







## Key Figures (IFRS) - Issuer Sunborn Finance Oyj

| EUR thousand                     | 1 Jan- 31 Mar<br>2019<br>(3 months) | 1 Nov 2017 -<br>31 Mar 2018<br>(5 months) | 1 Nov 2017 -<br>31 Dec 2018<br>(14 months) |
|----------------------------------|-------------------------------------|---|--|
| Revenue                          | 907                                 | 1 451                                     | 4 136                                      |
| EBITDA                           | 651                                 | 1 197                                     | 3 295                                      |
| Investment property (Spa Hotels) | 63 500                              | 63 500                                    | 63 500                                     |
| Total equity                     | 5 485                               | 8 735                                     | 6 374                                      |
| Bond                             | 48 922                              | 48 596                                    | 48 883                                     |

## Key Figures (FAS)- Operator Sunborn Saga Oy

|                                    | 1 Jan- 31 Mar | 1 Jan- 31 Mar | 1 Jan - 31 Dec |
|------------------------------------|---------------|---------------|----------------|
| EUR thousand                       | 2019          | 2018          | 2018           |
| Revenue                            | 5 110         | 4 926         | 25 672         |
| EBITDA before rent and group admin | 170           | 25            | 4 115          |

## **Executive Director, Hans Niemi**

The year for Sunborn Finance Oyj and underlying operations in Naantali and Ruissalo Spa hotels commenced positively in line with management expectations. Total revenue increased +3.7 % and EBITDA for Q1 increased by 0,15 M euros. The properties have undergone significant renovations in FY 2018 and management is now focused on materializing increased RevPar and profitability and fine tuning of operational departments.

#### General

Sunborn Finance Oy owns Naantali Spa hotel located in Naantali by the Baltic Sea and Ruissalo Spa Hotel located in Turku by the scenic archipelago. Both properties have been leased to hotel operator Sunborn Saga Oy. The hotel operations of the spa hotels are run by management company Sunborn Saga Oy under a lease contract. Naantali Spa Resort has 214 rooms and 40 ancillary time share apartments and Ruissalo Spa Hotel 171 rooms. Both hotels also offer various ancillary facilities and services, such as conference and ball room facilities, spa facilities with treatment rooms and a pool complex with saunas, fully equipped fitness center, rehabilitation facilities, restaurants, bars, cafes and lounges.

Sunborn Finance was established 1 November, 2017 the company's operations consist of acting as a lessor of the spa hotels and also providing property and IT related facility services. Sunborn Finance has four employees.

## Sunborn Finance Oy Financial summary 1 January - 31 March 2019

Sunborn Finance revenue consists of fixed lease income from the operator and other service income. Lease income 1-3/2019 was 0.85 M€. The other services income refers to personnel costs for facility services and is a cost/income neutral line item. Costs were in line with previous year.

The value of the Spa hotels is at Naantali Spa 54 M€ and at Ruissalo Spa 28.5 M€ (1/3 in Sunborn Finance assets) according the valuation reports.



## Sunborn Saga Oy Financial summary 1 January - 31 March 2019

Turnover 1-3/2019 vs 1-3/2018 was 5,1 M€ (4,9 M€), +4% increase.

Room capacity in Naantali Spa was lower in Q1 vs Q1/2018 due to unexpected delays in material supplies and contractors warranty repairs. In January the capacity was 30 rooms lower per day in the respective month in 2018. After the renovations were finished in February and March all kpis showed positive development. In February and March revPAR growth was +4%.

Corporate segment demand continued at a lower level whereas leisure segment started to grow especially in February and March. F&B sales increased in comparison to 2018, whereas treatments and rehabitation sales decreased due to lower demand.

Leisure and corporate room revenue in Ruissalo Spa increased magnificiently, +7% in Q1 2019. Specially FIT leisure clients increased by 15% in comparison to 2018. Growth in rehab and health care segment revenue in Ruissalo was 10%.

OCC-% in Ruissalo increased by 15%. OCC % in Naantali is not comparable due to room renovations.

Eastern period in March and weekends in general were successful in Q1 in both properties, whereas demand on weekdays was lower in whole market area. Unfortunately Naantali did not have total capacity to offer on peek days in January when the demand was higher on Fridays and Saturdays.

#### Refurbishment and renovation

Q1 sales in Naantali Spa as expected was influenced by the room renovations impacting on the amount of total visitors and capacity. Due to delays and problems in material supplies the renovations program was behind schedule and works continued in January and in March. A refurbishment of a number of suites will be undertaken during Q2 2019. Renovations will also continue in 2019 in the public areas eg. in the lobby, but these projects are expected to have little impact in room sales and revenue. Feedback concerning the renovated rooms has been excellent and customer satisfaction figures and NPS score have increased significantly. Management expects and has budgeted for increases in ADR and revenue for 2019 as a result of the completed works.

The work for the new strategy of the company for 2019-2021 was finalized in Q1 and launched to supervisors in March. Implementation to whole personnel will take place in Q2. Sunborn Saga focuses on improving customer experience in form of new products and better service. Strategic growth organically is one of the key targets. Naantali Spa seeks growth by increasing the number of foreign visitors especially from Scandinavia, Russia and Asia and by attracting more corporate clients, whereas Ruissalo Spa will increase business in the rehabilitation segment. The long-term continued success of the company is enabled by committed employees. The financial target is to reach a higher than five per cent annual average organic net sales growth and comparable EBIT of higher than 10 per cent of net sales.

## Notable events during and after the end of the reporting period

The issuer completed the listing of the Senior Secured Floating Rate Bond to Nasdaq Helsinki on 8 February, 2019.

### **Business environment**



No notable changes in the business environment.

Issuer is a SPV with no other purpose than owning the Naantali and Ruissalo spa hotel properties. The hotels are leased out to Sunborn Saga Oy through a lease agreement. Sunborn Saga Oy pays Sunborn Finance Oy a fixed sum of 281 600 € per month in lease.

Guest satisfaction continues to be good in Naantali reflected by Booking.com rating of 8.0/10, Hotels.com rating of 8.2/10, Expedia.com 4.1/5 and in Ruissalo by Booking.com rating of 7.8/10, Hotels.com rating of 7.8/10, Expedia.com 3.7/5.

## **Estimated future development**

The company estimates that its financial performance and debt service capacity will remain stable.

#### Short-term risks and uncertainties

The Company's financial risks related to business are market risk (including interest rate risk), credit risk, liquidity risk and refinancing risk. Floating interest rate risk has not been hedged.

Financial risk management carried out by the management of the Company aims to protect the Company against unfavorable developments in the financial markets and ensure the performance. The management review financial risks on regular basis to manage financial risk position and decide on necessary actions.



Sunborn Finance Oyj INTERIM REPORT 1 January - 31 March 2019



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## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (IFRS)

| EUR thousand                                 | Note | 1 Jan - 31 Mar<br>2019 | 1 Nov 2017 -<br>31 Mar 2018 | 1 Nov 2017 -<br>31 Dec 2018 |
|--|------|------------------------|-----------------------------|-----------------------------|
| Revenue                                      | 3    | 907                    | 1 451                       | 4 136                       |
| Changes in fair value of investment property | 4    | -1 101                 | -                           | -2909                       |
| Personnel expenses Operating expenses        |      | -60<br>-195            | -76<br>-177                 | -319<br>-523                |
| Operating profit                             |      | -450                   | 1 197                       | 386                         |
| Interest expenses on borrowings              |      | -662                   | -2 408                      | -4 548                      |
| Profit before taxes                          |      | -1 111                 | -1 211                      | -4 162                      |
| Change in deferred tax                       |      | 222                    | 242                         | 832                         |
| Result for the period                        |      | -889                   | -969                        | -3 330                      |

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



## CONSOLIDATED BALANCE SHEET (IFRS)

| EUR thousand                             | Note | 31 Mar 2019 | 31 Mar 2018 | 31 Dec 2018 |
|--|------|-------------|-------------|-------------|
| Aggeta                                   |      |             |             |             |
| Assets                                   |      |             |             |             |
| Non-current assets                       |      |             |             |             |
| Investment property                      | 4    | 63 500      | 63 500      | 63 500      |
| Total non-current assets                 |      | 63 500      | 63 500      | 63 500      |
|  |      |             |             |             |
| Current assets                           |      |             |             |             |
| Receivables from related parties         | 6    | 289         | 29          | 25          |
| Other receivables                        |      | -           | 1 404       | 497         |
| Cash and cash equivalents                |      | 1 405       | 3 835       | 2 110       |
| Total current assets                     |      | 1 694       | 5 268       | 2 631       |
| T 4 1                                    |      | CF 104      | (0.7(0      | (( 121      |
| Total assets                             |      | 65 194      | 68 768      | 66 131      |
|  |      |             |             |             |
| EUR thousand                             | Note | 31 Mar 2019 | 31 Mar 2018 | 31 Dec 2018 |
|  |      |             |             |             |
| Equity and liabilities                   |      |             |             |             |
| Share capital                            |      | 80          | 3           | 3           |
| Reserve for invested unrestricted equity |      | 6 638       | 6 716       | 6 716       |
| Retained earnings                        |      | -1 233      | 2 017       | -344        |
| Total equity                             |      | 5 485       | 8 735       | 6 374       |
|  |      |             |             |             |
| Liabilities                              |      |             |             |             |
| Non-current liabilities                  |      |             |             |             |
| Borrowings                               | 5    | 48 922      | 48 596      | 48 883      |
| Lease liabilities                        | 2,4  | 643         | -           | -           |
| Deferred income tax liabilities          | _, . | 9 357       | 10 169      | 9 579       |
| Total non-current liabilities            |      | 58 920      | 58 765      | 58 462      |
|  |      |             |             |             |
| Current liabilities                      |      |             |             |             |
| Lease liabilities                        | 2, 4 | 17          | -           | -           |
| Trade and other payables                 |      | 307         | 844         | 118         |
| Payables to related parties              | 6    | 22          | -           | 730         |
| Accrued expenses                         |      | 442         | 424         | 447         |
| Total current liabilities                |      | 789         | 1 268       | 1 295       |
| Total liabilities                        |      | 59 709      | 60 033      | 59 757      |
| 1 our navinues                           |      | 37 107      | 00 033      | 39 131      |
| Total equity and liabilities             |      | 65 194      | 68 768      | 66 131      |
|  |      |             |             |             |

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



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (IFRS)

|                        | Reserve for |                     |          |        |
|------------------------|-------------|---------------------|----------|--------|
|                        | Share       | invested            | Retained | Total  |
| EUR thousand           | capital     | unrestricted equity | earnings | equity |
| Equity at 1 Nov, 2017  | 3           | 6 716               | 2 986    | 9 704  |
| Result for the period  | 0           | 0                   | -969     | -969   |
| Equity at 31 Mar, 2018 | 3           | 6 716               | 2 017    | 8 735  |
| Equity at 1 Apr, 2018  | 3           | 6 716               | 2 017    | 8 735  |
| Result for the period  | 0           | 0                   | -2 361   | -2 361 |
| Equity at 31 Dec, 2018 | 3           | 6 716               | -344     | 6 374  |
| Equity at 1 Jan, 2019  | 3           | 6 716               | -344     | 6 374  |
| Result for the period  | 78          | -78                 | -889     | -889   |
| Equity at 31 Mar, 2019 | 80          | 6 639               | -1 234   | 5 485  |



## CONSOLIDATED STATEMENT OF CASH FLOWS (IFRS)

| EUR thousand  | Note | 1 Jan -<br>31 March 2019 | 1 Nov 2017 -<br>31 March 2018 | 1 Nov 2017 -<br>31 Dec 2018 |
|---|------|--------------------------|-------------------------------|-----------------------------|
| Cash flows from operating activities                  |      |                          |                               |                             |
| Result before tax                                     |      | -1 111                   | -1 211                        | -4 162                      |
| Adjustments for                                       |      |                          |                               |                             |
| Change in fair value of investment property           | 4    | 1 101                    | 0                             | 2 909                       |
| Interest expenses on borrowings                       |      | 662                      | 2 408                         | 4 548                       |
| Change of working capital                             |      |                          |                               |                             |
| Change in trade and other receivables                 |      | 233                      | -832                          | 79                          |
| Change in trade and other payables                    |      | -504                     | -4                            | 11                          |
| Net cash flows from operating activities              |      | 380                      | 362                           | 3 384                       |
| Cash used in investing activities Capital Expenditure | 4    | -451                     | 0                             | -2 909                      |
| Net cash flows used in investing activities           |      | -451                     | 0                             | -2 909                      |
| Cash flows from financing activities                  |      |                          |                               |                             |
| Proceeds from borrowings                              |      | -                        | 50 000                        | 50 000                      |
| Repayment of borrowings from parent company           |      | -                        | -44 028                       | -44 028                     |
| Transaction costs paid                                |      | -                        | -2 648                        | -2 648                      |
| Interest paid   |      | -633                     | -1 179                        | -3 018                      |
| Net cash flows from financing activities              |      | -633                     | 2 146                         | 306                         |
| Cash and cash equivalents at the beginning of period  |      | 2 110                    | 1 328                         | 1 328                       |
| Change in cash and cash equivalents                   |      | -705                     | 2 507                         | 782                         |
| Cash and cash equivalents at the end of period        |      | 1 405                    | 3 835                         | 2 110                       |
|   |      |                          |                               |                             |



#### NOTES TO THE FINANCIAL STATEMENTS (IFRS)

#### 1. General information

Sunborn Finance Oyj is a public limited liability company ("the Company") incorporated in Finland. The registered address of Sunborn Finance Oyj is Juhana Herttuan puistokatu 23, Turku, Finland. Sunborn Finance Oyj was established on November 1, 2017 through a partial demerger of Sunborn Oy. Sunborn Finance owns spa hotel "Naantali Spa" and approximately 30% of the "Ruissalo Spa" (together "hotels") properties located in south west Finland. Naantali Spa has 218 and Ruissalo Spa 171 hotel rooms with several event rooms, restaurants, bars, café's and lounges, spa facilities, pools and fitness centre. The Company was established for purpose of owning the hotels. The hotel operations of the spa hotels Naantali Spa and Ruissalo Spa, (together "Spa hotels"), are operated by Sunborn Saga Oy ("Sunborn Saga"), a subsidiary of Sunborn Oy, in accordance with a lease contract between Sunborn Finance and Sunborn Saga. Sunborn Finance provides also property management and IT support services and has four employees. Two of these employees were transferred to the Company in connection with the partial demerger and two were transferred from Sunborn Saga at the beginning of the year 2018.

Sunborn Finance is wholly owned by Pekka Niemi, Ritva Niemi, Hans Niemi and Jari Niemi (together, the "Niemi Family"). The Niemi Family also controls the Sunborn Group, Sunborn Oy being the parent company of the Group. Sunborn Group's focus is on the development of luxury spa and yacht hotels, restaurants and other high-quality property in the hospitality sector. Sunborn Group currently has operations in Finland, Denmark, UK, Germany, Spain, Malaysia and Gibraltar, and operates under several individual brands. Sunborn Saga's operations consist of hotel, spa and restaurant operations in the Spa hotels and in other restaurants.

As at 27 December 2018 Sunborn Finance Oy acquired dormant subsidiary for administrative purposes thus became the parent company of the group.

The financial information presented in interim financial statements for the 3-month period ended March 31, 2019 and 5-month period ended March 31, 2018 are based on actual figures of Sunborn Finance Oyj ("the Company") as an independent company after the consummation of the demerger as at November 1, 2017.

These interim financial statements are unaudited.

## 2. Summary of significant accounting policies

## **Basis of preparation**

This condensed interim financial report for three months ended March 31, 2019 have been prepared in accordance with International Financial Reporting Standards (IFRS) and IAS 34 *interim Financial Reporting*, as adopted by the European Union.

The condensed interim year financial report does not include all the information and notes that are presented in the annual financial statements.

The accounting policies and measurement principles remain unchanged in comparison with as has been presented in Note 2 in the Annual Report 2018, except for the adoption of IFRS 16 Leases as set out below.

The financial statements are presented in thousands of euros unless otherwise stated. All figures presented have been rounded and consequently the sum of individual figures may deviate from the presented sum figure.



#### **IFRS 16 Leases**

On January 1, 2019, Sunborn Finance Oyj adopted IFRS 16, "Leases". The Company applied the modified retrospective approach and did not restate comparative figures for prior periods. IFRS 16 defines the recognition, measurement, presentation and disclosure requirements on leases.

The standard introduces a single lessee accounting model requiring lessees to recognize assets and liabilities for all leases, unless the lease term is 12 months or less, or the underlying asset has a low value.

Lessor accounting remains largely unchanged from IAS 17.

## **Sunborn Finance as Lessor**

Currently, the Group leases the Naantali Spa and Ruissalo Spa hotels to Sunborn Saga, which is a related party of the Group. The management has assessed that the adoption of IFRS 16 will not have material impact on lessor accounting, the contracts will continue to be accounted for as operating lease.

#### **Sunborn Finance as Lessee**

The Group only has lease contracts related to land and water areas from the city of Naantali which are impacted by the adoption of IFRS 16. The leases of land and water area will end in 2055 and 2035 respectively. On adoption of IFRS 16, the Company recognised a lease liability in relation to these leases.

These liabilities are measured initially at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. Due to the similar characteristics of these two leases, the Group used a single discount rate of 6,34 % to discount the future cash flows, based on management estimation. The associated right of use asset is presented as investment property and is at 1 January 2019 initially recognised at the amount equal to the lease liability. Subsequently, the right of use assets are measured at fair value in accordance with the Group's accounting policy for investment property.

A reconciliation between operating lease commitments as at 31 Dec 2018 and opening balance of lease liabilities is provided as below:

|   | 2019         |
|---|--------------|
|   | EUR thousand |
| Operating lease commitments disclosed as at 31 December 2018  | 649          |
| Discounted using the incremental borrowing rate at 1 Jan 2019 | 649          |
| Lease liability recognised as at 1 Jan 2019 of which are:     | 649          |
| Non-current lease liabilities                                 | 643          |
| Current lease liabilities                                     | 6            |

## 3. Critical accounting estimates and management judgement

Preparation of the financial statements in compliance with IFRS requires making estimates and assumptions. Application of accounting policies requires making judgements. The estimates and underlying assumptions are reviewed on an ongoing basis. The estimates, assumptions and judgements are based on historical experience and various other factors, including projections of future events, which are believed to be reasonable under current circumstances.

## Fair value measurement of the Spa hotels

The Company applies fair value model to its investment property as explained in the accounting policies. The fair value of the Spa hotels is determined by a professional external valuator. The fair value is measured under income



approach and reflects, among other things, rental income from current leases and other assumptions market participants would make when pricing the property under current market conditions.

In making the valuations, the investment property is considered in its highest and best use. The fair value of the new part of the Ruissalo Spa is based on the fair value of the property as a whole and has been separated from the total fair value of the Ruissalo Spa based on management estimation which is based on the relative surface areas of the new part and the old part. The management estimation has also been supported by independent valuator.

Fair valuations are divided to levels 1-3 in fair value hierarchy depending on to what extent the value is based on observable inputs. Fair values of the group's investment property are classified in level 3, because the inputs in the valuation models are based on unobservable information. There have not been any changes in the inputs or the relevant market during the periods presented. Accordingly, there have not been any material changes to the fair values of the spa hotels.

Main inputs in the fair valuation model are:

| Input             | Value 31 Dec 2018  |                    | Value 31 Oct 2017  |                    |
|-------------------|--------------------|--------------------|--------------------|--------------------|
|                   | Naantali           | Ruissalo           | Naantali           | Ruissalo           |
| Fair value (mEUR) | 54.0               | 9.5                | 54.0               | 9.5                |
| Yield             | 7.4 %              | 8.1 %              | 7.5 %              | 8 %                |
| Net yearly income | EUR 3.9<br>million | EUR 2.3<br>million | EUR 3.9<br>million | EUR 2.3<br>million |

Based on the valuation report provided by the third party valuator, if the net yearly income for Ruissalo Spa is changed between 2.1 - 2.4 million EUR and the yield -/+ 0,5 percentage points, the value of the new part of Ruissalo Spa would vary between EUR 8.1 million – 10.7 million.

Based on the valuation report provided by the third party valuator, if the net yearly income for Naantali Spa is changed between 3.5 - 4.3 million EUR and the yield -/+ 0.25 percentage points, the value of the properties would vary between EUR 45.3 million – 59.9 million.

#### 4. Revenue

The Company's revenue consists mainly of rental income from its related party Sunborn Saga. In addition, the Company derives service revenue from property management and IT support services.

| EUR thousand   | 1 Jan - 31<br>Mar 2019 | 1 Nov 2017 –<br>31 Mar 2018 | 1 Nov 2017 –<br>31 Dec 2018 |
|--|------------------------|-----------------------------|-----------------------------|
| Rental income from operating leases with related party | 845                    | 1 391                       | 3 894                       |
| Service income from related parties                    | 62                     | 60                          | 242                         |
|  | 907                    | 1 451                       | 4 136                       |



## 5. Investment property

The Company presents the Spa hotels as investment property and measures them using the fair value model. The valuation has been prepared by an independent and recognized professional valuator. Based on the valuation report, fair value of the spa hotels is approximately EUR 63.5 million. The fair value measurement is based on non-observable inputs and accordingly, is classified in Level 3 in the fair value hierarchy. The most significant assumptions used in the calculations have not been changed.

| EUR thousand                   | Spa hotels |
|--------------------------------|------------|
| Fair value at November 1, 2017 | 63 500     |
| Fair Value at March 31, 2018   | 63 500     |

| EUR thousand                  | Spa hotels |
|-------------------------------|------------|
| Fair value at January 1, 2019 | 63 500     |
| Impact of IFRS 16             | 649        |
| Additions                     | 451        |
| Changes in Fair Value         | -1 100     |
| Fair Value at March 31, 2019  | 63 500     |

The Spa hotels have had an ongoing major renovation since before the Company's establishment on 1 November 2017. The renovations will continue in year 2019.

## 6. Borrowings

| EUR thousand        | 31 Mar 2019 | 31 Mar 2018 | 31 Dec 2018 |
|---------------------|-------------|-------------|-------------|
| Senior secured bond | 48 922      | 48 596      | 48 883      |
| Total               | 48 922      | 48 596      | 48 883      |

As at February 9, 2018 the Company issued senior secured bonds ("the bonds") with nominal amount of EUR 50 million (less transaction costs of EUR 1.3 million) to certain qualified institutional investors mainly to refinance the existing debt. The remaining proceeds are used for the capital expenditure purposes.

The bonds are denominated in euros and mature on 9 February 2023. The bonds shall be fully redeemed on maturity date at nominal amount. The Company has the right to early repayment also. The contractual interest is 4.85 % plus 3-month Euribor. The effective interest rate is 5.41 %.

Before the issuance of the bonds the Company had short term bridge financing, which had contractual interest consisting of cash interest 7.0 % plus 3-month Euribor (min 1.0 %) and capitalised interest 3.5 %. The facility, together with the capitalised interest, was repaid when bond was issued.

Fair value of the borrowings approximates the carrying amounts as the bonds.

## Collaterals and guarantees given

The bonds are secured by a 1st lien mortgage in the Spa hotels. Moreover, the Company has pledged all cash flows generated by the lease agreement on the Spa hotels, as well as the lease receivables. Insurance proceeds are also assigned to bond holders. The normal bank accounts of the Company have been pledged to secure the bond repayments, however they can be used by the Company in the ordinary course of business if no event of default occurs. The bond agreement sets some restrictions on the activities of the Company.



The Company's obligations of the bonds are secured with an on demand guarantees from Sunborn Saga and Sunborn Oy. Sunborn Oy's guarantee is limited to an amount corresponding the dividend or other contribution paid by Sunborn Saga to Sunborn Oy. Furthermore Sunborn Saga's and Sunborn Oy's guarantee is limited in the mandatory provisions of the Finnish Companies Act.

The bonds are also secured by a 1st lien floating charge (in Finnish: yrityskiinnitys) registered on the Company's and Sunborn Saga's movable assets in accordance with the Floating Charge Act. Sunborn Saga's cash flows, as well as its bank accounts have been pledged and insurance proceeds are assigned to bond holders as security of the bonds.

Moreover, Niemi Family has pledged its shares in the Company and Sunborn Oy has pledged its shares in Sunborn Saga to secure the repayment of the bonds. Pekka and Ritva Niemi have pledged all the existing and future lease receivables which they have from Sunborn Saga Oy.

The bond terms include an asset cover ratio covenant, which requires the Company to maintain the asset cover ratio of minimum 130.0 %. The covenant is calculated based on the market value of the Spa hotels calculated by approved valuator appointed by the Company and approved by the bond trustee, divided by financial net indebtedness of the Company.

The bond terms include also a cash requirement covenant, which requires the Company to maintain the cash minimum of upcoming 3 months interest payment. The bond terms include an interest cover ratio covenant, which requires the Company to generate EBITDA minimum of 1.1 times the interest and a lease payment coverage covenant, which requires Sunborn Saga to generate EBITDA (before lease and internal management fees) minimum of 1.0 times the lease payment. The covenants are tested on a quarterly basis.

## 7. Transactions with related parties

The Company is owned by Niemi Family. Company's related parties are entities under the common control of Niemi Family, the board of directors and key management of the Company, together with their close family members, and companies controlled by these individuals. Sunborn Group is controlled by Niemi Family.

The following table summarises the Company's transactions and outstanding balances with related parties during or at the end of the years presented:

|                       | 1 Jan - 31 Mar 201  | 31 Mar 2019 | 31 Mar 2019 |         |
|-----------------------|---------------------|-------------|-------------|---------|
|                       | Rental income from  | Service     |             |         |
| EUR thousand          | the operating lease | income      | Receivable  | Payable |
| Sunborn Saga Oy       | 845                 | 20          | 265         | 22      |
| Other related parties | -                   | 42          | 24          | 0       |
| Total                 | 845                 | 62          | 289         | 22      |

|                       | 1 Nov 2017 - 31 M   | 31 Mar 2018    | 31 Mar 2018 |         |
|-----------------------|---------------------|----------------|-------------|---------|
| ELID thousand         | Rental income from  | Samiaa inaama  | Receivable  | Dovoblo |
| EUR thousand          | the operating lease | Service income | Receivable  | Payable |
| Sunborn Saga Oy       | 1 391               | 20             | 20          | 0       |
| Other related parties | -                   | 40             | 9           | 0       |
| Total                 | 1 391               | 60             | 29          | 0       |

The rental income of the Company arises from a lease contract related to the Spa hotels. Sunborn Finance has leased the Spa hotels to Sunborn Saga with a long term operative non-cancellable lease contract with a maturity date on



November 1, 2027. A new 10-year lease contract for the Spa hotels was signed between Sunborn Saga and the Company as at November 1, 2017. The rent in the contracts is set at market level.

The Company has paid management fee to Sunborn Oy as presented in the table above.

Sunborn Saga has guaranteed the senior unsecured bonds of the Company. Detailed information on the guarantee is given in note 5. Borrowings.

## 8. Subsequent events

Share capital was increased from reserves of the invested unrestricted equity by EUR 77 500 in January 2019. After this transaction, the Company's share capital amounts to EUR 80 thousand.

The Company completed the listing of the Senior Secured Floating Rate Bond to Nasdaq Helsinki on 8th February, 2019.



Appendix 1 SUNBORN SAGA (FAS)

Sunborn Saga Oy INTERIM REPORT 1 January - 31 March 2019 (FAS)

Sunborn Saga's interim financial report has been prepared in accordance with the Finnish Accounting Standards (Finnish Accounting Act and Ordinance and related instructions and statements issued by the Accounting Board operating under the auspices of the Ministry of Economic Affairs and Employment). For the purposes of this interim financial information profit and loss statement, balance sheet and cash flow statement of Sunborn Saga have been presented as required by the terms of the bond issued by Sunborn Finance. Sunborn Saga is the guarantor of the bond.



# SUNBORN SAGA OY INCOME STATEMENT, EUR

| , -   | 1.131.<br>3 mo                 |  | 1.131.<br>3 mo                  |                                     | 1.131.12<br>12 moi                |  |
|---|--------------------------------|--|---------------------------------|-------------------------------------|-----------------------------------|--|
| TURNOVER  |                                | 5 109 852  |                                 | 4 926 575                           |                                   | 25 672 227   |
| Other income from business operations   |                                | 56 842   |                                 | 30 950                              |                                   | 316 723  |
| Materials and services Purchases during the financial period Change in inventories External services              | 700 287<br>42 426<br>339 540   | 1 082 253  | 694 425<br>57 975<br>369 831    | 1 122 232                           | 3 661 644<br>99 776<br>2 957 188  | 6 718 608  |
| Personnel expenses Wages and salaries Mandatory pension costs Other social security costs                         | 1 690 619<br>238 656<br>68 183 | 1 997 458  | 1 486 782<br>462 979<br>137 141 | 2 086 901                           | 6 536 359<br>1 081 097<br>237 307 | 7 854 764  |
| Other operating charges Rents paid to Sunborn Finance Oy Administrative expenses paid to Sunborn Oy EBITDA        | :                              | 1 917 425<br>834 456<br>167 636<br>=================================== | =                               | 1 722 986<br>834 456<br>164 834<br> | =                                 | 7 300 971<br>3 337 824<br>659 336<br>========<br>117 447 |
| Depreciation Depreciation according to the plan   |                                | 160 902  |                                 | 176 525                             |                                   | 706 100  |
| Financial income and expenses<br>Interest income and financial income<br>Interest expenses and financial expenses | 39<br>-542                     | -502<br>======   | 39<br>-102                      | -63 <b>*</b>                        | 351<br>-1 521                     | -1 170<br>======   |
| RESULT BEFORE ADJUSTMENT ITEMS AND TAXES  |                                | -993 938   | -                               | -1 150 472                          | -                                 | -589 823   |
| Adjustment items Group contribution received(+) / paid(-)   |                                | 0  |                                 | 0                                   |                                   | 655 000  |
| Income taxes  |                                | -2 224   |                                 | -2 569                              |                                   | -1 066   |
| RESULT FOR THE PERIOD   | :                              | -996 162   | =                               | -1 153 041                          | =                                 | 64 111   |



| TOTAL LIABILITIES   |                      | 8 925 140 |                        | 10 665 836 |                        | 10 147 532 |
|---|----------------------|-----------|------------------------|------------|------------------------|------------|
|   | 1 101 770            |           | 1 200 204              |            | 1 000 012              |            |
| Accrued liabilities and deferred income                   | 59 096<br>1 161 476  | 4 504 518 | 327 497<br>1 239 294   | 6 706 179  | 1 335 612              | 5 385 650  |
| Short-term accounts payable Other liabilities             | 1 479 118<br>59 096  |           | 2 747 634<br>327 497   |            | 631 409                |            |
| Short-term accounts payable                               | 1 539 068            |           | 2 391 754<br>2 747 634 |            | 1 912 140<br>1 085 129 |            |
| Debt to group companies                                   | 265 760<br>1 539 068 |           | 0<br>2 301 754         |            | 421 360                |            |
| Current liabilities                                       | 26F 760              |           | 0                      |            | 424.260                |            |
| Other liabilities   | 4 721 471            | 5 221 471 | 4 859 497              | 4 981 497  | 4 566 569              | 4 566 569  |
| Debt to group companies                                   | 500 000              | 5 004 171 | 122 000                | 4.004.40=  | 0                      | 4 500 505  |
| Non-current liabilities                                   | <b>EOC</b> 222       |           | 400 00-                |            | _                      |            |
| LIABILITIES   |                      |           |                        |            |                        |            |
| LIABULTEO   |                      |           |                        |            |                        |            |
| Profit for the period                                     | -996 162             | -800 849  | -1 153 041             | -1 021 840 | 64 111                 | 195 313    |
| Retained earnings   | 92 790               |           | 28 679                 |            | 28 679                 |            |
| Reserve for invested non-restricted equity                | 100 000              |           | 100 000                |            | 100 000                |            |
| Share capital   | 2 523                |           | 2 523                  |            | 2 523                  |            |
| SHAREHOLDERS' EQUITY                                      |                      |           |                        |            |                        |            |
|   |                      |           |                        |            |                        |            |
| LIABILITIES   | 31.03.               | .2019     | 31.03.                 | 2018       | 31.12                  | .2018      |
| TOTAL ASSETS  |                      | 8 925 140 |                        | 10 665 836 |                        | 10 147 532 |
| TOTAL ADDITO  |                      | 0.005.440 |                        | 40.005.005 |                        | 40 447 700 |
| Cash and bank receivables                                 |                      | 250 242   |                        | 170 438    |                        | 553 875    |
| Prepaid expenses and accrued income                       | 126 206              | 1 316 457 | 60 485                 | 2 400 147  | 397 819                | 2 076 388  |
| Other receivables   | 48 296               |           | 101 045                |            | 89 079                 |            |
| Receivables from group companies  Accounts receivable     | 1 077 063            |           | 2 026 050              |            | 1 498 213              |            |
|   | 64 893               |           | 212 567                |            | 91 276                 |            |
| Other receivables Current receivables                     | 0                    | 4 852 380 | 10 000                 | 3 922 034  | 0                      | 4 804 685  |
| Receivables from group companies                          | 4 852 380            | 4.050.000 | 3 912 034              | 0.000.55   | 4 804 685              | 4.004.555  |
| Non-current receivables                                   |                      |           |                        |            |                        |            |
| Receivables   |                      |           |                        |            |                        |            |
| Goods   | 200 021              | 332 134   | 237 001                | 430 300    | 243 033                | 394 300    |
| Raw materials and supplies Goods                          | 151 507<br>200 627   | 352 134   | 178 679<br>257 681     | 436 360    | 151 525<br>243 035     | 394 560    |
| Inventories   | 154 507              |           | 470.670                |            | 151 505                |            |
| CURRENT ASSETS  |                      |           |                        |            |                        |            |
| Carlor strates and strillar rights of ownership           |                      | 230       |                        | 230        |                        | 230        |
| Investments  Other shares and similar rights of ownership |                      | 290       |                        | 290        |                        | 290        |
| Advance payments  | 0                    | 341 385   | 1 104 194              | 1 401 725  | 0                      | 377 568    |
| Machinery and equipment                                   | 341 385              |           | 297 531                |            | 377 568                |            |
| Tangible assets   | . 000 00.            | . 0.2 202 | _ 0 000                | _ 00 . 0   | . 002 .00              |            |
| Intangible rights Other capitalised long term expenditure | 7 251<br>1 805 001   | 1 812 252 | 11 962<br>2 322 880    | 2 334 842  | 8 010<br>1 932 156     | 1 940 167  |
| Intangible assets   |                      |           |                        |            |                        |            |
| FIXED ASSETS  |                      |           |                        |            |                        |            |
| ASSETS  |                      |           |                        |            |                        |            |
|   | 31.03.               | .2019     | 31.03.                 | 2018       | 31.12                  | .2018      |
| BALANCE SHEET, EUR  | 04.00                | 0040      | 04.00                  | 0040       | 04.40                  | 0040       |
| BALANCE SHEET, EUR  |                      |           |                        |            |                        |            |
| SUNBORN SAGA OY   |                      |           |                        |            |                        |            |
|   |                      |           |                        |            |                        |            |



## SUNBORN SAGA OY CASH FLOW STATEMENT, EUR

|  | 1.131.3.2019 | 1.131.3.2018 | 1.131.12.2018 |
|--|--------------|--------------|---------------|
|  | 3 months     | 3 months     | 12 months     |
| Cash flow from operations                          |              |              |               |
| Profit before adjustment items and taxes           | -993 938     | -1 150 472   | 65 177        |
| Depreciation and amortization                      | 160 902      | 176 525      | 706 100       |
| Income taxes                                       | -2 224       | -2 569       | -1 066        |
| Change in current receivables                      | 759 930      | -429 761     | -106 001      |
| Change in inventories                              | 42 426       | 57 975       | 99 776        |
| Change in current non-interest-bearing liabilities | -881 132     | 1 107 911    | -212 618      |
| Cash flow from operations (A)                      | -914 036     | -240 391     | 551 367       |
| Investing activities                               |              |              |               |
| Change in tangible and intangible assets *         | 3 196        | -295 777     | 593 481       |
| Cash flow from investing activities (B)            | 3 196        | -295 777     | 593 481       |
| Financing activities                               |              |              |               |
| Change in non-current receivables                  | -47 694      | 0            | -882 651      |
| Change in long-term borrowings                     | 654 901      | 276 901      | -138 026      |
| Cash flow from financing activities (C)            | 607 207      | 276 901      | -1 020 678    |
| Change in cash and cash equivalents (A+B+C)        | -303 633     | -259 266     | 124 171       |
| Cash and cash equivalents at beginning of period   | 553 875      | 429 704      | 429 704       |
| Cash and cash equivalents at end of period         | 250 242      | 170 438      | 553 875       |

<sup>\*</sup> Until 2018, capital expenditure in Spa hotels is done by Sunborn Saga, but the investments are transfered to Sunborn Finance.