Annual Report

Annual Report



Parking a language of the second pla The Board of Directors and the President hereby submit the annual report and the consolidated financial statements for 2008. The parent company's financials are not presented separately in this report. Note 2, number of employees, salaries and emoluments etc, is a summary. The statutory annual report, including the financials of the parent company and complete supplementary information, can be obtained from the company or the Swedish Registration Office, Bolagsverket

Operations

CellMark Holding AB, together with wholly-owned subsidiaries and associated companies, markets forest products. The net sales of the parent company and the group result from marketing of forest products and commission thereon. Investments for the year for the group totalled TSEK 83 002, whereof TSEK 23 444 referred to equipment, TSEK 4 068 to computer software, TSEK 3 612 to other intangible assets and TSEK 51 878 to land and buildings.

Group Identification

CellMark Holding AB, company reg.no. 556498-0893, is the parent company of CellMark AB, company reg.no. 556244-2433 and a subsidiary to CellMark Investment AB, company reg no 556737-1959.

Foreign Branches

The Group has representative offices in Beijing and Shanghai.

Risk Management

CellMark has defined the risks in its business model and has well-developed processes for the elimination of such risks. Price and product risks are covered as we only conclude back-to-back transactions with suppliers and customers. We sell counterpart and political risks in the insurance and banking markets, where we also cover our foreign exchange exposures.

Financial Highlights of the Group (MUSD*)

| | 2008 | 2007 | 2006 | 2005 | 2004 | 2003 | 2002 | 2001 |
|------------------|-------|------|-------|-------|------|-------|-------|-------|
| Operating Income | 2 542 | 2313 | 1 892 | I 684 | 1519 | 1 245 | 1 022 | 1 030 |
| Profit after | | | | | | | | |
| Financial Items | 23.1 | 27.2 | 23.2 | 17.2 | 18.0 | 13.1 | 12.1 | 15.0 |
| Total Assets | 640 | 644 | 534 | 418 | 404 | 311 | 308 | 294 |
| Equity Ratio (%) | 14.9 | 19.0 | 17.7 | 16.7 | 18.1 | 19.4 | 21.9 | 19.8 |

*MUSD shall be read as Millions of US Dollars.

Equity Ratio: Shareholders' equity as a percentage of total assets.

Equity

The Group's non-restricted equity totals TSEK 635 275, which includes the profit for the year of TSEK 131 309.

The financial results as well as the operating and financial position of the Group are presented in the following income statement and balance sheet, cash flow statement, related supplementary information and notes to the accounts.

| CONSOLIDATED INCOME STATEMENT | |
|--|--|
| Operating Income | |
| Net Sales | |
| Other Operating Income | |
| Total Operating Income | |
| , , | |
| Operating Expenses | |
| Goods for Resale | |
| Other External Costs | |
| Personnel Costs | |
| Depreciation of Fixed Assets | |
| Total Operating Expenses | |
| | |
| Operating Profit | |
| | |
| Result from Financial Investments | |
| desult from Participations in Associated Companies | |
| Capital Gain | |
| Interest Income | |
| Interest Expenses | |
| Total Result from Financial Investments | |
| Programme of the second of | |
| Profit after Financial Items | |
| | |
| Tax on Profit for the Year | |
| Minority Interest | |
| N. D. C. C. Al. V | |
| Net Profit for the Year | |

| 20 | | | | Note |
|-------------|------------------|-------------|-------------|------------|
| SEK (000) | USD (000)* | SEK (000) | USD (000)** | |
| | 2 541 202 | | | |
| | 2 542 349 | | | |
| 10 700 073 | 2 342 349 | 13 3/1 436 | 2 312 670 | |
| -15 970 401 | -2 418 695 | -14 846 502 | -2 205 003 | |
| -202 325 | -30 642 | -154 030 | -22 877 | 3 |
| | | | -48 323 | |
| | | | -1 871 | 5, 6, 7, 8 |
| -16 564 204 | -2 508 626 | -15 338 498 | -2 278 074 | |
| 222 669 | 33 723 | 232 940 | 34 596 | |
| 5 372 | 814 | 11 757 | 1 746 | |
| 0 | 0 | 55 550 | 8 250 | |
| 21 407 | 3 242 | 22 430 | 3 331 | |
| -96 956 | -14 684 | -139 597 | -20 732 | |
| -70 177 | -10 628 | -49 860 | -7 405 | |
| 152 492 | 23 095 | 183 080 | 27 191 | |
| -23 113 | -3 500 | -39 094 | -5 806 | 4 |
| l 930 | 292 | -34 | -5 | |
| 131 309 | 19 887 | 143 952 | 21 380 | |

^{*}Based on average exchange rate during the year | USD = SEK 6.6029

^{**}Based on average exchange rate during the year | USD = SEK 6.733|

| CONSOLIDATED BALANCE SHEET | Dos 2 | 1,2008 | Dec 3 | 1 2007 | |
|---|-----------|------------|-----------|-------------|------|
| CONSOLIDATED BALANCE SHEET | SEK (000) | USD (000)* | SEK (000) | USD (000)** | Note |
| ASSETS | 3ER (000) | 035 (000) | 3ER (000) | 03D (000) | NOC |
| Fixed Assets | | | | | |
| Intangible Fixed Assets | | | | | |
| Goodwill | 3 001 | 387 | 3 734 | 577 | 5 |
| Computer Software | 11 421 | I 473 | 7 705 | 1 191 | 6 |
| Other Intangible Fixed Assets | 12 601 | 1 625 | 12 309 | 1 903 | 6 |
| Total Intangible Fixed Assets | 27 023 | 3 485 | 23 748 | 3 671 | |
| Tangible Fixed Assets | | | | | |
| Land and Buildings | 103 890 | 13 401 | 46 973 | 7 263 | 7 |
| Equipment | 64 429 | 8 311 | 20 976 | 3 243 | 8 |
| Total Tangible Fixed Assets | 168 319 | 21 712 | 67 949 | 10 506 | |
| | | | | | |
| Financial Assets | 10.057 | 2.541 | 24.077 | 2.047 | 10 |
| Participations in Associated Companies | 19 857 | 2 561 | 24 877 | 3 846 | 10 |
| Other Shares | 790 | 102 | 664 | 103 | |
| Endowment Insurance | 3 557 | 459 | 7 995 | I 236 | |
| Other Long-Term Receivables Deferred Tax Assets | 30 005 | 3 870 | 49 430 | 7 643 | |
| Total Financial Assets | 55 132 | 7 12 | 40 170 | 6 2 1 2 | |
| Iotai Financiai Assets | 109 341 | 14 104 | 123 136 | 19 040 | |
| Total Fixed Assets | 304 683 | 39 301 | 214 833 | 33 217 | |
| Current Assets | | | | | |
| Inventory | 882 550 | 113 841 | 605 599 | 93 637 | |
| 0 (0) | | | | | |
| Current Receivables | 2 2// 750 | 42.4.200 | 2 027 207 | 454 174 | |
| Accounts Receivable - Trade | 3 366 759 | 434 280 | 2 937 307 | 454 164 | |
| Receivables from Associated Companies | 13 839 | l 785 | 7 844 | 1 213 | |
| Prepaid Tax | 5 950 | 767 | 7 604 | 1 176 | |
| Other Receivables Prepaid Expenses and Accrued Income | 73 211 | 9 444 | 61 853 | 9 564 | |
| Total Current Receivables | 78 287 | 10 098 | 72 086 | 11 146 | |
| lotal Current Receivables | 3 538 046 | 456 374 | 3 086 694 | 477 263 | |
| Cash and Bank Balances | 238 100 | 30 713 | 255 971 | 39 578 | |
| Total Current Assets | 4 658 696 | 600 928 | 3 948 264 | 610 478 | |
| TOTAL ASSETS | 4 963 379 | 640 229 | 4 163 097 | 643 695 | |

^{*}Based on closing day rate of exchange | USD = SEK 7.7525

^{**}Based on closing day rate of exchange | USD = SEK 6.4675

| CONSOLIDATED BALANCE SHEET | Dec 31, 2008 | | Dec 31 | | |
|--|--------------|---------------|-----------|-------------|------|
| | SEK (000) | USD (000)* | SEK (000) | USD (000)** | Note |
| EQUITY AND LIABILITIES | | | | | |
| Equity | | | | | - 11 |
| Restricted Equity | | | | | |
| Share Capital, I 677 231/1 718 367 shares à par SEK 0.1 | 168 | 22 | 172 | 27 | |
| Restricted Reserves | 102 293 | 13 195 | 104 661 | 16 183 | |
| Total Restricted Equity | 102 461 | 13 217 | 104 833 | 16210 | |
| Non-Book Salad Footier | | | | | |
| Non-Restricted Equity | F03.044 | 45.007 | F 40, 700 | 83 915 | |
| Non-Restricted Reserves | 503 966 | 65 007 | 542 722 | | |
| Profit for the Year | 131 309 | 16 937 | 143 952 | 22 258 | |
| Total Non-Restricted Equity | 635 275 | 81 944 | 686 674 | 106 173 | |
| Total Equity | 737 736 | 95 161 | 791 507 | 122 382 | |
| Minority Interest | 5 061 | 653 | 693 | 107 | |
| The States of the Art of the State of the St | | | | | |
| Provisions | | | | | |
| Deferred Taxes | 6 360 | 820 | 4 780 | 739 | |
| Provisions for Pension | 4 496 | 580 | 10 422 | 1611 | |
| Total Provisions | 10 856 | I 400 | 15 202 | 2 350 | |
| Long-Term Liabilities | | | | | |
| Liabilities to Credit Institutions | 234 631 | 30 265 | 68 552 | 10 599 | |
| Other Long-Term Liabilities | 594 | 77 | 3 202 | 495 | |
| Total Long-Term Liabilities | 235 225 | 30 342 | 71 754 | 11 094 | |
| | | | | | |
| Current Liabilities | | | | | |
| Liabilities to Credit Institutions | 2 380 580 | 307 073 | 1 766 581 | 273 147 | |
| Accounts Payable – Trade | 1 174 308 | 151 475 | 1 079 677 | 166 940 | |
| Due to Parent Company | 13 261 | 1711 | 0 | 0 | |
| Due to Associated Companies | 13 644 | 1 760 | 13 444 | 2 079 | |
| Income Tax Liability | 40 603 | 5 237 | 62 377 | 9 645 | |
| Other Current Liabilities | 117 221 | 15 120 | 112912 | 17 458 | |
| Accrued Expenses and Prepaid Income | 234 884 | 30 297 | 248 950 | 38 493 | |
| Total Current Liabilities | 3 974 501 | 512 673 | 3 283 941 | 507 762 | |
| TOTAL EQUITY AND LIABILITIES | 4 963 379 | 640 229 | 4 163 097 | 643 695 | |
| MEMORANDUM ITEMS | | | | | |
| Pledged Assets | 2 933 936 | 378 450 | 3 221 921 | 498 171 | 12 |
| Contingent Liabilities | 1 015 218 | 130 954 | 826 404 | 127 778 | 12 |

^{*}Based on closing day rate of exchange | USD = SEK 7.7525

^{**}Based on closing day rate of exchange | USD = SEK 6.4675

| CONSOLIDATED CASH FLOW STATEMENT 2008 2007 | | | | | |
|--|-------------------------|---|----------|----------|------|
| Adjustment for Items Excluded from Cash Flow Statement, etc. Depreciation | | CONSOLIDATED CASH FLOW STATEMENT | 2008 | 2007 | |
| Depreciation 21 44/6 12 600 12 | | | 222 669 | 232 940 | |
| Currency Exchange Differences 8913 261 261 269 331 225 328 3 | , | | 21 476 | 12 600 | |
| Currency Exchange Differences 8 913 261 1 1 1 1 1 1 1 1 1 | | | | | |
| Capital Gain/Loss of Fixed Assets 1.179 11 11 12 12 13 253 828 12 148 253 828 148 149 | | · · · · · · · · · · · · · · · · · · · | | | |
| Interest Received 10 10 10 10 10 10 10 1 | | | | | |
| Interest Received Interest Paid Interest P | | Capital Call 2000 Of Fixed 7 00000 | | | |
| Interest Paid 193 469 139 841 59 148 39 397 | | | | | |
| Income Taxes Paid | | | | | |
| Cash Flow from Operating Activities before Changes in Working Capital 137 847 97 265 | | | | | |
| Cash Flow from Changes Change in Inventories -176 056 -188 010 | | | -59 148 | -39 397 | |
| Cash Flow from Changes Change in Inventories in Working Capital -176 056 -188 010 in Working Capital Change in Accounts Receivable -5 602 -447 481 Change in Receivables -101 793 51 347 Change in Liabilities -32 461 181 014 Change in Liabilities 129 646 153 499 Cash Flow from Operating Activities Investing Activities Purchase of Intangible Fixed Assets -48 419 -152 366 Investing Activities Purchase of Intangible Fixed Assets -6 480 -13 933 Purchase of Subsidianes 6 375 -679 Purchase of Financial Assets 18 0 Sale of Intangible Fixed Assets 18 0 Sale of Fixed Assets 950 20 670 Sale of Fixed Assets 950 20 670 Sale of Fixed Assets 1778 153 738 Dividend Received 4 273 7 036 Change in Loan from Credit Institutions, etc. 35 509 13 243 Cash Flow from Investing Activities 1894 17 657 Ch | | 90章 「利 1 00 Tab 7 200 00 00 00 00 00 10 00 07 1 1 1 1 1 1 1 | | 07.075 | |
| in Working Capital Change in Accounts Receivable Canage in Receivables Change in Receivables Change in Labilities 129 646 153 499 Cash Flow from Operating Activities Investing Activities Purchase of Intangible Fixed Assets Purchase of Subsidiaries Purchase of Financial Assets Purchase of Financial Assets Purchase of Financial Assets Sale of Intangible Fixed Assets Sale of Intangible Fixed Assets Sale of Financial Assets Sale of Financial Assets Sale of Financial Assets Sale of Financial Assets Dividend Received A 273 7 036 Change in Long-Tierm Receivables Change in Long-Tierm Receivables Sale of Intangible Fixed Assets Sale of Financial Assets | | before Changes in Working Capital | 137 847 | 97 265 | |
| in Working Capital Change in Accounts Receivable Canage in Receivables Change in Receivables Change in Labilities 129 646 153 499 Cash Flow from Operating Activities Investing Activities Purchase of Intangible Fixed Assets Purchase of Subsidiaries Purchase of Financial Assets Purchase of Financial Assets Purchase of Financial Assets Sale of Intangible Fixed Assets Sale of Intangible Fixed Assets Sale of Financial Assets Sale of Financial Assets Sale of Financial Assets Sale of Financial Assets Dividend Received A 273 7 036 Change in Long-Tierm Receivables Change in Long-Tierm Receivables Sale of Intangible Fixed Assets Sale of Financial Assets | Cash Flow from Changes | Change in Inventories | -176 056 | -188 010 | |
| Change in Receivables | | | -5 602 | -447 481 | |
| Change in Accounts Payable Change in Liabilities 129 646 153 499 | | Change in Receivables | -101 793 | 51 347 | |
| Change in Liabilities 129 646 153 499 | | Change in Accounts Payable | -32 461 | | |
| Investing Activities | | | 129 646 | 153 499 | |
| Purchase of Tangible Fixed Assets | | Cash Flow from Operating Activities | | -152 366 | 1000 |
| Purchase of Tangible Fixed Assets | | | | | |
| Purchase of Subsidiaries 6 375 -679 Purchase of Financial Assets 18 0 Sale of Intangible Fixed Assets 0 1 Sale of Fixed Assets 950 20 670 Sale of Fixed Assets 1778 153 738 Dividend Received 4 273 7 036 Change in Long-Term Receivables 35 509 13 243 Cash Flow from Investing Activities -34 091 159 036 Financing Activities New Share Issue 1 894 17 657 Change in Loan from Credit Institutions, etc. 106 475 2 878 Dividend Paid -82 667 0 Redemption of Shares 0 -605 Cash Flow from Financing Activities 25 702 19 930 Net Change in Cash and Cash Equivalents -56 808 26 600 Cash and Cash Equivalents Beginning of the Year 255 971 229 947 Exchange Rate Difference in Cash and Cash Equivalents 38 937 -576 Cash Flow from Purchase Purchase Price Paid 0 -679 | Investing Activities | | | | |
| Purchase of Financial Assets 18 | | | -76 514 | -21 040 | |
| Sale of Intangible Fixed Assets 950 20 670 | | | 6 375 | -679 | |
| Sale of Fixed Assets 950 20 670 Sale of Financial Assets 1 778 153 738 Dividend Received 4 273 7 036 Change in Long-Term Receivables 35 509 13 243 Cash Flow from Investing Activities -34 091 159 036 Financing Activities New Share Issue 1 894 17 657 Change in Loan from Credit Institutions, etc. 106 475 2 878 Dividend Paid -82 667 0 Redemption of Shares 0 -605 Cash Flow from Financing Activities 25 702 19 930 Net Change in Cash and Cash Equivalents -56 808 26 600 Cash and Cash Equivalents Beginning of the Year 255 971 229 947 Exchange Rate Difference in Cash and Cash Equivalents 38 937 -576 Cash Flow from Purchase Purchase Price Paid 0 -679 | | | 18 | 0 | |
| Sale of Financial Assets 1 778 153 738 Dividend Received 4 273 7 036 Change in Long-Term Receivables 35 509 13 243 Cash Flow from Investing Activities -34 091 159 036 Financing Activities New Share Issue 1 894 17 657 Change in Loan from Credit Institutions, etc. 106 475 2 878 Dividend Paid -82 667 0 Redemption of Shares 0 -605 Cash Flow from Financing Activities 25 702 19 930 Net Change in Cash and Cash Equivalents -56 808 26 600 Cash and Cash Equivalents Beginning of the Year 255 971 229 947 Exchange Rate Difference in Cash and Cash Equivalents 38 937 -576 Cash Flow from Purchase Purchase Price Paid 0 -679 | | Sale of Intangible Fixed Assets | 0 | 1 | |
| Dividend Received | | Sale of Fixed Assets | 950 | 20 670 | |
| Change in Long-Term Receivables 35 509 13 243 Cash Flow from Investing Activities -34 091 159 036 Financing Activities New Share Issue I 894 17 657 Change in Loan from Credit Institutions, etc. 106 475 2 878 Dividend Paid -82 667 0 Redemption of Shares 0 -605 Cash Flow from Financing Activities 25 702 19 930 Net Change in Cash and Cash Equivalents -56 808 26 600 Cash and Cash Equivalents Beginning of the Year 255 971 229 947 Exchange Rate Difference in Cash and Cash Equivalents 38 937 -576 Cash and Cash Equivalents End of the Year 238 100 255 971 Cash Flow from Purchase Purchase Price Paid 0 -679 | | Sale of Financial Assets | l 778 | 153 738 | |
| Cash Flow from Investing Activities Pinancing Activities New Share Issue Change in Loan from Credit Institutions, etc. Dividend Paid Redemption of Shares Cash Flow from Financing Activities Net Change in Cash and Cash Equivalents Cash and Cash Equivalents Beginning of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash Flow from Purchase Purchase Price Paid New Share Issue I 894 I 7 657 2 878 I 106 475 2 878 0 -605 2 870 2 19 930 For and Cash Flow from Financing Activities I 1894 I 7 657 I 2878 I 17 657 I 2878 I 2667 I 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 | | Dividend Received | 4 273 | 7 036 | |
| Financing Activities New Share Issue Change in Loan from Credit Institutions, etc. Dividend Paid Redemption of Shares Cash Flow from Financing Activities Net Change in Cash and Cash Equivalents Cash and Cash Equivalents Beginning of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Purchase Price Paid New Share Issue I 894 I7 657 2 878 106 475 2 878 0 -605 2 5702 I 9 930 Purchase Price Paid I 894 I 7 657 I 894 I 7 657 I 106 475 2 878 I 106 475 I 2 878 I 2 87 I | | Change in Long-Term Receivables | 35 509 | 13 243 | |
| Change in Loan from Credit Institutions, etc. Dividend Paid Redemption of Shares Cash Flow from Financing Activities Net Change in Cash and Cash Equivalents Cash and Cash Equivalents Beginning of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Cash Flow from Purchase Purchase Price Paid 106 475 2 878 0 -605 0 -605 19 930 255 702 19 930 2600 275 971 229 947 281 00 255 971 281 100 255 971 | | Cash Flow from Investing Activities | -34 091 | 159 036 | |
| Dividend Paid Redemption of Shares Cash Flow from Financing Activities Net Change in Cash and Cash Equivalents Cash and Cash Equivalents Beginning of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Purchase Price Paid Purchase Price Paid -82 667 0 -605 25 702 19 930 26 600 27 947 229 947 229 947 238 100 255 971 229 947 238 100 255 971 | Financing Activities | New Share Issue | 1 894 | 17 657 | |
| Redemption of Shares Cash Flow from Financing Activities Net Change in Cash and Cash Equivalents Cash and Cash Equivalents Beginning of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Purchase Price Paid 0 -605 25 702 19 930 -56 808 26 600 255 971 229 947 229 947 238 100 255 971 0 -679 | | Change in Loan from Credit Institutions, etc. | 106 475 | 2 878 | |
| Redemption of Shares Cash Flow from Financing Activities 15 702 19 930 Net Change in Cash and Cash Equivalents Cash and Cash Equivalents Beginning of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Purchase Price Paid 0 -605 25 702 19 930 -56 808 26 600 255 971 229 947 259 947 238 100 255 971 Cash Flow from Purchase 0 -605 0 -605 0 -605 0 -605 0 -605 0 -605 0 -605 0 -605 0 -605 0 -605 0 -605 0 -605 0 -605 0 -605 | | Dividend Paid | -82 667 | 0 | |
| Net Change in Cash and Cash Equivalents Cash and Cash Equivalents Beginning of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Purchase Price Paid -56 808 26 600 229 947 229 947 238 100 255 971 229 947 238 100 255 971 -679 | | Redemption of Shares | | -605 | |
| Cash and Cash Equivalents Beginning of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Cash Flow from Purchase Purchase Price Paid 255 971 229 947 38 937 -576 238 100 255 971 Cash Flow from Purchase 0 -679 | | Cash Flow from Financing Activities | 25 702 | | |
| Cash and Cash Equivalents Beginning of the Year Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Cash Flow from Purchase Purchase Price Paid 255 971 229 947 38 937 -576 238 100 255 971 Cash Flow from Purchase 0 -679 | | Net Change in Cash and Cash Equivalents | -56 808 | 26 600 | |
| Exchange Rate Difference in Cash and Cash Equivalents Cash and Cash Equivalents End of the Year Cash Flow from Purchase Purchase Price Paid 0 -679 | | | | | |
| Cash and Cash Equivalents End of the Year 238 100 255 971 Cash Flow from Purchase Price Paid 0 -679 | Exch | | | | |
| Cash Flow from Purchase Price Paid 0 -679 | | | | | |
| | | | 250 100 | 255 771 | |
| of Subsidiaries Cash and Cash Equivalents in Purchased Company 6 375 | Cash Flow from Purchase | Purchase Price Paid | 0 | -679 | |
| Casit and Casit Equivalents in Fulchased Company | of Subsidiaries | Cash and Cash Equivalents in Purchased Company | 6 375 | 0 | |
| Cash Flow from Purchase of Subsidiaries 6 375 -679 | | Cash Flow from Purchase of Subsidiaries | 6 375 | -679 | |

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Accounting principles

The annual report has been prepared according to the Swedish Annual Accounts Act and the general advice and guidelines of the Swedish Accounting Standards Board.

Consolidated financial statements

The consolidated income statement and balance sheet include all companies in which the parent company directly or indirectly holds more than 50% of the shares or voting rights, see note 9.

All acquisitions of companies have been recorded according to the acquisition method. Untaxed reserves reported in the individual group companies are divided in the consolidated balance sheet as a capital part and a tax part. The capital part has been accounted for under restricted reserves. The tax part is accounted for as an allocation under deferred tax.

Companies acquired during the year have been consolidated from acquisition date.

Participations in associated companies have been reported according to the equity method. Companies where CellMark holds between 20% and 50% of the voting rights are treated as associated companies. The equity method means that the acquisition cost for the shares, adding the change in the associated company's equity after the date of acquisition, is accounted for under the heading "Participations in Associated Companies" in the consolidated balance sheet.

The current method has been used in translating the income statements and balance sheets in foreign subsidiaries into Swedish kronor. All assets and liabilities in the foreign subsidiaries' balance sheets have been translated at year-end rate and all items in the income statements have been translated using the average rate of the year. Translation differences arising have been entered directly as equity.

Receivables and liabilities in foreign currency

Receivables and liabilities in foreign currency have been translated at the rate of exchange at year-end. The difference between the acquisition value and the value at year-end has been accounted for as income/expense. Receivables and liabilities that have been sold forward have been valued at the forward exchange rate.

Fixed Assets

Fixed assets are accounted for at the acquisition cost with deduction for depreciation according to plan based on assessment of the expected economic life of the assets. Depreciation according to plan is computed as follows:

| Computer equipment | 20% |
|-------------------------|--------|
| Other equipment | 20% |
| Buildings | 2% |
| Goodwill | 10-20% |
| Other intangible assets | 10% |

Current Assets

Receivables have been recorded at the amount they are expected to be paid.

Inventories have been valued at the lower of cost or market, i e the lower of the acquisition value and the estimated net sales value.

Cash Flow Statement

Cash and cash equivalents include bank balances and shortterm investments.

Note I Operating Income

| Group | 2008 | 2007 |
|-----------|------------|------------|
| Pulp | 5 340 772 | 5 677 329 |
| Paper | 6 114 512 | 5 082 932 |
| Packaging | 2 675 723 | 2 616 903 |
| Recycling | 2 655 866 | 2 194 218 |
| Other | 0 | 56 |
| Total | 16 786 873 | 15 571 438 |

No Purchases or Sales between the Parent Company and other Group Companies have taken place.

| Note 2 Number of Employees, Salaries and Emoluments, etc | 2008 | Men | 2007 | Men |
|--|---------|---------|------|-----|
| Group | | | | |
| Average Number of Employees: | | | | |
| Sweden | 99 | 45 | 97 | 43 |
| USA | 250 | 152 | 189 | 115 |
| Other Countries | 73 | 32 | 65 | 27 |
| | 422 | 229 | 351 | 185 |
| Number of Board Members, Presidents and Managing Officers: | 2008 | Men | 2007 | Men |
| Board Members | 21 | 20 | 21 | 20 |
| Presidents and Managing Officers | 14 | 12 | 14 | 12 |
| Salaries, emoluments, social security expenses and | | | | |
| pension expenses were paid as follows: | 2008 | 2007 | | |
| Salaries and Emoluments | 283 526 | 251 085 | | |
| Social Security Expenses | 39 540 | 37 686 | | |
| Pension Expenses | 29 128 | 26 488 | | |
| | 352 194 | 315 259 | | |
| Pension Obligation to Board and President | 0 | 0 | | |
| Note 3 Disclosure of Audit Fee and Cost Reimbursements | | | | |
| Group | 2008 | 2007 | | |
| KLN Revision AB | | | | |
| Audit Assignment | 744 | 769 | | |
| Non-Audit Assignments | 49 | 265 | | |
| Other Auditors | | | | |
| Audit Assignment | 3 802 | 3 900 | | |
| Non-Audit Assignments | 3 855 | 4 228 | | |
| Total | 8 450 | 9 162 | | |
| Note 4 Tax on Profit for the Year | | | | |
| Group | 2008 | 2007 | | |
| Income Tax | 26 292 | 44 968 | | |
| Deferred Tax | -3 179 | -5 874 | | |
| · | 23 113 | 39 094 | | |





Note 5 Acquisition Values and Depreciation, etc. for Goodwill Group Dec 31, 2008 Dec 31, 2007 Acquisition Value Brought Forward 27 041 28 270 Purchases 403 711 Exchange Rate Differences 2 836 -1 940 **Accumulated Acquisition Value Carried Forward** 30 280 27 041 Depreciation Brought Forward -23 307 -24 570 Purchases -18 Exchange Rate Differences -2 831 2 272 Depreciation for the Period -1 123 -1 009 **Accumulated Depreciation Carried Forward** -27 279 -23 307 **Book Value** 3 001 3 734 Acquisition Values and Depreciation, etc. for Computer Software Group Acquisition Value Brought Forward 14 037 11 054 Purchases 4 068 3 157 2 43 1 26 Reclassifications Exchange Rate Differences 821 -200 21 357 14 037 **Accumulated Acquisition Value Carried Forward** -3 573 Depreciation Brought Forward -6 332 Reclassifications 0 -23 -590 105 Exchange Rate Differences Depreciation for the Period -3014 -2 841 **Accumulated Depreciation Carried Forward** -9 936 -6 332 **Book Value** 11 421 7 705 Other Intangible Assets Group 20 034 10 333 Acquisition Value Brought Forward 3 612 10 348 **Purchases** 0 -|| Sales/Disposals 4 083 Exchange Rate Differences -636 **Accumulated Acquisition Value Carried Forward** 27 729 20 034 Depreciation Brought Forward -7 725 -6 947 Sales/Disposals 0 10 Exchange Rate Differences -2 363 434 -5 040 Depreciation for the Period -1 222 -15 128 -7 725 **Accumulated Depreciation Carried Forward** 12 601 12 309 **Book Value**

| Group | Dec 31, 2008 | Dec 31, 2007 |
|---|--------------|--------------|
| Acquisition Value Brought Forward | 58 142 | 77 954 |
| Acquisition Value Revaluation | 0 | 22 871 |
| Purchases | 51 878 | 8 086 |
| Sales/Disposals | 0 | -48 574 |
| Exchange Rate Differences | 8 570 | -2 195 |
| Accumulated Acquisition Value Carried Forward | 118 590 | 58 142 |
| Depreciation Brought Forward | -11 169 | -15 422 |
| Depreciation Revaluation Brought Forward | 0 | -1 158 |
| Purchases | -214 | (|
| Sales/Disposals | 0 | 6712 |
| Exchange Rate Differences | -1 555 | 40 |
| Depreciation for the Period | -1 762 | -1 702 |
| Accumulated Depreciation Carried Forward | -14 700 | -11 169 |
| Book Value | 103 890 | 46 973 |
| Book Value, Buildings | 79 594 | 45 935 |
| Book Value, Land | 24 296 | 1 038 |
| | 103 890 | 46 973 |
| Tax Assesment Value | | |
| Tax Assesment Value for Properties in Sweden | 10 967 | 10 96 |
| For Buildings | 8 625 | 8 625 |
| Note 8 Acquisition Values and Depreciation, etc. for Equipment | | |
| Group | Dec 31, 2008 | Dec 31, 200 |
| Acquisition Value Brought Forward | 70 150 | 66 125 |
| Purchases | 23 444 | 12 209 |
| Subsidiaries Acquired | 49 171 | (|
| Sales/Disposals | -6 334 | -5 26 |
| Reclassifications | -2 431 | -106 |
| Exchange Rate Differences | 11 257 | -2 817 |
| Accumulated Acquisition Value Carried Forward | 145 257 | 70 150 |
| Depreciation Brought Forward | -49 174 | -50 68 |
| Subsidiaries Acquired | -17 556 | (|
| Sales/Disposals | 5 968 | 4 574 |
| Reclassifications | 0 | 103 |
| Exchange Rate Differences | -9 529 | 2 656 |
| Depreciation for the Period | -10 537 | -5 826 |
| Accumulated Depreciation Carried Forward | -80 828 | -49 174 |
| Book Value | 64 429 | 20 976 |
| | | |

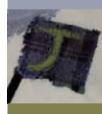
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| Note 9 | C | Character of | D - 31 3000 | D 21 2007 |
|--|-----------------|--------------|-------------------|-------------------|
| Participating Interests in Group Companies | Country/ | | Dec 31, 2008 | Dec 31, 2007 |
| Company | Reg office | Capital | Book Value | Book Value |
| CellMark AB, 556244-2433/par SEK 9 015 000/ | Gothenburg | 100% | 23 015 | 23 015 |
| Book Value | | | 23 015 | 23 015 |
| CellMark AB's Participation in Group Companies | Country/ | Share of | Dec 31, 2008 | Dec 31, 2007 |
| Company | Reg office | Capital | Book Value | Book Value |
| CellMark Inc/par USD 49 000/ | USA | 100% | 28 916 | 28 916 |
| CellMark Asia Pte Ltd/par SGD 000 000/ | Singapore | 100% | 3 385 | 3 385 |
| Singapore Pulp Private Ltd/par SGD 100 000/ | Singapore | 100% | 0 | 0 |
| Unifibra SA /par CHF 300 000/ | Switzerland | 100% | 73 840 | 73 840 |
| Celltorp AB, 556056-9716/par SEK 1 000 000/ | Gothenburg | 100% | 0 | 0 |
| Hylte Converting AB, 556528-8924/par SEK 600 000/ | Hyltebruk | 100% | 7 315 | 7 315 |
| 646325 B.C. Ltd/par CAD 1/ | Canada | 100% | 0 | 0 |
| CellMark SA/par CHF 000 000/ | Switzerland | 100% | 516 | 516 |
| Worldchem Scandinavia AB, 556418-0361/par SEK 670 000/ | Gothenburg | 100% | 58 77 I | 58 771 |
| CellMark France SA/par EUR 80 000/ | France | 0% (| (100%) 0 | I 730 |
| CellMark Iberica SL/par EUR 3 010/ | Spain | 100% | l 894 | 1 894 |
| CellMark Paper SA de CV/par MXN 20 000/ | Mexico | 100% | 2 302 | 2 285 |
| CellMark Recycling Benelux BV/par EUR 18 151/ | The Netherlands | 100% | 30 538 | 30 538 |
| CellMark Exports Inc/par USD 2 500/ | USA | 100% | 67 | 67 |
| BC Holdings Inc/par CAD 1/ | Canada | 100% | 0 | 0 |
| CellMark UK/par GBP 1/ | UK | 100% | 14 | 14 |
| CellMark Paper Peru SRL/par PEN 3 500/ | Peru | 100% | 3 765 | 3 765 |
| Book Value | | | 211 323 | 213 036 |

Note 10
Participating Interests in Associated Companies

| Group | Dec 31, 2008 | Dec 31, 2007 |
|--|--------------|--------------|
| Share of Capital, Opening Balance | 24 877 | 85 858 |
| Share of Profit for the Year at Associated Companies | 5 372 | 11 757 |
| Deduction for Dividends Received | -4 450 | -7 028 |
| Reorganization within the Group | -7 044 | 0 |
| Exchange Rate Differences | I 837 | -99 |
| Sales/Disposals | -735 | -65 611 |
| Share of Capital at Year-End | 19 857 | 24 877 |

| | Country/ | Share of Dec 31,2 | | Dec 31, 2007 |
|--|-------------|-------------------|------|--------------|
| Company | Reg. office | Capital Book Va | alue | Book Value |
| CellMark Taiwan Company Ltd/par TWD 5 000 000/ | Taiwan | 50% I | 412 | 1 179 |
| CellMark Deutschland GmbH/par EUR 25 564/ | Germany | 0% (50%) | 0 | 566 |
| Amerisouth Holdings Inc/par USD 38 000/ | USA | 61.7% (50%) | 0 | 5 633 |
| Intersales KB, 916840-3930 Participation Right | Gothenburg | -1 | 146 | -1 447 |
| Pittsburgh Recycling Services Inc/par USD 50 000/ | USA | 50% 7 | 496 | 4 989 |
| CellMark de Mexico SA de CV/par MXN 9 980 000/ | Mexico | 0% (49.9%) | 0 | 169 |
| Central Kentucky Fiber Resources LLC | USA | 50% 3 | 060 | 2 681 |
| CMP Cellulosa Marketing Promotion Sarl/par CHF 10 000/ | Switzerland | 50% | 653 | 427 |
| Birmingham Recycling and Recovery LLC | USA | 61.7% (50%) | 0 | I 407 |
| Urban Impact Recycling Ltd/par CAD 501 580/ | Canada | 50% 8 | 534 | 9 405 |
| Bren-Mar Properties LLC | USA | 50% | -152 | -136 |
| 41st Street Associates | USA | 61.7% (50%) | 0 | 4 |
| 3600 Viking Way Enterprises Ltd | Canada | 50% | 0 | 0 |
| B ook V alue | | 19 | 857 | 24 877 |



| Note | Share | Restricted | Non-Restricted | Total |
|---|---------|------------|----------------|----------|
| Group | Capital | Reserves | Equity | |
| Amount Brought Forward | 172 | 104 661 | 686 674 | 791 507 |
| New Share Issue | 1 | | I 893 | I 894 |
| Translation Difference for the Year | | 39 634 | 82 682 | 122 316 |
| Movement between Restricted and Non-Restricted Equity | | -42 001 | 42 00 1 | 0 |
| Dividend Paid | | | -290 167 | -290 167 |
| Redemption | -5 | - | -19 117 | -19 123 |
| Profit for the Year | | | 131 309 | 131 309 |
| Amount at Year-End | 168 | 102 293 | 635 275 | 737 736 |

TSEK -7 778 of the total translation difference, TSEK 29 708, is allocated to Non-Restricted Reserves and TSEK 37 486 to Restricted Reserves.

Note 12 Pledged Assets and Contingent Liabilities

| led Assets and Contingent Liabilities | | |
|---|--------------|--------------|
| Group | Dec 31, 2008 | Dec 31, 2007 |
| Pledged Assets for Liabilities to Credit Institutions | | |
| Floating Charge | 30 000 | 30 000 |
| Property Mortgage | 8 000 | 10 636 |
| Inventories | 373 990 | 350 134 |
| Accounts Receivable | 2 454 572 | 2 782 704 |
| Bank Balances | 4 823 | 8 337 |
| Import Letter of Credit | 58 994 | 32 115 |
| Endowment Insurance | 3 557 | 7 995 |
| Total Pledged Assets | 2 933 936 | 3 221 921 |
| Contingent Liabilities | | |
| Sureties/Guarantees | 791 407 | 593 173 |
| Pension Obligation | 4 496 | 5 055 |
| Other Contingent Liabilities | 219 315 | 228 176 |
| Total Contingent Liabilities | 1 015 218 | 826 404 |

| Ooti ici ibui g, Api ii 20, 2007 | Gothenburg, | April | 20, | 2009 |
|----------------------------------|-------------|-------|-----|------|
|----------------------------------|-------------|-------|-----|------|

Hans Kling President Thomas Hedberg

Adrian Montague

Our Audit Report was submitted on April 20, 2009

Carl Magnus Kollberg Ulf Lindesson

Authorized Public Accountant Authorized Public Accountant



To the General Meeting of the shareholders of CellMark Holding AB

Corporate identity number 556498-0893

We have audited the annual accounts, the consolidated accounts, the accounting records and the administration of the board of directors and the managing director of CellMark Holding AB for the financial year 2008. These accounts and the administration of the company are the responsibility of the board of directors and the managing director. Our responsibility is to express an opinion on the annual accounts, the consolidated accounts and the administration based on our audit.

We conducted our audit in accordance with generally accepted auditing standards in Sweden. Those standards require that we plan and perform the audit to obtain reasonable assurance that the annual accounts and the consolidated accounts are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the accounts. An audit also includes assessing the accounting principles used and their application by the board of directors and the managing director, as well as evaluating the overall presentation of information in the annual accounts and the consolidated accounts. As a basis for our opinion concerning discharge from liability, we examined significant decisions, actions taken and circumstances of the company in order to be able to determine the liability, if any, to the company of any board member or the managing director. We also examined whether any board member or the managing director has, in any other way, acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association. We believe that our audit provides a reasonable basis for our opinion set out below.

The annual accounts and the consolidated accounts have been prepared in accordance with the Annual Accounts Act and, thereby, give a true and fair view of the company's and the group's financial position and results of operations in accordance with generally accepted accounting principles in Sweden.

We recommend to the general meeting of shareholders that the income statements and balance sheets of the parent company and the group be adopted, that the profit for the parent company be dealt with in accordance with the proposal in the director's report and that the members of the board of directors and the managing director be discharged from liability for the financial year.

Gothenburg, April 20, 2009

Carl Magnus Kollberg
Authorized Public Accountant

Ulf Lindesson Authorized Public Accountant

This audit report is a translation of the audit report issued for the official annual report including information regarding the parent company and complete information in note 2.