# Interim Report for 1 January – 30 June 2013



COMPANY ANNOUNCEMENT NO 40/2013 - 28 AUGUST 2013

# Investment in growth reinforces market positions.

Net revenue increased by 3%, and sales volumes increased by 8%. In organic terms, net revenue and sales volumes went up by 7% and 9%, respectively, in H1. As expected, the highest growth was achieved in the malt beverages segment showing double-digit volume and net revenue growth, but also the North East Europe segment saw double-digit volume and net revenue growth in H1. The market shares for Royal Unibrew's branded products were generally increased.

Earnings before interest, tax, depreciation and amortisation (EBITDA) for H1 2013 amounted to DKK 277 million matching, as expected, the 2012 level when EBITDA amounted to DKK 278 million. Earnings before interest and tax (EBIT) for H1 2013 amounted to DKK 225 million – an increase of DKK 9 million from last year, and EBIT margin went up by 20 bp to 12.6%.

Free cash flow for H1 2013 amounted to DKK 206 million, which is DKK 65 million below the H1 2012 figure due to high sales activity at the end of H1 2013. Distribution to shareholders for H1 2013 was DKK 72 million above the 2012 distribution and amounted to DKK 326 million – comprising dividend of DKK 242 million and share buy-backs of DKK 84 million. As a result of the acquisition of the Finnish brewery business Hartwall, which will be included in the Consolidated Financial Statements as of the date of closing, 23 August, Royal Unibrew now expects net revenue of DKK 4,065-4,225 million, EBITDA of DKK 655-720 million and EBIT of DKK 460-525 million for 2013 after estimated transaction costs of DKK 15 million incurred in 2013 but before integration costs. The outlook for 2013 excluding the effect of the Hartwall acquisition remains unchanged, however, the outlook is specified to be at the higher end of the ranges previously announced.

"Our investment in commercial activities has resulted in increased growth and reinforced market positions in markets otherwise affected by generally cold weather and consumer restraint. We thus won additional market shares in most of our markets. Our focus on developing the malt beverage business in existing as well as in emerging markets is progressing as planned, yielding the expected results. In the Danish market our Royal beer continues to reinforce its position with Danish consumers as does Faxe Kondi Booster in the energy drink segment. With the acquisition of the Finnish brewery business Hartwall in early July 2013, we have capitalised on a unique opportunity of reinforcing our market position in the North East European region. The acquisition is fully in line with our overall strategy of focusing on markets in which we can achieve a significant position. I expect the acquisition to strengthen Royal Unibrew's earnings per share before integration costs in 2014", said Henrik Brandt, CEO.

### **HIGHLIGHTS**

- Royal Unibrew has generally increased its market shares for branded beer as well as soft and malt beverages.
- Net revenue for Q2 increased by 6% and for H1 by 3%. Organically (adjusted for the divestment of the Caribbean distribution company in 2012), net revenue for Q2 went up by 10% and for H1 by 7%.
- EBITDA for Q2 amounted to DKK 189 million compared to DKK 192 million in 2012 and for H1 to DKK 277 million compared to DKK 278 million. Organically, EBITDA went up by DKK 2 million in H1 2013.
- Earnings before interest and tax (EBIT) for Q2 increased by DKK 4 million to DKK 164 million and for H1 by DKK 9 million to DKK 225 million. EBIT margin for H1 went up by 20 bp to 12.6%.
- Profit before tax for H1 amounted to DKK 224 million compared to DKK 210 million in 2012.
- Free cash flow for Q2 was DKK 11 million above the 2012 figure and amounted to DKK 236 million. Free cash flow for H1 amounted to DKK 206 million compared to DKK 271 million in 2012.

### **OUTLOOK**

Excluding the effect of the Hartwall acquisition, Royal Unibrew maintains the outlook for 2013, but due to amongst others the good weather at the start of third quarter in North Western Europe the outlook is specified so that net revenue and earnings are expected to be at the higher end of the ranges previously announced. Transaction costs as well as the Hartwall results for the period from the date of closing to 31 December 2013 are expected to affect net revenue by DKK 740-775 million, EBITDA by DKK 80-95 million and EBIT by DKK 10-25 million, after which the outlook for 2013 before integration costs related to Hartwall is as follows:

	Outlook in- cluding Hart- wall 2013*	Outlook Hartwall as of closing*	Outlook 2013 previously an- nounced	Actual 2012 excluding Impec
Net revenue (mDKK)	4,065-4,225	740-775	3,325-3,450	3,330
EBITDA (mDKK)	655-720	80-95	575-625	605
EBIT (mDKK)	460-525	10-25	450-500	480

<sup>\*</sup>Before integration costs but including estimated transaction costs of approx DKK 15 million and amortisation of acquired intangible assets in 2013 of DKK 10 million. For Hartwall it is expected that the full-year net revenue before extraordinary items will amount to approx DKK 2.3 billion, EBITDA to approx DKK 350-370 million, while EBIT is expected to amount to approx DKK 200-220 million.

For further information on this Announcement: Henrik Brandt, CEO, tel +45 56 77 15 13

It will be possible for investors and analysts to follow Royal Unibrew's presentation of the Interim Report on Wednesday, 28 August 2013, at 9.00 am by audiocast at one of the following dial-in numbers:

UK participants dial: + 44 (0) 844 571 8957 Danish participants dial: + 45 327 280 18 US participants dial: + 1 866 682 8490 International number: + 44 (0) 1452 555131.

The presentation may also be followed at Royal Unibrew's website www.royalunibrew.com.

### **INTERIM REPORT** FOR 1 JANUARY - 30 JUNE 2013

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Royal Unibrew produces, markets, sells and distributes quality beverages. We focus on branded products within beer, malt and soft drinks, including soda water, mineral water and fruit juices as well as cider and long drinks (RTD).

Royal Unibrew is as a leading regional player in a number of markets in Western and Eastern Europe and in the international malt beverages markets.

Our main markets comprise primarily Denmark, Finland, Italy and Germany as well as Latvia, Lithuania and Estonia. The international malt beverages markets comprise a number of established markets in the Caribbean and cities in Europe and North America with high concentration of inhabitants from the Caribbean and African areas in which malt beverages are popular, as well as emerging markets in Africa, Central America and South America.

In Denmark we are a leading supplier of beer and soft drinks with a number of strong brands, and in Italy we are among the market leaders in the super premium segment with Ceres Strong Ale.

In Finland Royal Unibrew is a leading beverage player through the acquisition of Hartwall.

In both Latvia and Lithuania, we are among the two leading beverage businesses holding considerable market positions within beer and soft drinks, including fruit juices. Our activities in Estonia are being developed.

In the international malt beverages markets, we are among the market leaders in the premium segment with Vitamalt, Supermalt and Powermalt.

### FINANCIAL HIGHLIGHTS AND KEY RATIOS

		(H1 a:	nd Q2 unaud	dited)	
	1/1 - 30/6 2013	1/1 - 30/6 2012	1/4 - 30/6 2013	1/4 - 30/6 2012	1/1 - 31/12 2012
Sales (thousand hectolitres)	2,939	2,711	1,692	1,551	5,443
Income Statement					
Net revenue	1,793	1,733	1,042	980	3,430
EBITDA	277	278	189	192	611
Earnings before interest and tax (EBIT)	225	216	164	160	485
EBIT margin (%)	12.6	12.4	15.7	16.3	14,1
Income after tax from investments in associates	11	11	12	12	34
Other financials, net	-12	-17	-7	-7	-38
Profit before tax	224	210	170	164	481
Net profit for the period	183	156	142	122	373
Royal Unibrew's share of net profit	183	155	142	121	371
Balance Sheet					
Non-current assets	2,073	2,291	2,073	2,291	1,992
Total assets	3,058	3,101	3,058	3,101	2,848
Equity	1,277	1,224	1,277	1,224	1,348
Net interest-bearing debt	440	623	440	623	321
Net working capital	-158	-230	-158	-230	-179
Cash Flows					
From operating activities	243	314	262	240	497
From investing activities	-36	-43	-26	-15	192
Free cash flow	206	271	236	225	476
Share ratios					
RU's share of earnings per DKK 10 share	18.3	14.5	14.4	11.3	35.6
Cash flow per DKK 10 share	24.1	29.6	25.9	22.6	44.2
Dividend per DKK 10 share	0.0	0.0	0.0	0.0	24.0
Year-end price per DKK 10 share	504.0	371.5	504.0	371.5	492.0
Financial ratios (%)					
Free cash flow as a percentage of net revenue	11	16	23	23	14
Cash conversion	112	174	167	185	128
Equity ratio	42	39	42	39	47

Ratios comprised by the "Recommendations and Financial Ratios 2010" issued by the Danish Society of Financial Analysts have been calculated according to the recommendations.

### **MANAGEMENT'S REVIEW**

### STRATEGY AND MAIN PRIORITIES FOR 2013

Royal Unibrew's overall strategy is detailed in the Annual Report for 2012 and comprises the following main elements:

- Focus on markets and segments in which Royal Unibrew holds or may achieve a considerable position
- Focus on innovation and development of Royal Unibrew's products and local brand positions
- Focus on operational efficiency
- Focus on maintaining Royal Unibrew's financial flexibility, competitive power and scope for strategic manoeuvrability through an appropriate capital structure

Royal Unibrew has acquired the Finnish brewery business Hartwall (see Company Announcements Nos 33/2013 of 11 July 2013 and 38/2013 of 23 August 2013), thus significantly reinforcing its market position in the North East European region and expanding its position as the second-largest brewery group in the Nordic and Baltic countries. The acquisition is part of the achievement of the main elements in Royal Unibrew's overall strategy, including the focus on markets and segments in which Royal Unibrew may achieve a considerable position.

Also as regards the other main elements of the strategy, Royal Unibrew is developing as planned.

### Financial targets and capital structure

Royal Unibrew expects the acquisition of Hartwall to create value for Royal Unibrew's shareholders, even with a continued slight structural decline in the Finnish market due to amongst others changed consumer patterns and increasing indirect taxes. Royal Unibrew sees a number of long-term opportunities for strengthening Hartwall's competitive power, and based on this the acquisition is expected to increase Royal Unibrew's net profit and earnings per share before integration costs already with effect from 2014.

Considering the increased debt resulting from the Hartwall acquisition, the Board of Directors has closed the extraordinary distribution programme and the share buy-back programme initiated in 2013 (see Company Announcements Nos 11/2013 of 7 March 2013 and 20/2013 of 30 April 2013). The programmes were closed on 11 July 2013 (see Company Announcement No 34/2013 of 11 July 2013), and the Board of Directors will also recommend to the Annual General Meeting in 2014 that no ordinary dividends be paid in respect of 2013. Based on the strong cash flows from both its current activities and from Hartwall, Royal Unibrew expects to reduce the debt raised for the acquisition to the effect that the Group can resume distributions in 2015.

The Hartwall acquisition will change one of Royal Unibrew's financial targets: The previous target of a medium-term EBIT margin around 14% is replaced by an EBIT margin target of 13%. Amortisation of acquired intangible assets resulting from the Hartwall acquisition is estimated to affect EBIT margin negatively by 50 bp. Calculated on the basis of pro forma consolidated financial statements and after estimated amortisation derived from the acquisition, Royal Unibrew including Hartwall had an EBIT margin of 11.7% in 2012.

The other capital structure and dividend targets remain unchanged:

- The equity ratio should amount to at least 30%.
- Net interest-bearing debt should not exceed 2.5 times EBITDA.
- The Company should have an ordinary dividend payout ratio of 40–60%, and dividend distributions are expected to resume in 2015 (for the 2014 financial year).
- Share buy-backs will be initiated when it is considered appropriate to optimise the Company's capital structure taking into account the specified targets for equity ratio and debt, earnings for the year, cash flows, dividend policy as well as Royal Unibrew's strategic targets in general. The conditions for share buy-backs are expected to be met in 2015.

### MAIN PRIORITIES FOR 2013

In North Western Europe where Royal Unibrew holds an overall number two market position, the market is approached with a broad beverage portfolio. The development and continued strengthening of the beverage portfolio have high priority as an important parameter in extending cooperation with customers. At the same time, our broad beverage portfolio supports high organisational efficiency. In light of the minor structural decline in the market for Royal Unibrew products, growth through innovation and value management has high priority. Our continuous improvement work continues relentlessly at all organisational levels, supported by, among other things, the "Medarbejdere i Verdensklasse" (World-class employees) project and investment-driven initiatives, which will also contribute positively to improvements.

In **Finland** our priority will be to implement an integration plan. Simultaneously with the acquisition of Hartwall, Royal Unibrew extended its partnership with Heineken so that Royal Unibrew obtains the right also to produce the Heineken brand for Finland and the Baltic markets, which will strengthen the long-term earnings base from the sale and distribution of Heineken.

In **Italy** our main priority is to continue the successful embedment of our new consumer-oriented communication platform through innovative and engaging presence in the social media and on TV. The consumer-oriented initiatives in the on-trade channel have been further strengthened through close integration with social media efforts. Our cooperation with the many distributors and cash & carry customers will be further intensified in 2013, and our cooperation with off-trade customers will be supported by consumer-activating activities.

In the Baltic Countries Royal Unibrew operates with a broad brand portfolio, primarily within beer, fruit juices, soft drinks and mineral water. The development and continued strengthening of the beverage portfolio have high priority as an important parameter in extending cooperation with customers. As of 2013 Royal Unibrew has further reinforced its brand portfolio by taking over the distribution of the Heineken brand in the region; at the same time the sales organisation in Estonia has been reinforced. With the investment in both capacity and competences within cans in 2012, a solid basis for leveraging the new commercial initiatives commenced in 2012 has been created.

In the **Malt Beverages** area, we focus on establishing a growth platform. We focus on both a deeper presence in already established markets and on establishment in new markets through cooperation with distributors in the case of exports or through breweries in the case of licence sales. Royal Unibrew's focus is on selecting and retaining our business partners and supporting our cooperation through customer- and consumer-oriented marketing investments with a view to establishing and reinforcing brand positions. Organisational reinforcement is key to realising our growth strategy for the business area. Organisational build-up has been ongoing since the end of 2012 and has continued in 2013 with a view to generating long-term organic growth.

### **BUSINESS DEVELOPMENT**

Royal Unibrew increased its sales volumes in H1 2013 realising a net revenue increase. In spite of the higher net revenue, EBITDA was at last year's H1 level as sales and marketing expenses were increased to create growth as a basis of future higher earnings, and in consequence of a negative development due to intensified competition in the main-stream markets in North Western Europe. Earnings before interest and tax (EBIT) amounted to DKK 225 million, which is DKK 9 million above the 2012 figure. Profit before tax for the period amounted to DKK 224 million, which is DKK 14 million above the 2012 figure.

The earnings of a brewery business in H1 do not reflect a proportional share of results for the year. The period includes only one of the three peak summer season months, and in the winter season in Q1, when demand for beer and soft drinks, and thus sales and production volumes, is lower than in the other quarters of the year, the Company makes the most of the low level of activity by carrying out major maintenance work. This was also so for Royal Unibrew in 2013.

Generally, Royal Unibrew's branded products increased their market shares in the main markets. Sales volumes developed positively in all segments in both Q2 and H1, and not least in the Malt Beverages segment which saw in-

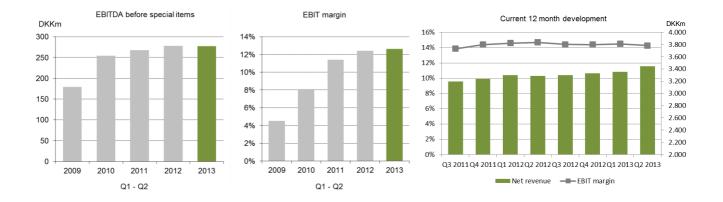
creases of 23% and 29%, respectively, over 2012. However, also in North East Europe double-digit percentage growth was realised and a growth was realised in North Western Europe too. The Group's sales volumes for Q2 increased by 9% and for H1 by 8% over 2012. Net revenue for Q2 increased by 6% and for H1 by 3% in 2013. Organically (adjusted for the divestment of the Caribbean subsidiary in 2012), net revenue for Q2 went up by 10% and for H1 by 7% in 2013.

### Events after the end of Q2 2013

As announced in Company Announcement No 31/2013 of 3 July 2013, A. Enggaard Entreprenør- og Byggefirma A/S has notified Royal Unibrew that it wishes to exercise its option to purchase additionally 17,600 square metres of building rights relating to the brewery site in Aarhus. The sale is expected realised in Q4 2013, after which 55,100 square metres of the total 140,000 square metres of building rights will have been sold. Cash flow after tax from the sale amounts to approx DKK 60 million. The selling price corresponds to the carrying amount of the building rights; therefore, Royal Unibrew's net profit and equity are not affected by the sale.

As announced in Company Announcements Nos 33/2013 of 11 July 2013 and 37/2013 of 23 August 2013, Royal Unibrew has acquired the Finnish brewery business Oy Hartwall Ab from Heineken International B.V. and simultaneously entered into an agreement on the right to produce the Heineken brand for the Finnish and Baltic markets. Reference is made to the above section on strategy and main priorities for 2013, to note 4 as well as to the below outlook section which describes the significance of the acquisition to Royal Unibrew.

As announced in Company Announcements No 39/2013 of 26 August 2013, an extraordinary general meeting has been convened on 26 September 2013, at which the Board of Directors will propose the election of a Finnish member to Royal Unibrew's Board of Directors.



### **FINANCIAL REVIEW**

### **INCOME STATEMENT**

Developments in activities for the period 1 January - 30 June 2013 broken down on market segments

	West- ern Europe	North East Europe	Malt Beverages	Unallo- cated	Gro	oup
					2013	2012
Sales (thousand hectolitres)	1,722	932	285	-	2,939	2,711
Growth (%)	4.0	11.9	28.5		8.4	-6.4
Share of sales (%)	58	32	10	-	100	
Net revenue (mDKK)	1,264	337	192	-	1,793	1,733
Growth (%)	2.8	16.1	-10.2		3.5	-0.3
Share of net revenue (%)	70	19	11	-	100	-
EBIT (mDKK)	175.3	23.4	42.9	-16.2	225.4	215.7
EBIT margin (%)	13.9	6.9	22.4		12.6	12.4

Sales for H1 2013 aggregated 2.9 million hectolitres of beer, malt and soft drinks, which is 8% above the 2012 figure (organically, 9% above the 2012 figure).

Net revenue for H1 2013 was 4% above the corresponding 2012 figure and amounted to DKK 1,793 million compared to DKK 1,733 million in 2012. Organically, net revenue was 7% above the 2012 figure.

Gross profit for H1 2013 was DKK 26 million above the corresponding 2012 figure and amounted to DKK 908 million (an organic increase of DKK 46 million over 2012). Gross margin was 30 bp below the 2012 margin and represented 50.6% compared to 50.9% in 2012. In organic terms, gross margin was 80 bp lower in 2013 than in 2012. Both the average net selling prices and average production costs per volume unit were lower than in 2012. Net selling prices decreased more than production costs, primarily due to a changed segment mix and a changed channel mix within the individual segments. The development in product costs is positively affected by higher efficiency, whereas, as expected, higher input prices had a negative effect.

Sales and distribution expenses for H1 2013 amounted to DKK 587 million, which is DKK 14 million above the 2012 figure (organically, DKK 30 million above the 2012 figure). The organically higher expenses comprise higher distribution expenses due to the sales increase and increased expenses for marketing and sales activities to develop Royal Unibrew's brand positions and ensure the basis for organic growth.

Administrative expenses were DKK 4 million higher amounting to DKK 98 million for H1 2013 compared to DKK 94 million in 2012. Organically, the expenses were DKK 5 million higher.

Earnings before interest, tax, depreciation and amortisation (EBITDA) for H1 2013 were at the 2012 level and amounted to DKK 277 million compared to DKK 278 million in 2012. Organically, EBITDA increased by DKK 2 million from 2012 as the higher gross profit more than compensated for the higher expenses.

Earnings before interest and tax (EBIT) for H1 2013 amounted to DKK 225 million, which is DKK 9 million above the 2012 figure. Organically, EBIT increased by DKK 12 million as EBIT in the divested Caribbean distribution company in 2012 amounted to DKK 3 million.

EBIT margin for H1 2013 was 20 bp above the 2012 figure representing 12.6% of net revenue compared to 12.4% in 2012.

### **INTERIM REPORT** FOR 1 JANUARY - 30 JUNE 2013

Net financials for H1 2013 showed a net expense of DKK 1 million, which is a DKK 5 million improvement on 2012. Net interest expenses in the period were DKK 4 million lower and positively affected by the lower interest-bearing debt. Income after tax from investments in associates showed a DKK 1 million improvement on 2012.

The profit before tax increased by DKK 14 million for H1 2013 amounting to DKK 224 million compared to DKK 210 million in 2012.

Tax on the profit for H1 2013 was a net expense of DKK 41 million, comprising DKK 52 million relating to the profit for the period and a deduction of DKK 11 million for reduction of the deferred tax liability as it has been decided to reduce the Danish corporation tax rate. Tax on the profit for the period has been calculated on the basis of the expected full-year tax rate of approx 25% on the profit before tax excluding income after tax from investments in associates.

The net profit for H1 2013 amounted to DKK 183 million, which is a DKK 27 million improvement on the net profit of DKK 156 million realised in 2012.

#### **BALANCE SHEET**

Royal Unibrew's balance sheet at 30 June 2013 amounted to DKK 3,058 million, which is DKK 210 million above the 31 December 2012 figure. Due to higher production and sales activity in the peak season, inventories and trade receivables increased by approx DKK 265 million. Oppositely, cash at bank and in hand was reduced by approx DKK 120 million. The value of investments in associates was reduced by DKK 12 million, primarily as a result of dividend distributions. Property, plant and equipment increased by approx DKK 100 million, primarily caused by a DKK 90 million revaluation of the brewery site in Aarhus as investments in H1 2013 corresponded largely to depreciation.

The equity ratio represented 41.8% at 30 June 2013 compared to 47.3% at the end of 2012. Equity amounted to DKK 1,277 million at the end of June 2013 compared to DKK 1,348 million at the end of 2012 and was increased in H1 2013 by the positive comprehensive income of DKK 255 million for the period and by sale of treasury shares of DKK 4 million, whereas dividend distributions of DKK 242 million and share buy-backs of DKK 88 million reduced equity. The comprehensive income comprises the net profit for the period of DKK 183 million, DKK 90 million revaluation of the brewery site in Aarhus with deduction and adjustment of deferred tax of DKK 19 million, negative exchange rate adjustments of foreign group enterprises of DKK 7 million and a positive development in the value of hedging instruments of DKK 8 million.

Net interest-bearing debt increased by DKK 119 million in H1 2013 amounting to DKK 440 million at 30 June 2013 (at 30 June 2012: DKK 623 million).

Funds tied up in working capital showed a negative DKK 158 million at the end of June 2013 (2012: a negative DKK 230 million). Organically (eliminated for the divestment of the Caribbean distribution company Impec), funds tied up in working capital at 30 June 2013 were DKK 81 million above the corresponding 2012 figure. Funds tied up in inventories, trade receivables and trade payables were DKK 91 million higher in 2013 and affected by a high level of activity at the end of Q2 resulting in increased funds tied up in trade receivables, whereas the other elements of working capital were DKK 10 million lower than in 2012. All entities continue their strong focus on managing inventories, trade receivables and trade payables.

### **CASH FLOW STATEMENT**

Cash flows from operating activities for H1 2013 amounted to DKK 243 million (2012: DKK 314 million) comprising the net profit for the period adjusted for non-cash operating items of DKK 278 million (2012: DKK 279 million), negative working capital cash flow of DKK 8 million (2012: positive cash flow of DKK 68 million), net interest paid of DKK 13 million (2012: DKK 17 million) and taxes paid of DKK 14 million (2012: DKK 16 million). The difference in working capital development in H1 2013 as compared to 2012 is in all materiality related to receivables which in 2013 affected cash flows negatively by DKK 226 million compared to DKK 106 million in 2012 due to high activity towards the end of Q2.

Free cash flow amounted to DKK 206 million for H1 2013 compared to DKK 271 million in 2012. The DKK 65 million decrease in free cash flow comprised DKK 69 million lower operating cash flows and dividend from associates reduced by DKK 4 million lower net investments in property, plant and equipment. Gross investments in property, plant and equipment amounted to DKK 60 million for period compared to DKK 64 million in 2012, whereas sale of property, plant and equipment amounted to DKK 5 million as in 2012.

### CLOSING OF SHARE BUY-BACK PROGRAMME UNDER THE SAFE HARBOUR METHOD

In connection with the acquisition of Hartwall, the Board of Directors of Royal Unibrew A/S decided to close the initiated share buy-back programme (see Company Announcement No 34/2013 of 11 July 2013). Under the share buy-back programme, a total of 73,293 shares were bought back corresponding to 0.7% of the share capital at a total market value of DKK 38 million.

Royal Unibrew's portfolio of treasury shares upon closing of the share buy-back programme comprised 75,512 shares, 37,500 of which were sold to Hartwall Capital (HC 7 Holding Oy Ab) in connection with the final closing of the Hartwall acquisition (see Company Announcement No 36/2013 of 23 August 2013).

### **OUTLOOK**

Excluding the effect of the Hartwall acquisition, Royal Unibrew maintains the outlook for 2013, but due to amongst others the good weather at the start of third quarter in North Western Europe the outlook is specified so that net revenue and earnings are expected to be at the higher end of the ranges previously announced. Transaction costs as well as the Hartwall results for the period from the date of closing to 31 December 2013 are expected to affect net revenue by DKK 740-775 million, EBITDA by DKK 80-95 million and EBIT by DKK 10-25 million, after which the outlook for 2013 before integration costs related to Hartwall is as follows:

	Outlook in- cluding Hart- wall 2013*	Outlook Hartwall as of clos- ing*	Outlook 2013 previously an- nounced	Actual 2012 excluding Impec
Net revenue (mDKK)	4,065-4,225	740-775	3,325-3,450	3,330
EBITDA (mDKK)	655-720	80-95	575-625	605
EBIT (mDKK)	460-525	10-25	450-500	480

<sup>\*</sup> Before integration costs but including estimated transaction costs of approx DKK 15 million and amortisation of acquired intangible assets in 2013 of DKK 10 million. On a full-year basis and before extraordinary items, Hartwall is expected to show net revenue at the level of DKK 2.3 billion, EBITDA at the level of DKK 350-370 million, whereas EBIT is expected to be at the level of DKK 200-220 million.

The outlook for Royal Unibrew's financial development in 2013 has been prepared taking into account a number of circumstances, including how the Company's markets are expected to be affected by the general economic activity, fiscal measures and the general uncertainty experienced by most consumers, which affects their consumption behaviour. Moreover, the outlook has been prepared taking into account the development in material expense categories as well as the effect of initiatives completed and initiated.

The key assumptions of the financial development in 2013, without taking into account the Hartwall acquisition, are described in the Annual Report for 2012. The key assumptions of the results expected for Hartwall for the period from the date of closing, 23 August 2013, to 31 December 2013 are as follows:

- The total Finnish market for Hartwall's beverage categories is expected to show a slight decline from the same period last year.
- Hartwall's market shares are expected to decline slightly in 2013. The declining market shares are substantially due to focus on value management rather than focus on maintaining volumes.
- Hartwall is expected in 2013 to realise EBITDA before integration and extraordinary costs of approx DKK 350-370 million for 2013, which is at the level realised for 2012. Net revenue for 2013 is expected to amount to approx DKK 2.3 billion.
- Transaction costs will be recognised in H2 2013 and are expected to amount to approx DKK 15 million.

As previously announced, Royal Unibrew funded the Hartwall acquisition partly by borrowing, and partly by a directed issue and sale of treasury shares to the Finnish investment company Hartwall Capital (HC 7 Holding Oy Ab). The interest expenses relating to the borrowing part of the funding will be at the level of 3% per annum as of the date of closing.

The funding of the acquisition and the estimated opening balance sheet of Hartwall at the date of closing, 23 August 2013, are expected to affect the consolidated balance sheet as follows:

mDKK	Acquisition of	Royal Unibrew	Royal Unibrew in-
	Hartwall*	•	cluding Hartwall
	(estimate August 2013)	(31/12 2012)	(pro forma)
Intangible assets	2,500	371	2,871
Other non-current assets	1,400	1,621	3,021
Current assets excluding cash and cash			
equivalents	580	582	1,162
Cash at bank and in hand	-100	274	174
Assets	4,380	2,848	7,228
Equity	580	1,348	1,938
Deferred tax	480	145	625
Non-current interest-bearing debt	2,100	592	2,692
Current interest-bearing debt	50	3	53
Other payables	1,170	760	1,930
Liabilities	3,800	1,500	5,300
Liabilities and equity	4,380	2,848	7,228
Equity ratio (%)		47	27
Net interest-bearing debt		321	2,581

<sup>\*</sup>Includes provisionally estimated fair values of Hartwall assets and liabilities acquired, the net proceeds of DKK 580 million from capital increase and sale of treasury shares as well as the borrowing to fund the transaction.

As announced in Company Announcement 38/2013 of 23 August 2013, Royal Unibrew has acquired Hartwall at a price of DKK 2.8 billion. The acquisition was funded partly by a capital increase of 1,008,500 shares and sale of 37,500 treasury shares totalling DKK 583 million (price 557.36), partly by borrowing of approx DKK 2.2 billion.

At the date of closing a provisional estimate has been made of the fair values of assets and liabilities of Oy Hartwall Ab included in the Consolidated Financial Statements of Royal Unibrew. The provisionally estimated value of intangible assets amounts to DKK 2.5 billion comprising amortisable intangible assets of DKK 300 million and non-amortisable intangible assets of DKK 2.2 billion, including goodwill of approx.DKK 1 billion.

### **DEVELOPMENTS IN INDIVIDUAL MARKET SEGMENTS**

#### **WESTERN EUROPE**

Western Europe	2013	2012	% change	2013	2012	% change	2012
	H	[1		Ç	22		Full year
Sales (thousand hectolitres)	1,722	1,656	4	987	931	6	3,323
Net revenue (mDKK)	1,264	1,229	3	732	690	6	2,430
EBIT (mDKK)	175.3	175.5		121.5	129.8		408.2
EBIT margin (%)	13.9	14.3		16.6	18.8		16.8

The **Western Europe** segment comprises the markets for beer and soft drinks in North Western Europe (Denmark, other Nordic countries and Germany) as well as in Italy. Western Europe accounted for 58% of group sales for H1 2013 and for 70% of net revenue (2012: 61% and 71%, respectively).

H1 2013 sales in Western Europe increased by 4% over the same period of 2012. Royal Unibrew generally increased or maintained its market shares on branded beer and soft drinks. Net revenue increased by 3% and less than sales, which is due to a shift of the sales channel mix from on-trade towards off-trade as well as intensified competition in North Western Europe.

Earnings before interest and tax (EBIT) for H1 were at the 2012 level and amounted to DKK 175 million. The EBIT margin of 13.9% was 40 bp lower than in 2012. EBIT was positively affected by a changed market mix and negatively affected by a changed channel and product mix. In spite of higher raw materials prices than in H1 2012, production costs per volume unit were lower due to higher efficiency, which affected EBIT development positively.

North Western Europe	2013	2012	% change	2013	2012	% change	2012
	I	H1		Q	2		Full year
Sales (thousand hectolitres)	1,497	1,429	5	857	802	7	2,919
Net revenue (mDKK)	928	895	4	541	499	8	1,833

It is estimated that **North Western Europe** saw a low single-digit decline in Danish consumption of beer and soft drinks in H1 2013 as compared to the same period of 2012. However, the indirect tax increase in Denmark in 2012 makes it difficult to make a valid comparison of market developments from 2012 to 2013.

Royal Unibrew's sales for H1 2013 increased by 5% over 2012, and net revenue increased by 4%. The lower net revenue per volume unit is due to a changed channel mix and intensified competition. It is assessed that Royal Unibrew generally increased its market shares on branded beer and soft drinks in the period, partly due to trading challenges for a number of competing products in a major retail chain.

In H1 Royal Unibrew launched a new taste variety of the Faxe Kondi Booster energy drink and a new exotic taste variety of the Nikoline soda. Both new products have already achieved a good distribution and market position. In 2013 Royal has focused on consumer-engaging activities, for example as host of Northern Europe's largest street party Distortion in Copenhagen attended by more than 125,000 people.

Italy	2013	2012	% change	2013	2012	% change	2012
	H	1		Q	2		Full year
Sales (thousand hectolitres)	225	227	-1	130	129	1	404
Net revenue (mDKK)	336	334	1	191	191	0	597

The market situation in **Italy** remains marked by economic uncertainty, consumer restraint and downtrading. As expected, this affected total beer consumption negatively. Consumption declined both in the off-trade channel and

### **INTERIM REPORT** FOR 1 JANUARY - 30 JUNE 2013

in the on-trade channel, whereas the premium and super premium segment maintained its market share.

Royal Unibrew's H1 sales declined by 1% in 2013, whereas net revenue increased by 1% due to an improved product and channel mix. Adjusted for inventory changes with distributors, developments were as expected. It is assessed that Royal Unibrew has increased its market share in the premium and super premium segment.

### NORTH EAST EUROPE

North East Europe	2013	2012	% change	2013	2012	% change	2012
	F	<b>I</b> 1		Q	2		Full year
Sales (thousand hectolitres)	932	833	12	558	501	11	1,664
Net revenue (mDKK)	337	291	16	205	176	17	585
EBIT (mDKK)	23.4	18.4		24.8	18.1		27.3
EBIT margin (%)	6.9	6.3	_	12.1	10.3	_	4.7

The **North East Europe** segment primarily comprises the markets for beer, fruit juices and soft drinks in the Baltic countries (Lithuania, Latvia and Estonia). In H1 2013 North East Europe accounted for 32% of group sales and for 19% of net revenue (2012: 31% and 17%, respectively). Going forward, the segment will also include the Hartwall activities.

In spite of a continued positive development in the Baltic economies, consumption of beer, fruit juices and soft drinks declined in the Baltic markets due to consumer restraint.

Royal Unibrew's sales and net revenue for H1 2013 increased by 12% and 16%, respectively, and net revenue per volume unit increased as Royal Unibrew has concentrated its activities on the market for branded products. In H1 the total market for branded products grew, whereas the economy segment declined. The increase is thus caused by a combination of favourable segment development and increased market shares. The start-up of activities in Estonia and of the distribution of Heineken in the Baltic countries contributed to the market share development to a smaller extent and progressed as planned.

As expected, earnings before interest and tax (EBIT) showed an increase for H1 2013 amounting to DKK 23 million compared to DKK 18 million in 2012. EBIT margin increased from 6.3% to 6.9% in spite of costs incurred in Q1 for integration of the Heineken distribution activities and for further development of the Estonian sales organisation; production costs increased due to product mix and higher input prices than in 2012.

The level of innovation has been high in 2013 for beer products with the launch in Lithuania and Latvia of new Kalnapilis and Lacplesis product varieties with new taste and in exclusive glass bottles, as well as for soft drinks products with the launch of a new strawberry-flavoured variety of Cido Enjoy.

### **MALT BEVERAGES**

Malt Beverages	2013	2012	% change	2013	2012	% change	2012
	H	<del>I</del> 1		(	<b>Q2</b>		Full year
Sales (thousand hectolitres)	285	222	29	147	119	23	456
Net revenue (mDKK)	192	213	-10	105	115	-9	415
EBIT (mDKK)	42.9	38.5		25.5	21.8		73.9
EBIT margin (%)	22.4	18.1		24.4	19.0		20.2

The **Malt Beverages** segment comprises the export and licence business for malt beverages and beer exports to other markets.

As announced in the Annual Report for 2012 and the above section on main priorities for 2013, focus has been directed at establishing a growth platform for the Malt Beverages segment, and in the medium term (measured at unchanged exchange rates) annual revenue growth of 10-15% is expected, whereas, with the existing market mix, EBIT margin is expected to be approx 20%.

Sales and revenue for H1 2013 represented 10% and 11%, respectively, of group sales and revenue (2012: 8% and 12%, respectively).

As expected, strong segment growth was realised in H1 2013. The growth was to a large extent driven by Africa and the Americas and was to some extent caused by inventory build-ups with new distributors. Sales for H1 2013 increased by 29%, whereas net revenue declined by 10%. Adjusted for the divestment of the Caribbean distribution company Impec, net revenue went up by 22%. Impec continues to distribute Royal Unibrew products, and therefore sales were not affected by the divestment. Exchange rate developments did not affect net revenue materially.

Sales in the segment are characterised by large volumes being exported to distributors at a time, which means that inventory changes should be taken into account when comparing periods. This was also so in H1 2013.

In H1 2013 the development in the distribution between export sales and licence-based sales was in favour of licence-based sales, which is the main reason for the different percentage developments in sales and net revenue, respectively.

Earnings before interest and tax (EBIT) for H1 2013 amounted to DKK 43 million, which is DKK 4 million above the 2012 figure. Adjusted for the divestment of Impec, EBIT went up by DKK 7 million. EBIT margin for H1 2013 was 22.4% and, as expected, at the 2012 level (22.7%) in organic terms. As planned, investments were made in marketing in new markets as well as in the development of the sales organisation.

The business in **the Americas** comprising the Caribbean, Central America, the USA and Canada contributed significantly to the positive segment development in H1 2013 showing double-digit growth rates for both sales and net revenue.

As expected, the business in **EMEAA** comprising Europe, the Middle East, Africa and Asia also realised double-digit growth rates for sales and net revenue, primarily relating to Africa and Asia, whereas, as expected, the development rate in Europe remained unchanged.

### **MANAGEMENT'S STATEMENT**

The Executive Board and the Board of Directors have presented the Interim Report of Royal Unibrew A/S. The Interim Report has today been considered and adopted.

The Interim Report, which has not been audited or reviewed by the Company's independent auditors, was prepared in accordance with IAS 34 "Interim Financial Reporting" as adopted by the EU and additional Danish disclosure requirements for listed companies.

In our opinion, the Interim Financial Statements give a true and fair view of the financial position of the Group at 30 June 2013 as well as of the results of the Group operations and cash flows for the period 1 January – 30 June 2013.

In our Opinion, Management's Review gives a true and fair account of the development in the activities and financial circumstances of the Group, of results of operations for the period and of the overall financial position of the Group, and a description of the key risks and uncertainties facing the Group.

Faxe, 28 August 2013

### **Executive Board**

Henrik Brandt CEO

Lars Jensen Johannes F.C.M. Savonije CFO International Director

### **Board of Directors**

Kåre Schultz Walther Thygesen Chairman Deputy Chairman

Ingrid Jonasson Blank Lars Poul Christiansen Kirsten Liisberg Søren Lorentzen

Jens Due Olsen Jais Valeur Hemming Van

# INTERIM REPORT FOR 1 JANUARY - 30 JUNE 2013

# **INCOME STATEMENT (DKK '000)**

	1/1 - 30/6 2013	1/1 - 30/6 2012	1/4 - 30/6 2013	1/4 - 30/6 2012	1/1 - 31/12 2012
Net revenue	1,792,826	1,733,043	1,041,523	980,479	3,430,008
Production costs	-885,058	-851,496	-501,024	-469,103	-1,714,265
Gross profit	907,768	881,547	540,499	511,376	1,715,743
Sales and distribution expenses	-587,111	-573,198	-328,673	-306,313	-1,062,453
Administrative expenses	-98,132	-93,976	-48,775	-46,231	-173,136
Other operating income	2,831	1,358	855	681	4,843
EBIT	225,356	215,731	163,906	159,513	484,997
Income after tax from investments in as-					
sociates	11,259	10,729	12,388	11,720	34,263
Financial income	2,964	1,562	786	530	6,195
Financial expenses	-15,429	-18,091	-7,561	-7,868	-44,434
Profit before tax	224,150	209,931	169,519	163,895	481,021
Tax on the profit for the period	-41,006	-54,157	-27,797	-42,116	-108,217
Net profit for the period	183,144	155,774	141,722	121,779	372,804

# STATEMENT OF COMPREHENSIVE INCOME (DKK '000)

	1/1 - 30/6 2013	1/1 - 30/6 2012	1/4 - 30/6 2013	1/4 - 30/6 2012	1/1 - 31/12 2012
Net profit for the period	183,144	155,774	141,722	121,779	372,804
Other comprehensive income					
Items that may be reclassified to the income states	nent:				
Value and exchange adjustments of foreign group enterprises	-7,157	10,308	-5,046	-2,378	29,853
Value adjustment of hedging instruments, opening	59,239	76,995	56,836	65,374	76,995
Value adjustment of hedging instruments, closing	-50,969	-76,504	-50,969	-76,504	-59,239
Tax on equity entries					-209
Total	1,113	10,799	821	-13,508	47,400
Items that may not be reclassified to the income st	tatement:				
Revaluation of non-current assets	90,000		90,000		
Tax on equity entries	-19,000		-19,000		
Total	71,000	0	71,000	0	0
Other comprehensive income after tax	72,113	10,799	71,821	-13,508	47,400
Total comprehensive income	255,257	166,573	213,543	108,271	420,204
distributed as follows:					
Parent Company shareholders' share of comprehensive income	255,257	165,303	213,543	108,360	418,549
Minority shareholders' share of comprehensive income		1,270	·	-89	1,655
	255,257	166,573	213,543	108,271	420,204

# ASSETS (DKK '000)

	30/6 2013	30/6 2012	31/12 2012
NON-CURRENT ASSETS			
Goodwill	244,552	263,974	244,882
Trademarks	124,070	123,683	124,069
Distribution rights	1,094	2,507	1,672
Intangible assets	369,716	390,164	370,623
Land and buildings	558,282	566,948	559,200
Project development properties	367,787	413,971	276,338
Plant and machinery	465,395	422,089	433,369
Other fixtures and fittings, tools and equipment	128,367	141,947	142,903
Property, plant and equipment in progress	53,411	52,687	67,531
Property, plant and equipment	1,573,242	1,597,642	1,479,341
Investments in associates	118,646	296,269	129,782
Other investments	2,620	2,664	2,620
Other receivables	8,939	4,601	9,645
Fixed asset investments	130,205	303,534	142,047
Non-current assets	2,073,163	2,291,340	1,992,011
CURRENT ASSETS			
Raw materials and consumables	77,220	72,327	65,208
Work in progress	23,330	22,994	21,062
Finished goods and purchased finished goods	114,487	165,005	94,072
Inventories	215,037	260,326	180,342
Trade receivables	596,425	492,613	365,286
Receivables from associates	842	566	1,444
Corporation tax receivable			8,855
Other receivables	9,223	11,209	12,138
Prepayments	10,436	7,434	14,253
Receivables	616,926	511,822	401,976
Cash at bank and in hand	153,070	37,591	273,775
Current assets	985,033	809,739	856,093
Assets	3,058,196	3,101,079	2,848,104

# LIABILITIES AND EQUITY (DKK '000)

	30/6 2013	30/6 2012	31/12 2012
EQUITY			
Share capital	100,900	105,700	105,700
Share premium account	304,710	319,205	319,205
Revaluation reserves	183,320	180,000	112,320
Translation reserve	-13,078	-21,502	-5,719
Hedging reserve	-50,969	-76,504	-59,239
Retained earnings	751,942	702,624	621,648
Proposed dividend	·	· · · · · · · · · · · · · · · · · · ·	253,680
<b>Equity of Parent Company shareholders</b>	1,276,825	1,209,523	1,347,595
Minority interests	0	14,139	0
Equity	1,276,825	1,223,662	1,347,595
Deferred tax	151,905	166,539	144,795
Mortgage debt	590,276	592,815	591,680
Other payables	16,959	9,746	9,121
Non-current liabilities	759,140	769,100	745,596
Mortgage debt	2,260	1,985	2,010
Credit institutions	614	66,132	634
Repurchase obligation, returnable packaging	33,762	42,104	36,211
Trade payables	587,107	604,466	430,852
Corporation tax	28,957	38,304	
VAT, excise duties, etc	132,731	101,012	65,115
Other payables	236,800	254,314	220,091
Current liabilities	1,022,231	1,108,317	754,913
Liabilities	1,781,371	1,877,417	1,500,509
Liabilities and equity	3,058,196	3,101,079	2,848,104

### CASH FLOW STATEMENT (DKK '000)

		1/1 - 30/6 2013	1/1 - 30/6 2012	1/1 - 31/12 2012
	Note	2015	2012	2012
Net profit for the period		183,144	155,774	372,804
Adjustments for non-cash operating items	3	94,618	123,498	238,280
		277,762	279,272	611,084
Change in working capital:				
+/- change in receivables		-225,829	-106,166	1,692
+/- change in inventories		-34,910	-87,227	-43,167
+/- change in payables		252,599	261,005	63,531
Cash flows from operating activities before finan-		260.622	246.004	(22.4.40
cial income and expenses		269,622	346,884	633,140
Financial income		1,781	834	1 060
Financial expenses		-14,191	-17,364	1,069 -31,713
Cash flows from ordinary activities		257,212	330,354	602,496
Cash flows from ordinary activities		237,212	330,334	002,490
Corporation tax paid		-14,194	-15,916	-105,097
Cash flows from operating activities		243,018	314,438	497,399
r			. ,	,,,,,,,
Dividends received from associates		17,974	15,406	13,442
Sale of property, plant and equipment		4,849	4,731	152,565
Corporation tax paid				-33,172
Purchase of property, plant and equipment		-59,964	-63,659	-154,376
Free cash flow		205,877	270,916	475,858
Sale of subsidiary				15,701
Sale of associates				202,353
Purchase/sale of intangible assets and fixed asset		707	404	4 510
investments		727	404	-4,519
Cash flows from investing activities		-36,414	-43,118	191,994
Repayment of non-current debt		-1,221	-1,098	-2,281
Change in current debt to credit institutions		47	12,618	-52,990
Dividends paid to shareholders		-242,107	-179,328	-179,328
Acquisition of shares for treasury		-88,150	-84,768	-200,405
Sale of treasury shares		4,230	0 2,1 0 0	463
Cash flows from financing activities		-327,201	-252,576	-434,541
Change in cash and cash equivalents		-120,597	18,744	254,852
Cash and cash equivalents at 1 January		273,775	18,773	18,773
Exchange adjustment		-108	74	150
Cash and cash equivalents at 30 June		153,070	37,591	273,775

# STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD 1 JANUARY - 30 JUNE 2013 (DKK '000)

	Share capital	Share premium account	Revalua- tion re- serves	Transla- tion re- serve	Hedging reserve	Retained earnings	Proposed dividend for the year	Minority interests' share	Total
Equity at 31 December 2011	111,865	337,825	180,000	-31,811	-76,995	597,262	190,170	12,869	1,321,185
Changes in equity in 2012									
Net profit for the year						154,503		1,271	155,774
Other comprehensive income				10,309	491			-1	10,799
Total comprehensive income	0	0	0	10,309	491	154,503	0	1,270	166,573
Dividends paid to shareholders							-179,328		-179,328
Dividend on treasury shares						10,842	-10,842		0
Acquisition of shares for treasury						-84,768			-84,768
Reduction of capital	-6,165	-18,620				24,785			0
Total shareholders	-6,165	-18,620	0	0	0	-49,141	-190,170	0	-264,096
Total changes in equity 1/1 - 30/6 2012	-6,165	-18,620	0	10,309	491	105,362	-190,170	1,270	-97,523
Equity at 30 June 2012	105,700	319,205	180,000	-21,502	-76,504	702,624	0	14,139	1,223,662
Equity at 31 December 2012	105,700	319,205	112,320	-5,719	-59,239	621,648	253,680	0	1,347,595
Changes in equity in 2013									
Net profit for the year						183,144			183,144
Other comprehensive income			71,000	-7,359	8,270	202			72,113
Total comprehensive income	0	0	71,000	-7,359	8,270	183,346	0	0	255,257
Dividend on treasury shares						11,573	-11,573		0
Sale of treasury shares						4,230			4,230
Acquisition of shares for treasury						-88,150			-88,150
Total changes in equity 1/1 - 30/6 2013	-4,800	-14,495	71,000	-7,359	8,270	130,294	-253,680	0	-70,770
Equity at 30 June 2013	100,900	304,710	183,320	-13,078	-50,969	751,942	0	0	1,276,825

The share capital at 30 June 2013 amounts to DKK 100,900,000 and is distributed on shares of DKK 10 each.

### NOTES TO THE INTERIM REPORT

### Note 1 - Significant Accounting Policies; Accounting Estimates and Judgements

The Interim Report is presented in accordance with IAS 34 "Interim Financial Reporting" as adopted by the EU and additional Danish disclosure requirements for interim financial reporting of listed companies.

The accounting policies are unchanged from those applied in the Annual Report for 2012, to which reference is made.

The Annual Report for 2012 provides the total description of accounting policies significant to the Financial Statements

### **Accounting Estimates and Judgements**

The preparation of interim financial reporting requires that Management make accounting estimates and judgements which affect the application of accounting policies and recognised assets, liabilities, income and expenses. Actual results may deviate from these estimates.

The key estimates made by Management in applying the Group's accounting policies and the key uncertainties relating to the estimates are the same when preparing the interim financial reporting as when preparing the Annual Report at 31 December 2012.

As the fair value of project development properties at 30 June 2013 is estimated at approx DKK 370 million, the carrying amount has been written up by DKK 90 million. The revaluation has been recognised in equity deducting deferred tax of DKK 22.5 million, which has increased this liability.

In June 2013, it was decided gradually to reduce the Danish corporation tax rate from 25% to 22% in the period from 2014 to 2016. In consequence, Management's estimate of the liability relating to deferred tax has been reduced by DKK 14.5 million at 30 June 2013, including DKK 3.5 million relating to revaluation of non-current assets which has been recognised in equity under revaluation reserves, whereas DKK 11 million has been recognised in the income statement with a positive effect on net profit for the period.

### NOTES TO THE INTERIM REPORT

**Note 2 - Segment Reporting** 

The Group's results break down as follows on segments (mDKK):

	1/1 - 30/6 2013				
	Western	North	Malt		
	Europe	East Europe	Beverages	Unallocated	Total
Net revenue	1,264.0	337.0	192.0		1,793.0
Earnings before interest and tax (EBIT)	175.3	23.4	42.9	-16.2	225.4
Share of income from associates	11.3				11.3
Other financial income and expenses	-0.3	-3.5	-0.4	-8.4	-12.6
Profit/(loss) before tax for the period	186.3	19.9	42.5	-24.6	224.1
Tax on the profit/(loss) for the period				-41.0	-41.0
Net profit for the period					183.1
Profit margin, %	13.9	6.9	22.4		12.6

	1/1 - 30/6 2012					
	Western	North	Malt			
	Europe	<b>East Europe</b>	Beverages	Unallocated	Total	
Net revenue	1,229.0	291.0	213.0		1,733.0	
Earnings before interest and tax (EBIT)	175.5	18.4	38.5	-16.7	215.7	
Share of income from associates	10.7				10.7	
Other financial income and expenses	-0.4	-1.4	0.5	-15.2	-16.5	
Profit/(loss) before tax for the period	185.8	17.0	39.0	-31.9	209.9	
Tax on the profit/(loss) for the period				-54.1	-54.1	
Net profit for the period					155.8	
Profit margin, %	14.3	6.3	18.1		12.4	

	1/1 - 31/12 2012				
	Western	North	Malt		
	Europe	East Europe	Beverages	Unallocated	Total
Net revenue	2,430.0	585.0	415.0		3,430.0
Earnings before interest and tax (EBIT)	408.2	27.3	83.9	-34.4	485.0
Share of income from associates	32.1	2.1			34.2
Other financial income and expenses	-0.6	-5.0	-0.2	-32.4	-38.2
Profit/(loss) before tax for the period	439.7	24.4	83.7	-66.8	481.0
Tax on the profit/(loss) for the period				-108.2	-108.2
Net profit for the period					372.8
Profit margin, %	16.8	4.7	20.2		14.1

# **INTERIM REPORT** FOR 1 JANUARY - 30 JUNE 2013

### NOTES TO THE INTERIM REPORT

**Note 2 - Segment Reporting** 

The Group's results break down as follows on segments (mDKK):

	1/4 - 30/6 2013				
	Western	North	Malt		
	Europe	East Europe	Beverages	Unallocated	Total
Net revenue	732.1	205.3	104.5		1,041.9
Earnings before interest and tax (EBIT)	121.5	24.8	25.5	-7.8	164.0
Share of income from associates	12.4				12.4
Other financial income and expenses	-0.2	-1.5		-5.2	-6.9
Profit/(loss) before tax for the period	133.7	23.3	25.5	-13.0	169.5
Tax on the profit/(loss) for the period				-27.8	-27.8
Net profit for the period					141.7
Profit margin, %	16.6	12.1	24.4		15.7

	1/4 - 30/6 2012				
	Western	North	Malt		
	Europe	East Europe	Beverages	Unallocated	Total
Net revenue	689.0	176.0	115.0		980.0
Earnings before interest and tax (EBIT)	129.8	18.1	21.8	-10.2	159.5
Share of income from associates	11.7				11.7
Other financial income and expenses	-0.2	-0.6	0.8	-7.3	-7.3
Profit/(loss) before tax for the period	141.3	17.5	22.6	-17.5	163.9
Tax on the profit/(loss) for the period				-42.1	-42.1
Net profit for the period					121.8
Profit margin, %	18.8	10.3	19.0		16.3

### NOTES TO THE INTERIM REPORT

Note 3 - Cash Flow Statement (DKK '000)

	1/1 - 30/6 2013	1/1 - 30/6 2012	1/1 - 31/12 2012
Adjustments for non-cash operating items			
Financial income	-2,435	-1,562	-6,195
Financial expenses	14,900	18,091	44,434
Amortisation, depreciation and impairment of intangi-			
ble assets and property, plant and equipment	55,166	57,042	122,956
Tax on the profit for the period	41,006	54,157	108,217
Income from investments in associates	-11,259	-10,729	-34,263
Net profit/(loss) from sale of property, plant and			
equipment	-3,361	5,273	2,782
Other adjustments	601	1,226	349
Total	94,618	123,498	238,280

### NOTES TO THE INTERIM REPORT

### Note 4 - Acquisition of subsidiary

On 23 August, Royal Unibrew acquired control of Oy Hartwall Ab by acquiring all outstanding shares from Heineken International B.V.

The acquisition creates a broader and stronger business and earnings base, which is in line with Royal Unibrew's strategy of being a focused and strong regional player in the brewery industry. Moreover, Royal Unibrew significantly reinforces its market position in the North European region, and the acquisition allows Royal Unibrew to expand its position as the second-largest brewery group in the Nordic and Baltic countries.

A multi-beverage business with a broad product range, Hartwall holds a clear runner-up position in Finland. With its own brands such as the Karjala and Lapin Kulta beer brands, Jaffa (soft drinks), Original (RTD), Upcider (cider), ED (energy drink) and Novelle (mineral water) as well as international brands such as Fosters, Heineken and Pepsi, Hartwall is the market leader in the categories of mineral water, cider and Ready To Drink (RTD) and a strong runner-up in the categories of beer, soft drinks and energy drinks. Non-alcoholic beverages account for 43% of revenue, whereas beer, cider and RTD make up 44%. The trading company Hartwa-Trade operates agencies for a number of international wine and spirits brands and contributes 13% of Hartwall's revenue.

Hartwall is headquartered in Helsinki and operates two modern and well-invested production facilities in Lahti (produces all products but mineral water) and Karijoki (produces mineral water). A distribution network of 21 terminals supplies approx 15,000 off-trade and on-trade Hartwall customers directly. Hartwall sells about 90% of its production in its domestic market and the rest is exported, especially for cross-border trade in the Baltic countries.

The acquisition price amounted to DKK 2.8 billion, which was paid in cash.

Royal Unibrew A/S has incurred transaction costs of approx DKK 15 million in connection with the acquisition for legal, financial and commercial advisers as well as for funding to realise the transaction.

Hartwall will be included in the Consolidated Financial Statements of Royal Unibrew as of the date of acquisition, 23 August 2013.

Royal Unibrew has made the following provisional calculation of the fair values of the acquired net assets and of goodwill at the date of acquisition:

#### mDKK

Intangible assets	1,500
Other non-current assets	1,400
Current assets	1,000
Deferred tax	(480)
Other non-current liabilities	(480)
Current liabilities	(1,170)
Acquired net assets	1,770
Goodwill	1,030

### Cash consideration for the business

2,800

Including net interest-bearing debt of

60 **2,860** 

### Total consideration

Acquired receivables include trade receivables of a fair value of DKK 133 million. The contractually receivable gross amount is DKK 135 million, DKK 2 million of which has been assessed as irrecoverable at the date of acquisition. Goodwill relates to synergies and the potential for developing the acquired assets and is not deductible for tax purposes.

### FINANCIAL HIGHLIGHTS AND KEY RATIOS FOR THE PERIOD 1 JANUARY - 30 JUNE 2009-2013

	2013	2012	2011	2010	2009
Sales (thousand hectolitres)	2,939	2,711	2,898	3,219	3,268
Income Statement					
Net revenue	1,793	1,733	1,739	1,882	1,913
EBITDA before special items	277	278	268	254	179
Operating profit before special items	225	216	198	152	87
Profit margin (%)	12.6	12.4	11.4	8.1	4.5
Special items (expenses)	12.0				
EBITDA	277	278	268	254	139
Special items (depr./amort. and impairment; profit/loss)			200	201	15
Earnings before interest and tax (EBIT)	225	216	198	152	62
EBIT margin (%)	12.6	12.4	11.4	8.1	3.2
Income after tax from investments in associates	11	11	4	12	14
Other financials, net	-12	-17	-22	-59	-53
Profit before tax	224	210	180	105	23
Net profit for the period	183	156	129	71	17
Royal Unibrew's share of net profit	183	155	128	70	16
Royal Ollibrew 3 State of het profit	103	100	120	70	10
Balance Sheet					
Non-current assets	2,073	2,291	2,353	2,411	2,748
Total assets	3,058	3,101	3,207	3,404	4,087
Equity	1,277	1,224	1,257	1,029	553
Net interest-bearing debt	440	623	735	1,011	2,139
Net working capital	-158	-230	-138	-183	73
Cash Flows					
From operating activities	243	314	212	222	143
From investing activities	-36	-43	-3	-184	-72
Free cash flow	206	271	199	217	49
Share ratios					
RU's share of earnings per DKK 10 share	18.3	14.5	11.5	6.3	3.0
Cash flow per DKK 10 share	24.1	29.6	19.2	20.0	25.9
Year-end price per DKK 10 share	504.0	371.5	339.0	196.0	82.5
real-end price per DKK to share	JU4.U	3/1.3	337.0	170.0	62.5
Financial ratios (%)					
Free cash flow as a percentage of net revenue	11	16	11	12	3
Cash conversion	112	174	154	306	288
Equity ratio	42	39	39	30	14

Ratios comprised by the "Recommendations and Financial Ratios 2010" issued by the Danish Society of Financial Analysts have been calculated according to the recommendations.

### PRACTICAL INFORMATION

#### FINANCIAL CALENDAR

2013

21 November 2013 Interim Report for the period 1 January – 30 September 2013

2014

11 March 2014 Annual Report 2013

29 April 2014 Interim Report for the period 1 January – 31 March 2014

29 August 2014 H1 Report 2014

26 November 2014 Interim Report for the period 1 January – 30 September 2014

29 April 2014 Annual General Meeting

### ANNOUNCEMENTS TO NASDAQ OMX COPENHAGEN IN 2013

7 March 2013	11/2013	Annual Report 2012
3 April 2013	16/2013	Notice of the Annual General Meeting
4 April 2013	17/2013	Share Buy-back Programme of DKK 210 million completed
29 April 2013	18/2013	Interim Report for the period 1 January – 31 March 2013
29 April 2013	19/2013	Minutes of the Annual General Meeting 2013
30 April 2013	20/2013	Share Buy-back Programme of DKK 210 million to be initiated
28 May 2013	25/2013	Implementation of the share capital reduction
3 July 2013	31/2013	Royal Unibrew has received notification of exercise of the purchase option on
		17,600 sq m of building rights at the brewery site in Aarhus
11 July 2013	33/2013	Royal Unibrew acquires Hartwall and reinforces its market position significantly
11 July 2013	34/2013	Closing of Share Buy-back Programme
19 August 2013	35/2013	The conditions for Royal Unibrew's acquisition of Hartwall have now been met
23 August 2013	36/2013	Royal Unibrew realises directed issue and sale of treasury shares
23 August 2013	37/2013	Major shareholder information pursuant to section 29 of the Danish Securities
		Trading Act
23 August 2013	38/2013	Royal Unibrew realises the Hartwall acquisition
26 August 2013	39/2013	Notice of the Extraordinary General Meeting

In addition to the Company Announcements mentioned above, weekly Company Announcements on the share buy-back programme have been issued in the period 1 January – 10 July 2013.

### **DISCLAIMER**

This announcement contains "forward-looking statements". Undue reliance should not be placed on forward-looking statements because they relate to and depend on circumstances that may or may not occur in the future and actual results may differ materially from those in forward-looking statements. Forward-looking statements include, without limitation, statements regarding our business, financial circumstances, strategy, results of operations, financing and other plans, objectives, assumptions, expectations, prospects, beliefs and other future events and prospects. We undertake no obligation, and do not intend to publicly update or revise any of these forward-looking statements, unless prescribed by law or by stock exchange regulations.