-	-	-	(2 667)	-
Sale of treasury shares	-	20	91	-	-	111
Change in revaluation reserve	-	-	-	223	-	223
Dividends	-	-	-	-	(2 629)	(2 629)
Balance at 31 December 2006	**28 807**	**5 493**	**-**	**223**	**43 587**	**78 110**

The amount of restricted retained earnings as of 31 December 2006 and 31 December 2005 was BYR 4 893 million and BYR 3 844 million respectively.

The accompanying notes on pages F3-7 to F3-29 form an integral part of these financial statements

____
Dmitry A. Ditchkovsky
General Director

22 June 2007

Notes to financial statements

1 Nature of the business

JV Closed Joint Stock Company MILAVITSA (the "Parent") was established on 19 March 1992 by reorganization of the state owned Minsk sewing factory MILAVITSA into a closed joint stock company. On 28 April 2000 the Company was reregistered and incorporated in the Republic of Belarus as a joint venture closed Joint Stock Company when a foreign investor, "Iluna Group SPA", Italy, purchased its shares. In 2006 the ownership of the Company changed; as of 31 December 2006 the parent company is Silvano Investment Group AS with 62.53% holding. The ultimate parent company is SIA Alta Capital Partners incorporated in Latvia.

The Company's and its subsidiaries (the "Group") main activities are production and sale of women's underwear. The registered address of the Company is: 28, Novovilenskaia Street, Minsk, 220053 Republic of Belarus.

As of 31 December 2005 the Parent had three subsidiaries, CJSC Jimil, in the Republic of Belarus, Milavitsa Trading Company Ltd. (Republic of Belarus) and CJST Metropolitan Trade Company Milavitsa (Russian Federation).

The number of employees of the Parent as of 31 December 2006 and 31 December 2005 was 1,913 and 1,946, respectively. The number of employees of the Group as of 31 December 2006 and 31 December 2005 was 2,186 and 2,121, respectively.

These consolidated and parent financial statements were authorized for issue by management of the Company on 22 June 2007.

2 Presentation of financial statements

a) Basis of presentation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company and its subsidiaries maintain their accounting records in Belarusian and Russian Roubles as applicable in accordance with the accounting and reporting regulations of the respective country of incorporation. The consolidated financial statements and Parent's financial statements, which have been prepared from the Group's and Parent's statutory accounting records, include adjustments necessary for consolidated and stand-alone financial statements to be presented in accordance with IFRS.

The consolidated financial statements of the Group and stand-alone financial statements of the Parent are prepared on the historical cost basis, except for property, plant and equipment, equity, non-monetary assets and liabilities and the income statement of Group companies, registered in the Republic of Belarus, which are recorded at their historical cost adjusted for hyperinflation up to 31 December 2005 in accordance with IAS 29 "Financial Reporting in Hyperinflationary Economies" ("IAS 29"), and except for financial instruments, which are recorded in accordance with IAS 39 "Financial Instruments: Recognition and Measurement" ("IAS 39"), as described further in Note 3.

b) Use of estimates and assumptions

The preparation of parent and consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Due to the inherent uncertainty in making those estimates, actual results reported in future periods could differ from such estimates.

c) Measurement and presentation currencies

The functional currency of the companies incorporated in the Republic of Belarus is the Belarusian Rouble ("BYR"). Amounts stated in Belarusian Roubles were adjusted for hyperinflation. The functional currency of Russian subsidiary of the Company is the Russian Rouble ("RUR") and is translated in the consolidated financial statements into the presentation currency, Belarusian Roubles. All financial information presented in Belarusian Roubles has been rounded to the nearest million.

3 Summary of significant accounting policies

a) Basis for consolidation

The consolidated financial statements incorporate the financial statements of the Company and other enterprises, where the Company, directly or indirectly, exercises control. Control is achieved where the Company has the power to govern the financial and operating policies of an investee enterprise so as to obtain benefits from its activities.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group. On acquisition, the assets and liabilities of a subsidiary are measured at their fair values at the date of acquisition. The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognized. The results of subsidiaries acquired or disposed of during the period are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant intercompany transactions, balances and unrealized gains (losses) on transactions are eliminated on consolidation.

The Company's subsidiaries as of 31 December 2006 and 31 December 2005 are as follows:

	Place of incorporation and operation	Proportion of ownership interest	Principal activity
JV Milavitsa Trading Company Ltd, Minsk	**Republic of Belarus**	**51%**	**Trade**
CJST Metropolitan Trade Company Milavitsa, Moscow	**Russian Federation**	**100%**	**Trade**
CJSC Jimil, Minsk	**Republic of Belarus**	**52%**	**Manufacturing**

Investments in associates

An associate is an enterprise over which the Company is in a position to exercise significant influence, through participation in the financial and operating policy decisions of the investee but does not directly or indirectly exercise control. Investments in associates are recorded at cost adjusted in accordance with IAS 29 as at 31 December 2005, less provision for impairment, if occurred.

b) Hyperinflationary accounting

The Republic of Belarus has experienced high levels of inflation in previous years. In accordance with IAS 29 balances up to 31 December 2005 were adjusted to reflect the effects of the diminution of the purchasing power of the Belarusian Rouble. The change of rates of Consumer Price Index ("CPI") during the last five consecutive periods was as follows:

Year	% change
2006	6.6%
2005	8.0%
2004	14.4%
2003	25.4%
2002	34.8%

All figures in these consolidated and stand-alone financial statements, if not otherwise indicated, were restated presented in the measuring unit current as of 31 December 2005; no restatement was made for the balances as of 31 December 2006. Monetary assets and liabilities as of 31 December 2005 were not restated, as they were already expressed in the monetary unit current as of 31 December 2005. Non-monetary assets and liabilities were restated by applying the appropriate index. The effect of hyperinflation on the Group's and Parent's net monetary position for the year ended 31 December 2005 was reflected in the consolidated and stand-alone income statements as a gain or loss on net monetary position.
Effective 1 January 2006 the Republic of Belarus has been removed from the list of hyperinflationary economies given the recent sustainable improvement of inflation rates (47.8% cumulative inflation over the past three years prior to 2006) and general strengthening of the economic conditions. In accordance with IAS 29, amounts expressed in the measuring unit current as of 31 December 2005 are used as carrying amounts in the financial statements for the year ended 31 December 2006.

c) Foreign currency transactions

Transactions in currencies other than Belarusian Rouble are initially recorded at the official exchange rates of the National Bank of the Republic of Belarus prevailing on the dates of the transactions. Monetary assets and liabilities denominated in such currencies are translated at the rates prevailing on the balance sheet date. All translation gains and losses are included in the consolidated income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Exchange rates as of 31 December 2006 and 31 December 2005 were as follows:

	31 December 2006	**31 December 2005**
BYR/USD	2,140.00	2,152.00
BYR/EUR	2,817.31	2,546.35
BYR/RUR	81.13	74.86

d) Recognition, measurement and derecognition of financial instruments

The Group and Parent recognize financial assets and liabilities on the consolidated and stand-alone balance sheets when, and only when, the Group or Parent becomes a party to the contractual provisions of the instrument. Regular way purchase and sale of the financial assets and liabilities are recognized using settlement date accounting.

Financial assets and liabilities are initially recognized at fair value being the consideration given or received, respectively, including or net of any transaction costs incurred, respectively. The accounting policies for subsequent re-measurement of these items are disclosed in the respective accounting policies set out below.

Financial assets are derecognised if the Group's and Parent's contractual rights to the cash flows from the financial assets expire or if the Group and Parent transfer the financial asset to another party without retaining control or substantially all risks and rewards of the asset. Financial liabilities are derecognised if the Group's and Parent's obligations specified in the contract expire or are discharged or cancelled.

e) Property, plant and equipment

Property, plant and equipment are stated at cost adjusted for IAS 29. The last restatement was made for the balances as of 31 December 2005.

Capitalized cost includes major expenditures for improvements and replacements that extend the useful lives of the assets or increase their revenue generating capacity. Repairs and maintenance expenditures that do not meet the foregoing criteria for capitalization are charged to the consolidated and stand-alone income statements as incurred.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the consolidated and stand-alone income statement. Depreciation methods, useful lives are residual values are assessed annually.

(i) Depreciation

Deprecation is computed by the Group and Parent under the straight-line method utilizing useful lives of the assets, which in 2005 and 2006 were:

Buildings	50-75 years
Infrastructure fixed assets	10-40 years
Machinery and equipment	5-10 years
Office equipment and other assets	5-10 years

Residual values, depreciation methods and estimated useful lives are reassessed at the reporting date.

(ii) Construction in progress

Construction in progress comprises costs directly related to the construction of property, plant and equipment including an appropriate allocation of directly attributable variable overheads that are incurred in construction. Depreciation of these assets, on the same basis as for other property, plant and equipment, commences when the assets are put into operation. Construction in progress is reviewed regularly to determine whether its carrying value is fairly stated and whether appropriate provision for impairment is made.

(iii) Impairment of property, plant and equipment

At each balance sheet date, the Group and Parent review the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is impossible to estimate the recoverable amount of an individual asset, the Group and Parent estimate the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognized as an expense in the period they arose in the consolidated income statement.

(iv) Finance leases

Leases that transfer substantially all the risks and rewards incidental to ownership of an asset are classified as finance leases. Title may or may not eventually be transferred. Whether a lease is a finance lease or an operating lease depends on the substance of the transaction rather than the form of the contract. The lease is classified as a finance lease if:

- the lease transfers ownership of the asset to the lessee by the end of the lease term;
- the lessee has the option to purchase the asset at a price which is expected to be sufficiently lower than the fair value at the date the option becomes exercisable such that, at the inception of the lease, it is reasonably certain that the option will be exercised;
- the lease term is for the major part of the economic life of the asset even if title is not transferred;
- at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset; and
- the leased assets are of a specialised nature such that only the lessee can use them without major modifications being made.

Group and Parent as lessees under financial lease

The Group and Parent recognize finance leases as assets and liabilities in the consolidated and stand-alone balance sheets at the inception of the lease at amounts equal to the fair value of the leased property or, if lower, at the present value of the minimum lease payments. In calculating the present value of the minimum lease payments the discount factor used is the interest rate implicit in the lease, when it is practicable to determine, otherwise, the Group's and Parent's incremental borrowing rate is used. Initial direct costs incurred are included as part of the asset. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Capital costs incurred to maintain or improve assets received under finance leases are capitalized and reported as leasehold improvements and are amortized over the term of the related lease.

(v) Operating leases

Leases of assets under which the risks and rewards of ownership are effectively retained with the lessor are classified as operating leases.

Group and Parent as lessees under operating lease

Lease payments under operating leases are recognized as expenses on a straight-line basis over the lease term and included into operating expenses.

Group and Parent as lessors under operating lease

The Group and Parent present in the consolidated and stand-alone balance sheets assets subject to operating leases according to the nature of the asset. Lease income from operating leases is recognized in the consolidated and stand-alone income statements on a straight-line basis over the lease term as other income. The aggregate cost of incentives provided to lessees is recognized as a reduction of rental income over the lease term on a straight-line basis. Initial direct costs incurred specifically to earn revenues from an operating lease are recognized as an expense in the consolidated and stand-alone income statements in the period in which they are incurred.

(f) Intangible assets

Intangible assets that are acquired by the Group and Parent, which have finite useful lives, are measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use. The estimated useful lives for the current and comparative periods are as follows:

Software	5 years
Trademarks	10 years

(g) Investments

In accordance with IAS 39 investments are classified into the following categories: financial asset or financial liability at fair value through profit or loss (including held for trading investments), held-to-maturity, available-for-sale and loans and receivables. Non derivative investments with fixed or determinable payments and fixed maturity that the Group and Parent have the positive intent and ability to hold to maturity, other than loans and receivables, are classified as held-to-maturity investments. Investments acquired principally for the purpose of generating a profit from short-term fluctuations in price are classified as held for trading. All other investments are classified as available-for-sale.

Available-for-sale investments are classified as current assets if management intends to realize them within 12 months of the balance sheet date. All purchases and sales of investments are recognized on the settlement date.

Investments are initially measured at fair value being the consideration given for them, including transaction costs. As no readily available market exists for a significant part of the Group's and Parent’s financial instruments, judgment is necessary in arriving at fair value, based on current economic conditions and specific risks attributable to the instrument.

Available-for-sale financial assets are subsequently re-measured at fair value based on quoted bid prices or amounts derived from cash flow models. Unrealized gains and losses arising from changes in the fair value of securities classified as available-for-sale are recognized in equity. Equity securities for which fair values cannot be measured reliably are recognized at cost less impairment. When the securities are disposed of or impaired, the related accumulated fair value adjustments are included in the statement of income as gains and losses from investment securities. Investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost.

Held-to-maturity investments are carried at amortized cost using the effective yield method, less any provision for impairment.

An instrument is classified as at fair value through profit or loss if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Group manages such investments and makes purchase and sale decisions based on their fair value. Upon initial recognition, attributable transaction costs are recognised in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognised in profit or loss.

Other non-derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment losses.

(h) Inventories

Inventories are stated at the lower of cost or net realizable value. Cost comprises direct materials, customs duties, transportation and handling costs. Cost is calculated using the weighted average cost method. Net realizable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

(i) Accounts receivable

Accounts receivable are stated at their amortized cost after deducting allowance for estimated irrecoverable amounts.

(j) Cash and cash equivalents

Cash includes petty cash and cash held on current bank accounts. Cash equivalents include short-term investments that are readily convertible to a known amount of cash and which are subject to insignificant risk of changes in value.

(k) Share capital and share premium

Share capital and share premium are recognized at cost restated for hyperinflation to 2005. Share capital contributions made in the form of assets other than cash are stated at their fair value at the date of contribution. Treasury shares are recorded at cost restated for hyperinflation up to 31 December 2005. Gains and losses on sale of treasury stock are charged or credited to share premium.

Dividends on ordinary shares are recognized in shareholders' equity as a reduction in the period in which they are declared. Dividends that are declared after the balance sheet date are treated as a subsequent event under IAS 10 "Events after the Balance Sheet Date" ("IAS 10") and disclosed accordingly.

(l) Provisions

A provision is recognised if, as a result of a past event, the Group and Parent have a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

(m) Bank loans

All loans are initially recorded at the proceeds received, net of direct issue costs. After initial recognition loans are subsequently measured at amortized cost, which is calculated by taking into account any discount or premium on settlement.

(n) Trade and other payables

Liabilities for trade and other amounts payable are stated at amortized cost. Short term liabilities and trade payables are not discounted.

(o) Borrowing costs

Borrowing costs are recognized as an expense in the period in which they are incurred.

(p) Revenue recognition

(i) Goods sold

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, and there is no continuing management involvement with the goods.

(ii) Services

Revenue from services rendered is recognised in profit or loss in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to surveys of work performed.

(iii) Rental income

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

(q) Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Income taxes have been computed in accordance with the laws of the country of incorporation of the companies of the Group. They are based on the results for the year adjusted for non-taxable income and non-deductible expenses.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group and Parent intend to settle their tax assets and liabilities on a net basis.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend.

(r) Contingencies

Contingent liabilities are disclosed in the consolidated and stand-alone financial statements.

4. Revenue

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Corset products and similar	158 988	132 220	140 592	119 011
Sewing and other services	1 166	3 284	1 166	3 284
Other	889	765	889	765
Total	**161 043**	**136 269**	**142 647**	**123 060**

5. Cost of sales

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Raw materials	62 325	62 029	61 747	61 440
Payroll expenses	18 318	18 171	17 007	17 163
Services	12 276	9 371	12 156	8 211
Depreciation and amortization	3 045	3 372	2 251	3 242
Other	3 528	3 777	590	198
Total	**99 492**	**96 720**	**93 751**	**90 254**

6. Other income

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Result from exchange rate fluctuations	1 507	-	1 993	-
Result of fixed asset disposal	-	46	5	46
Other income	1 155	510	790	264
	2 662	**556**	**2 788**	**310**

7. Distribution expenses

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Advertising expenses	3 746	2 713	1 802	1 733
Packaging materials	991	365	991	365
Transportation services	445	177	314	114
Marketing expenses	693	1 104	162	199
Bad debt expenses	764	53	(4)	53
Other expenses	688	521	191	217
	7 327	**4 933**	**3 456**	**2 681**

8. Administrative expenses

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Payroll expenses	10 525	7 767	10 525	7 767
Materials	254	95	254	95
Services	687	597	687	597
Depreciation and amortization	708	69	708	69
Taxes, other than income taxes	-	103	-	103
Utilities	127	103	127	103
Other expenses	607	517	531	517
	12 908	**9 251**	**12 832**	**9 251**

9. Finance income

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Interest income	1 141	578	1 141	511
Dividend income	17	115	159	115
Other income	8	10	-	10
	1 166	**703**	**1 300**	**636**

10. Income tax

The Group and Parent provide for taxes based on statutory tax accounts maintained and prepared in accordance with statutory tax regulations of the country of incorporation of the respective Group company.

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Current income tax expense	12 643	7 296	10 372	6 056
Total income tax expense	**12 643**	**7 296**	**10 372**	**6 056**

Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes.

The tax effect on the major temporary differences that give rise to the deferred tax assets and liabilities as of 31 December 2006 is presented below:

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Deductible temporary differences				
Intangible assets	399	1 796	399	1 796
Allowance for doubtful debts	915	138	127	138
Property, plant and equipment	4 270	245	4 255	199
Inventories	615	658	615	658
Total deductible temporary differences	**6 200**	**2 837**	**5 396**	**2 791**
Deferred tax asset at the relevant statutory effective tax rate	1 629	794	1 418	781
Less: valuation difference	(1 629)	(794)	(1 418)	(781)
Net deferred tax asset	**-**	**-**	**-**	**-**

Deferred tax assets have not been recognised because it is not probable that future taxable profit will be available against which the Group and the Parent can utilise the benefits therefrom.

The relationship between tax expense and accounting profit:

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Profit before income taxes	39 570	18 950	32 227	14 614
	39 570	**18 950**	**32 227**	**14 614**
Theoretical income taxes at statutory rate (2006: 26.28%, 2005: 28%)	10 399	5 306	8 469	4 092
Effect of permanent and temporary differences	2 392	1 727	1 903	1 586
Write-off of deferred tax asset	-	384	-	378
Effect of tax rates in foreign jurisdictions	(148)	(121)	-	-
Total income tax expense	**12 643**	**7 296**	**10 372**	**6 056**

11. Property, plant and equipment, net, Group

in millions of BYR	Buildings	Plant and equipment	Fixed assets	Under construction	Total
Cost					
At 31 December 2004 (unaudited)	**9 631**	**27 517**	**4 068**	**197**	**41 776**
At 1 January 2005 (unaudited)	9 631	27 517	4 431	197	41 776
Additions	60	2 587	711	150	3 508
Reclassifications	-	-	119	(119)	-
Disposals	(36)	(1 773)	(274)	-	(2 083)
At 31 December 2005	**9 655**	**28 331**	**4 987**	**228**	**43 201**
Additions	1 415	3 778	1 564	825	7 582
Reclassifications	-	911	-	(911)	-
Disposals	-	(175)	(314)	-	(489)
Impairment	-	-	-	(122)	(122)
At 31 December 2006	**11 070**	**32 845**	**6 237**	**20**	**50 172**
Accumulated depreciation					
At 31 December 2004 (unaudited)	**3 652**	**13 933**	**2 539**	**-**	**20 124**
Charge for the year	151	2 959	670	-	3 780
Disposals	(2)	(1 617)	(215)	-	(1 834)
At 31 December 2005	**3 801**	**15 275**	**2 994**	**-**	**22 070**
Charge for the year	190	3 032	739	-	3 961
Disposals	-	(152)	(300)	-	(452)
At 31 December 2006	**3 991**	**18 155**	**3 433**	**-**	**25 579**
Net Book Value					
At 31 December 2004 (unaudited)	**5 979**	**13 584**	**1 892**	**197**	**21 652**
At 31 December 2005	**5 854**	**13 056**	**1 993**	**228**	**21 131**
At 31 December 2006	**7 079**	**14 690**	**2 804**	**20**	**24 593**

Impairment losses are included in other operating expenses in the income statement.

Depreciation charge for the year ended 31 December 2006 in the amount of BYR 225 million is included in the cost of inventories as at 31 December 2006.

Property, plant and equipment, net, Parent

in millions of BYR	**Buildings**	**Plant and equipment**	**Fixed assets**	**Under construction**	**Total**
Cost					
At 31 December 2004	**9 631**	**27 106**	**4 068**	**78**	**40 883**
Additions	53	2 433	623	150	3 259
Disposals	(36)	(1 773)	(260)	-	(2 069)
At 31 December 2005	**9 648**	**27 766**	**4 431**	**228**	**42 073**
Additions	1 422	3 888	768	325	6 403
Internal transfer	-	414	-	(414)	-
Disposals	-	(170)	(300)	-	(470)
Impairment	-	-	-	(122)	(122)
At 31 December 2006	**11 070**	**31 898**	**4 899**	**17**	**47 884**
Accumulated depreciation					
At 31 December 2004	**3 652**	**13 933**	**2 539**	**-**	**20 124**
Charge for the period	151	2 879	634	-	3 664
Disposals	(2)	(1 617)	(210)	-	(1 829)
At 31 December 2005	**3 801**	**15 195**	**2 963**	**-**	**21 959**
Charge for the year	189	2 460	469	-	3 118
Disposals	-	(149)	(296)	-	(445)
At 31 December 2006	**3 990**	**17 506**	**3 136**	**-**	**24 632**
Net Book Value					
At 31 December 2004 (unaudited)	**5 979**	**13 173**	**1 529**	**78**	**20 759**
At 31 December 2005	**5 847**	**12 571**	**1 468**	**228**	**20 114**
At 31 December 2006	**7 080**	**14 392**	**1 763**	**17**	**23 252**

The carrying amount of the Group's property, plant and equipment included an amount of BYR 3,636 million and BYR 2,279 million in respect of assets held under finance leases as of 31 December 2006 and 31 December 2005, respectively.

Impairment losses are included in other operating expenses in the income statement.

Depreciation charge for the year ended 31 December 2006 in the amount of BYR 163 million is included in the cost of inventories remaining in the balance of the Parent company as of 31 December 2006.

12. Intangible assets, net, Group

in millions of BYR	**Software**	**Trademarks**	**Other**	**Total**
Cost				
At 31 December 2005	**4**	**14**	**799**	**817**
Additions	8	182	535	725
At 31 December 2006	**12**	**196**	**1 334**	**1 542**
Accumulated amortization				
At 31 December 2005	**1**	**3**	**-**	**4**
Charge for the year	1	16	-	17
At 31 December 2006	**2**	**19**	**-**	**21**
Net Book Value				
At 31 December 2005	**3**	**11**	**799**	**813**
At 31 December 2006	**10**	**177**	**1 334**	**1 521**

Intangible assets, net, Parent

in millions of BYR	**Software**	**Trademarks**	**Other**	**Total**
Cost				
At 31 December 2005	**-**	**15**	**799**	**814**
Additions	-	40	535	575
At 31 December 2006	**-**	**55**	**1 334**	**1 389**
Accumulated amortization	**-**			
At 31 December 2005	-	**4**	**-**	**4**
Charge for the year	**-**	4	-	4
At 31 December 2006	**-**	**8**	**-**	**8**
Net Book Value				
At 31 December 2005	**-**	**11**	**799**	**810**
At 31 December 2006	**-**	**47**	**1 334**	**1 381**

Other intangible assets are comprised of the costs of development of management information system Axapta ERP, which is expected to be put in use by the middle of 2007. Capitalized costs of the system constituted BYR 1,334 million and BYR 799 million as of 31 December 2006 and 31 December 2005 respectively.

Amortization of intangible assets is included in cost of sales and administrative expenses in the income statement.

13. Investments

Details of the Group's subsidiaries included in consolidation:

in millions of BYR	**Parent company's financial statements**	
	2006	**2005**
JV Milavitsa Trading Company Ltd, Minsk	54	54
CJST Metropolitan Trade Company Milavitsa, Moscow	210	210
CJSC Jimil, Minsk	1	1
	265	**265**

	Place of incorporation and operation	Proportion of ownership interest	Proportion of voting power held	Principal activity
JV Milavitsa Trading Company Ltd, Minsk	Belarus	51%	51%	Trade
CJST Metropolitan Trade Company Milavitsa, Moscow	Russian Federation	100%	100%	Trade
CJSC Jimil, Minsk	Belarus	52%	52%	Manufacturing

Details of the Group's investments:

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
Debt securities held-to-maturity				
CJSC Bank Globex, Russian Federation, treasury bill	-	2 322	-	-
Equity securities available-for-sale				
OJSC Belvnesheconombank, Minsk, Republic of Belarus	35	39	35	39
CJSC Minsk Transit Bank, Minsk, Republic of Belarus	38	41	38	41
Gratsiya Ltd, Minsk, Republic of Belarus	16	12	16	12
OJSC Lauma, Latvia	230	-	230	-
Other investments	-	12	-	-
Investments in associates	14	6	-	-
	333	**2 432**	**319**	**92**

There are no quoted market prices in active markets for available-for-sale investments in OJSC Belvnesheconombank, CJSC Minsk Transit Bank, and Gratsiya; therefore, these investments are measured at cost.

Available-for-sale investment in OJSC Lauma is measured using recent share transaction prices for similar amount of shares.

Details of the Group's associates:

	Place of incorporation and operation	Proportion of ownership interest	Proportion of voting power held	Principal activity
Trade house Milavitsa Ltd., Novosibirsk	Russian Federation	25%	25%	Trade
CJSC Trade house Milavitsa, Tjumen	Russian Federation	25%	25%	Trade
CJSC Trade house Milavitsa, Moscow	Russian Federation	25%	25%	Trade
Trade house Milavitsa Ltd., Ufa	Russian Federation	25%	25%	Trade
Trade house Milavitsa Ltd., Kiev	Ukraine	26%	26%	Trade

14. Inventories

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
Raw materials, gross	10 618	7 986	9 846	7 660
Impairment allowance for raw materials	(403)	(264)	(403)	(264)
Work in progress, net	3 579	4 023	3 577	4 023
Finished goods, gross, restated	10 458	10 069	7 259	7 272
Impairment allowance for finished goods	(212)	(394)	(212)	(394)
Other inventories, net	113	28	53	28
	24 153	**21 448**	**20 120**	**18 325**

At 31 December 2006 and 31 December 2005 finished goods at the total costs of BYR 755 million and BYR 3 687 million respectively were pledged to secure obligations under finance lease entered into during 2006, 2005 and 2004.

15. Trade accounts receivable, net

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
Trade accounts receivable from third parties	8 508	6 519	2 568	1 584
Trade accounts receivable from related parties	9 382	3 864	17 659	15 944
Less: allowance for doubtful trade accounts receivable	(127)	(139)	(127)	(139)
	17 763	**10 244**	**20 100**	**17 389**

Gross receivables denominated in currencies other than the functional currency of the parent company in the parent company's financial statements as of 31 December 2006 comprise EUR 5 051 436 and RUR 5 287 455 (31 December 2005: EUR 4 699 508).

16. Other accounts receivable

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
Taxes receivable	1 923	1 381	1 891	1 381
VAT on unpaid invoices	2 703	2 326	716	501
Advances paid	4 118	336	4 172	-
Loans to subcontractors	324	-	324	-
Deferred expenses	310	265	262	242
Loans to employees	49	77	49	77
Other receivables	185	600	152	464
	9 612	**4 985**	**7 566**	**2 665**

In 2006 the Company has issued non-interest bearing short term loans to subcontractors for purchase of sewing equipment.

17. Cash and cash equivalents

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
Cash, BYR	22	136	2	-
Banks, BYR and foreign currencies	10 740	5 051	4 726	1 972
Short-term bank deposits, BYR and foreign currencies	15 998	9 303	15 998	9 304
	26 760	**14 490**	**20 726**	**11 276**

18. Shareholders' equity

As of 31 December 2006 and 31 December 2005 total authorized, issued and fully paid share capital of the Company consisted of 12,320 shares (as of 31 December 2006, 12,320 were ordinary shares; as of 31 December 2005, 11,088 ordinary were shares and 1,232 – preference shares).

Based on a shareholders' decisions of 7 February 2006 and 17 March 2005, the par value of each share was increased by means of capitalization of reserves made under statutory legislation in the amount of BYR 2 667 million and BYR 10 472 million respectively.

As of 31 December 2006 and 31 December 2005 the par value of each share was BYR 1 216 500 (at historical cost) and BYR 1 000 000 (at historical cost), respectively.

Each ordinary share carries one vote. Dividends paid to shareholders are proposed by management based on profit recorded in accordance with the accounting and reporting regulations of the Republic of Belarus. The Company declares dividends quarterly. Interim (quarterly) dividends are declared and approved at the meeting of Supervisory Board. Final (annual) dividends are declared and approved at the annual Shareholders' meeting.

The translation reserve represents exchange rate differences arising on translation of foreign operations' balance sheet items presented in the functional currency of foreign operations to the presentation currency.

The revaluation reserve relates to revaluation movements of available-for-sale investments at fair value.

In 2006 the Parent sold treasury shares at the nominal value with the total proceeds of BYR 111 million to Silvano Investment Group AS.

After the balance sheet date the following dividends were proposed by the directors. The dividends have not been provided for and there are no income tax consequences:

in millions of BYR	**2006**	**2005**
Final dividends proposed	308	519

As of 31 December 2006 and 31 December 2005, the share capital of the Parent was owned by the following shareholders:

	2006	**2005**
Silvano Investment Group AS	62.53%	-
Private individuals	36.15%	65.29%
Iluna group SPA, Italy	1.31%	21.32%
Belarusbank	0.01%	0.01%
European Bank for Reconstruction and Development	-	12.68%
Treasury shares	-	0.70%
	100%	**100%**

19. Interest-bearing borrowings

Finance lease obligations, Parent and Group

in millions of BYR	**Minimum lease payments 31 December 2006**	**Present value of minimum lease payments 31 December 2006**	**Minimum lease payments 31 December 2005**	**Present value of minimum lease payments 31 December 2005**
Amounts payable under finance leases				
Within one year	1 597	1 290	800	649
Second to fifth years inclusive	1 908	1 627	1 603	1 285
Less: future finance charges	(588)	-	(469)	-
Present value of lease obligations	**2 917**	**2 917**	**1 934**	**1 934**
Less: amount due for settlement within 12 months		(1 290)		(649)
Amount due for settlement after 12 months		**1 627**		**1 285**

The Parent leases certain equipment under finance leases agreements. The lease terms are from 36 to 60 months. Interest rates are not fixed and the risk of floating interest rates stays with the Parent. All leases have fixed repayment schedules and no arrangements are stipulated for contingent rental payments. All lease obligations are denominated in foreign currencies and comprise of US dollars 109 803 (31 December 2005: 231 925) and EUR 952 152 (31 December 2005: 563 430). The fair value of the Parent's lease obligations approximates their carrying amount. The lease obligations are secured by finished goods.

Credit line, Parent and Group

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Short term credit line from OJSC Belvnesheconombank	78	-	-	-
	78	**-**	**-**	**-**

The credit line agreement with OJSC Belvnesheconombank commenced on 25 December 2004. As at 31 December 2006 the credit line amounts to BYR 78 million. The credit line is due for repayment on 24 December 2007 and carries an annual interest rate of 13%.

Total Interest-bearing borrowings, Parent and Group

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Long term				
Finance lease obligations	1 627	1 285	1 627	1 285
	1 627	**1 285**	**1 627**	**1 285**
Short term				
Finance lease obligations	1 290	649	1 290	649
Credit line	78	-	-	-
	1 368	**649**	**1 290**	**649**
Total interest-bearing borrowings	**2 995**	**1 934**	**2 917**	**1 934**

20. Trade accounts payable

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
Trade payables to third parties	9 289	4 965	8 218	4 428
Trade payables to related parties	-	2 226	-	2 226
	9 289	**7 191**	**8 218**	**6 654**

Payables denominated in currencies other than the functional currency of the Parent in the Parent's financial statements as of 31 December 2006 comprise EUR 2 690 808 and RUR 2 942 063 (31 December 2005: EUR 2 423 067, RUR 2 023 896, USD 22 699, and UAH 776).

21. Other accounts payable

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
Payroll payable	604	577	508	506
Taxes payable	2 645	1 960	1 288	1 035
Trade advances received	105	82	75	69
Accrued expenses	141	98	141	98
Other payables	113	139	10	7
	3 608	**2 856**	**2 022**	**1 715**

22. Provisions, Group

in millions of BYR	**Provision for unused vacations**	**Provision for bonuses**	**Total**
Balance at 31 December 2005	**702**	**1 500**	**2 202**
Provisions made in the period	134	1 761	1 895
Provisions used in the period	-	(1 500)	(1 500)
Balance at 31 December 2006	**836**	**1 761**	**2 597**

Provisions, Parent

in millions of BYR	**Provision for unused vacations**	**Provision for bonuses**	**Total**
Balance at 31 December 2005	**702**	**1 500**	**2 202**
Provisions made in the period	134	1 626	1 760
Provisions used in the period	-	(1 500)	(1 500)
Balance at 31 December 2006	**836**	**1 626**	**2 462**

Provision for unused vacations is calculated in accordance with the number of vacation days unused as at reporting date and the average remuneration during the reporting year.

Provision for bonuses is calculated in the amount of annual bonus approved by shareholders.

23. Related parties

Related parties, as defined by IAS 24 "Related Party Disclosures", are those counter parties that represent:

(a) Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company or its subsidiaries. This includes holding companies, subsidiaries and fellow subsidiaries;

(b) Associates - enterprises in which the Company or its subsidiaries have significant influence and which are neither subsidiaries nor joint ventures of the investor;

(c) Individuals owning, directly or indirectly, an interest in the voting power of the Company or its subsidiaries that gives them significant influence over the Company or its subsidiaries;

(d) Key management personnel, that is, those persons having authority and responsibility for planning, directing and controlling the activities of the Company or its subsidiaries, including directors and officers of the Company or its subsidiaries and close members of the families of such individuals; and

(e) Enterprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (c) or (d) or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the Company or its subsidiaries and enterprises that have a member of key management in common with the Company or its subsidiaries.

Included in the consolidated balance sheet as of 31 December 2006 and 31 December 2005 are the following transactions outstanding with related parties:

Trade accounts receivable from related parties

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
JV Milavitsa Trading Company Ltd, Minsk, Belarus	-	-	4 136	4 584
CJST Metropolitan Trade Company Milavitsa, Moscow, Russian Federation	-	-	11 951	10 394
CJSC Trade house Milavitsa, Moscow, Russian Federation	2 499	2 094	-	-
Trade house Milavitsa Ltd., Novosibirsk, Russian Federation	569	601	-	-
Trade house Milavitsa Ltd., Ufa, Russian Federation	205	142	-	-
CJSC Trade house Milavitsa, Tiumen, Russian Federation	128	61	-	-
Trade house Milavitsa Ltd., Kiev	1 426	966	1 426	966
A/S Lauma Lingerie, Liepaja, Latvia	146	-	146	-
CJSC Linret, Moscow, Russian Federation	4 409	-	-	-
	9 382	**3 864**	**17 659**	**15 944**

Other accounts receivable from related parties

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
JV Milavitsa Trading Company Ltd, Minsk, Belarus	-	-	686	-
CJST Metropolitan Trade Company Milavitsa, Moscow, Russian Federation	-	-	119	-
	-	**-**	**805**	**-**

Trade accounts payable to related parties

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
Iluna group SPA, Italy	-	2 226	-	2 226
	-	**2 226**	**-**	**2 226**

Revenue from sales to related parties

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
JV Milavitsa Trading Company Ltd, Minsk, Belarus	-	-	22 106	14 905
CJST Metropolitan Trade Company Milavitsa, Moscow, Russian Federation	-	-	93 359	55 388
Trade house Milavitsa Ltd., Kiev	10 688	-	10 688	-
CJSC Trade house Milavitsa, Moscow, Russian Federation	13 189	7 284	-	1 917
Trade house Milavitsa Ltd., Novosibirsk, Russian Federation	6 929	6 365	-	1 632
Ural Trade house Milavitsa Ltd., Ufa, Russian Federation	1 855	1 614	-	461
CJSC Trade house Milavitsa, Tiumen, Russian Federation	1 524	1 123	-	274
A/S Lauma Lingerie, Liepaja, Latvia	655	-	655	-
	34 840	**16 386**	**126 808**	**74 577**

Purchases of goods from related parties

in millions of BYR	Consolidated financial statements		Parent company's financial statements	
	2006	**2005**	**2006**	**2005**
Iluna Group SPA, Italy	5 545	9 930	5 545	9 930
CJSC Jimil	-	-	-	82
	5 545	**11 798**	**5 545**	**11 880**

Remuneration of key management

in millions of BYR	**Consolidated financial statements**		**Parent company's financial statements**	
	2006	**2005**	**2006**	**2005**
Salary and bonuses	1 038	850	945	777
Dividends paid	50	49	50	49
	1 088	**899**	**995**	**826**

24. Risk management policies

Management of risk is an essential element of the Group's and Parent's operations. The main risks inherent to the Group's and Parent's operations are those related to credit risk exposures, market movements in interest rates and foreign exchange rates and liquidity. A description of the Group's and Parent's risk management policies in relation to those risks follows.

Credit risk - The Group and Parent are exposed to credit risk which is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Group and Parent structure the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to one customer, or groups of customers.

Currency risk - Currency risk is defined as the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Group and Parent are managing currency risk by assessing the current market situation and holding short term cash deposits with banks.

Interest rate risk - Interest rate risk arises from the possibility that changes in interest rates will affect the value of the financial instruments.

The Group and Parent manage interest rate risks by entering into finance lease agreements with interest rates that do not significantly differ from market rates in currencies that have relatively stable interest rates.

Liquidity risk - Liquidity risk arises in the process of financing the Group's and Parent's activities. It includes the risk of the inability to raise sufficient funding of assets with adequate timing and interest rates as well as the risk that the Group and Parent would be unable to realize assets for adequate price and within appropriate terms.

25. Fair value of financial instruments

Cash and cash equivalents - For these short-term instruments the carrying amount is a reasonable estimate of fair value.

Accounts receivable and loans issued - Carrying value of these financial instruments is a reasonable estimate of fair value due to their short-term nature.

Investments - As fair value of investments cannot be reliably estimated, they are recorded at cost adjusted for hyperinflation, except for investment in securities available-for-sale, which are accounted at cost less impairment loss.

Accounts payable - Carrying value of these financial instruments is a reasonable estimate of fair value due to their short-term nature.

26. Commitments and contingencies

Capital commitments - The Group and Parent had no material commitments for capital expenditures outstanding as of 31 December 2006.

Legal proceedings – As of 31 December 2006 the Group and Parent do not have any contingent liabilities and assets that could arise from involvement in legal proceedings initiated by third parties against the Group and Parent or by the Group and Parent against third parties.

Rental commitments - As of 31 December 2006 the Group and Parent had no material operating lease commitments.

Pensions - Employees receive pension benefits in accordance with the laws and regulations of the Republic of Belarus or the Russian Federation. As of 31 December 2006, the Group and Parent were not liable for any supplementary pensions, post-retirement health care, insurance benefits, or retirement indemnities to its current or former employees.

27. Uncertainties

Economy of the Republic of Belarus - The economy of the Republic of Belarus continues to be affected by high rates of taxation, inflation and significant regulation of economy. Laws and regulations affecting the business environment in the Republic of Belarus are subject to rapid change. The economic stability depends to a large extent on the efficiency of the measures taken by the Government of Belarus and other actions beyond control of the Group and Parent. The recoverability of the Group's and Parent’s assets and the ability of the Group and Parent to maintain or pay their debts as they mature, as well as the future operations of the Group and Parent are heavily dependent on the future direction of the economic policy of the Government of the Republic of Belarus.

The management of the Group and Parent has made its best estimate on the recoverability and classification of recorded assets and completeness of recorded liabilities. However, the uncertainty described above still exists and the Group and Parent may continue to be affected by it.

Legislation - Belarusian commercial legislation and tax legislation in particular may give rise to varying interpretations and amendments, which may be retrospective. In addition, as Management's interpretation of legislation may differ from that of the authorities, transactions may be challenged by the authorities, and as a result the Group and Parent may be assessed with additional taxes, penalties and interest. The Group and Parent believe that the Group and Parent have already made all tax and other payments, and therefore no allowance has been made in the consolidated and stand-alone financial statements for any additional amount that may become payable. Past fiscal years remain open to review by the authorities.

Independent Auditors' Report

To the shareholders of Closed Joint Stock Company Milavitsa

Report on the Unconsolidated and Consolidated Financial Statements

We have audited the accompanying unconsolidated financial statements of Closed Joint Stock Company Milavitsa ("the Company"), which comprise the balance sheet as at 31 December 2006, and the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages F3-1 to F3-29. In addition, we have audited the accompanying consolidated financial statements of Closed Joint Stock Company Milavitsa and subsidiaries ('the Group"), which comprise the consolidated balance sheet as at 31 December 2006, and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages F3-1 to F3-29.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these unconsolidated and consolidated financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these unconsolidated and consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the unconsolidated financial statements give a true and fair view of the unconsolidated financial position of the Company as at 31 December 2006, and of its unconsolidated financial performance and its unconsolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2006, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

KPMG Baltics SIA
22 June 2007
Balasta dambis 1a
Riga LV-1048
Latvia

COMPANY

PTA Grupp AS

(name change to AS Silvano Fashion Group pending)

Akadeemia tee 33, Estonia
tel. +372 6710 700
fax. + 372 6710 709

PRINCIPAL SHAREHOLDER

Alta Capital Partners S.C.A.,

69 route d'Esch, L-1470 Luxembourg

LEAD MANAGER AND BOOKRUNNER

UniCredit CA IB Polska S.A.,

ul. Emilii Plater 53, Warsaw, Poland

CO-MANAGER

AS Suprema Securities,

Tartu mnt. 2, 10145, Tallinn, Estonia

LEGAL ADVISERS

To the Company as to Estonian Law

AS Advokaadibüroo Lepik & Luhaäär LAWIN
Dunkri 7, Tallinn 10123, Estonia.

To the Lead Manager as to Polish law

Weil, Gotshal & Manges - Pawel Rymarz Sp. kom.
ul. Emilii Plater 53, 00-113 Warsaw, Poland

AUDITOR

KPMG Baltics As

Narva mnt 5, 10117 Tallinn, Estonia