



# Financial Statement Release

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# Nurminen Logistics Plc Financial Statement Release 2023

The year 2023 was a record-breaking year for the group. The start-up of the new domestic railway business, combined with the acquired North Rail Oy, contributed significantly to the profitable growth of railway logistics during the review period. The group's balance sheet structure was strengthened due to good result and large loan repayments, giving the year 2024 a good start for progressing with the strategic growth targets.

KEY FIGURES 1 JAN–31 DEC 2023	1 JAN– 31 DEC 2023	1 JAN– 31 DEC 2022
EUR million		
Net sales	128.0	122.5
Operating result	33.1	3.4
Operating result, %	25.9%	2.8%
Comparable operating result	21.5	6.9
Comparable operating result, %	16.8%	5.6%
Result for the period	23.3	1.5
Return on equity %	66.5%	5.9%
Gearing %	77.6%	119.8%
Interest-bearing net debt / EBITDA	0.93	4.65
Earnings per share, undiluted (€)	0.18	-0.01
Cash flow from operating activities	25.4	5.2

KEY FIGURES 1 JUL–31 DEC 2023	1 JUL– 31 DEC 2023	1 JUL– 31 DEC 2022
EUR million		
Net sales	71.2	50.8
Operating result	24.2	1.0
Operating result, %	33.9%	2.0%
Comparable operating result	12.3	2.2
Comparable operating result, %	17.2%	4.4%
Result for the period	17.2	-0.3
Cash flow from operating activities	4.8	0.4

The net sales for 2023 amounted to EUR 128.0 million and comparable operating result to EUR 21.5 million. The group's relative profitability, measured by operating result of 16.8%, was one of the best in the industry. In addition, the group paid off EUR 36.0 million of its financial liabilities and invested EUR 1.1 million into fixed assets.

Development was positive during second half of the year despite the difficult market in Finland. The net sales for July–December amounted to EUR 71.2 million and comparable operating result to EUR 12.3 million. Cargo, Multimodal Forwarding, domestic rail operations and Baltic operations all clearly improved their result year-on-year, and only the international rail business, which is suffering from the external conditions, did not reach the targets. Also the strict cost control in group functions supported the clear improvement in the result.

Nurminen Logistics' operating ability remained good throughout the year in spite of the strongly changing external circumstances,

which is also reflected in the strong growth in customer numbers compared to 2022.

## Board of Directors' proposal for profit distribution

The Board of Directors proposes to the Annual General Meeting repayment of equity from the reserve for invested unrestricted equity, at most EUR 0.06 per each of the company's 78 127 855 shares outstanding, totaling at most EUR 4 687 671.30. In addition, the Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide the date and the final amount of the repayment of equity from the reserve for invested unrestricted equity.

## Financial guidance

The group estimates that its net sales and comparable operating result for 2024 will increase compared to 2023. The projected growth in net sales and operating result is based on the growing rail operations in the group's market areas, energy raw material shipping and improved profitability of the Cargo business.

The full-year forecast is supported by our view of the development in net sales in the first quarter of 2024 compared to the comparison period, as well as our forecast of comparable operating result for the first quarter.

Nurminen Logistics will change its reporting in 2024 as follows: For the first and third quarters the group publishes a business review, and for the second and fourth quarters an interim report.

## Olli Pohjanvirta, President and CEO: The record result for 2023 is a demonstration of our group's expertise and excellent adaptability

Despite the challenging operating environment and geopolitical uncertainties in 2023, we continued to grow profitably. The group's net sales in July–December increased by 40% to EUR 71.2 million compared to the comparison period and the comparable operating result increased more than five-fold compared to the comparison period, amounting to EUR 12.3 million. The value creation of the group's operations is well demonstrated, despite the increased balance sheet, by the high return on equity, which was 66.5 % as well as the return on investment 42.8 %. The group's interest-bearing net liabilities in relation to EBITDA decreased to a ratio of 0.93 despite the significant increase of the group's balance sheet to EUR 114 million.

The group achieved in 2023 the best comparable operating result in its history, EUR 21.5 million. The start-up of the new domestic railway business together with the acquisition of North Rail Oy was a key factor in the growth of operating result. Thanks to the record-high operating result and the EUR 12.3 million gain from the bargain purchase during the review period, the group's key figure targets according to the group's strategy were achieved ahead of time, which will enable the group to actively develop and grow also in the future.

The growth in net sales and operating result is based on the increased volumes of the rail business and Baltic operations, fast and targeted organisational efficiency measures, successful sales efforts and increased international recognition. In addition to the strong competence and commitment of the employees, their implementation capacity has been particularly important.



At the beginning of the review period, the group strengthened its position as a comprehensive player and developer of the railway business by acquiring North Rail Oy (formerly Operail Finland Oy) having a railway license in Finland. With the acquisition and new customers of Nurminen railway business, the group became biggest private railway operator in Finland. North Rail Oy's transports based on long-term customer contracts have been possible to start on a fast schedule, and we have received a lot of praise from customers for high-quality service.

In addition to a significant increase of North Rail Oy's business, the most significant highlights in 2023 were the continued good development of the Baltic operations and increased project deliveries as well as the stabilisation of traffic between Central Asia and Europe on the Trans-Caspian route. Our investments in the railway business continued outside Finland, in Central Europe and the Nordic countries, where we are seeking growth this year. During H1/2024, we will open a new important railway route in the Nordic countries, serving, among other things, Finnish industrial and commercial customers.

Towards the end of the year, the escalation of the situation in the Red Sea and the resulting difficulties in sea freight were immediately visible as an increase in the demand for rail freight, to which our office in China has responded successfully.

The Cargo and Multimodal Forwarding business volumes decreased in the second half of the year due to the decline in the Finnish economy and the resulting slowdown in imports and exports. The complex licensing processes related to the deliveries of energy raw material were completed across Europe and we started trial deliveries towards the end of the year. We expect to see clear growth and demand for these deliveries in the current year.

In 2024, our strategy-based investments in digitalisation and sustainability will continue. During H1, we will open a customer portal, which will increase transparency and efficiency for our customers and, thereby, improve the overall customer experience. Digitalisation also supports our group's green transition.

In rail logistics, we will continue to grow in Finland, the Nordic countries and Central Asia. We are developing the rail market between Europe and Asia by expanding our co-operation network and performing active sales efforts, as we strongly believe in the future of rail market.

Although geopolitical uncertainties weaken the outlook for global economic growth, they increase the need for more functional logistics and alternative modes of transport during crisis and disruptions. Also growing logistics emission reporting requirements increase the need for companies to transfer cargo to lower-emission rail transports. We believe in sustainable growth in the demand for rail logistics and related multimodal transport, as efficient, flexible and environmentally friendly logistics have a major impact on companies' competitiveness in international trade.

I believe that in the current market situation, we can best increase equity value by paying attention to profitability and cash flow. Thus, we are ready, as the market picks up, for strong growth, both organically and by acquisitions.

I am very happy about our achievements in 2023 in the challenging market. I would like to express my gratitude to our dedicated employees for their excellent input and thank our customers for their support and trust.

Net sales and financial performance for 2023

EUR 1,000	1–12/2023	1–12/2022
Net sales	127,951	122,511
Operating result	33,091	3,408
Operating result, %	25.9%	2.8%
Comparable operating result	21,482	6,882
Comparable operating result, %	16.8%	5.6%

Net sales for 2023 increased by 4 per cent to EUR 128.0 million (EUR 122.5) year-on-year. The net sales growth was greatest in the railway business, where volumes increased significantly due to the acquisition and new customer relationships, and in the Baltics, where especially raw material project deliveries from Central Asia increased net sales to a record level. Nurminen Logistics' competitive services, successful sales efforts and activeness of the personnel also made the good development of the other units possible in the changed circumstances. Investments in opening new railway routes in the Nordic countries and Europe continued in 2023, creating new business opportunities for 2024.

Reported operating result for 2023 amounted to EUR 33.1 million, or 25.9% of net sales. Comparable operating result without non-recurring items amounted to EUR 21.5 million, or 16.8% of net sales. Non-recurring items in 2023 reduced the comparable operating result by a total of EUR 11.6 million, in which the largest item was the positive effect of EUR 12.3 million recorded in December which was related to the acquisition of North Rail Oy in accordance with the final purchase price allocation. The non-recurring expenses were related to reversals of container positions, the efficiency measures implemented and the acquisition of North Rail Oy. Bridge calculation of comparable operating profit is presented in table format on page 18.

Business review 1–12/2023

The year 2023 was important for the group, as we became the largest private railway operator in Finland. Railways are an important mode of transport for an increasing number of global companies, and they want to move their cargo traffic to railways in the near future. The development of the Trans-Caspian railway route continued and the operational capacity of the direct routes between China and Europe was maintained.

In 2023, the cash flow from operating activities remained strong at EUR +25.4 million. We raised long-term loans of EUR 15.0 million and paid EUR 30.3 million in debts related to the acquisition of North Rail. The group's equity ratio improved by 7.1 percentage points to 41.8%, gearing reached a good level of 77.6%, and interest-bearing net liabilities relative to EBITDA were only 0.93. Fixed expenses were at 17.6% of net sales and return on equity was 66.5%.

The profitability of Nurminen Logistics improved significantly as a result of the acquisition of North Rail Oy and the successful ramp-up of the domestic railway business, the good demand situation in the Baltic operations and the group's courage and ability to react to changing conditions.

In 2023, the net sales of the railway operations was EUR 26.8 million and the share of the Group's net sales was 21% (19%).

The profitability of the Multimodal Forwarding business improved and net sales amounted to EUR 9.8 million. The Multimodal Forwarding business accounts for 7% (13%) of the Group's net sales.

In the Cargo business, net sales and profitability remained at the good level of 2022 and net sales were EUR 19.2 million. The Cargo business account for 15% (16%) of the Group's net sales.

The good development of the Baltic operations continued steadily throughout 2023. The Baltic operations account for 57% (51%) of the Group's net sales.

Net sales and financial result  
for July–December

EUR 1,000	7–12/2023	7–12/2022
Net sales	71,244	50,773
Operating result	24,158	1,006
Operating result, %	33.9%	2.0%
Comparable operating result	12,252	2,242
Comparable operating result, %	17.2%	4.4%

Net sales for July–December increased by 40 per cent to EUR 71.2 million year-on-year and by 26 per cent compared to January–June. The growth in net sales was a result of the increased volumes of the railway business and the Baltic operations. Comparable operating result amounted to EUR 12.3 million, i.e. 17.2% of net sales. The comparable operating margin increased slightly compared to January–June (16.3%).

Business review 7–12/2023

In the railway business, Finnish volumes continued their good development and the volumes of the Trans-Caspian route were growing. The situation in the Red Sea towards the end of the year caused a sharp rise in sea freight prices and a significant increase in travel time, as a result of which the demand for the Trans-Caspian route and the need for direct Chinese trains to Europe increased. In Sweden, volumes have remained stable and we have been working on new services for Sweden during the rest of the year, which will be launched in H1/2024.

The services of the Cargo business prospered when considering the market situation, although they decreased from the level of the early part of the year, which resulted from the decline in Finnish exports and imports. In a difficult market situation, we managed to increase project deliveries and build a new energy raw material delivery solution service for Finnish heat power plants, from which we expect a new growing business for 2024.

Demand for the Multimodal Forwarding business was stable as profitability continued to improve.

Net sales of the Baltic operations increased clearly in July–December year-on-year and profitability was at a good level during the period under review.

War in Ukraine and the geopolitical situation

As Russia's war of aggression continues in Ukraine, the demand for the Trans-Caspian route bypassing Russia has stabilised. In addition, the situation in the Red Sea, which escalated towards the end of the year, has increased the demand for direct rail transport between Europe and Asia.

Geopolitical factors, such as the war in the Middle East, increase the need for alternative and safe transport routes for companies. Nurminen Logistics continuously and actively develops the routes to solve customers' logistical needs in changing conditions.

Outlook

Nurminen Logistics estimates that the development of the logistics market relevant to the group will strengthen during the second half of 2024 and the measures taken by the group in 2023 will facilitate the positive development of the group's business in 2024.

We believe that the demand for rail freight will increase in the group's target market, which is supported by the increase of the importance of environmental values in decision-making. Continued high interest rates and scarce financing will support the customers' need for faster turnover of working capital and more accurate planning of deliveries, which will contribute to the demand for Nurminen Logistics' services.

Nurminen Logistics is in a strong position in traffic along the Trans-Caspian route between Central Asia and Europe, because Nurminen is one of the few internationally known companies operating on the route. We are also ready to quickly start direct rail transport between China and Finland to serve the Nordic market. There are clear signs of a growing need for the service on the market, due to the significant competitive advantage it offers.

The strong Cargo business will be developed further, and we see opportunities for growth in both Finland and the Nordic countries in 2024.

Nurminen Logistics is now strongly investing in railway services in Finland and in the Nordic countries, seeking clear growth. The group's long-term agreements with several customers ensure stable profitability for the next few years. We see major opportunities in developing the offering in the Nordic countries, as Nurminen Logistics provides a completely new kind of customer insight as a railway company, combining its terminal and multimodal expertise with the customer needs. Strengthened balance sheet structure also enables acquisitions.

Short-term risks and uncertainties

The weakening of the European economy from the current situation, the labour market disputes in Finland and the continuation of the war in Ukraine may have a negative impact on the demand for the group's services and thereby result. If the foreign trade of Finland, China or Sweden continues to decrease, it will affect the demand for services. In the railway business, food supply-related fertilisers critical to the world or metals required for the green transition being subjected to sanctions would have a negative impact on the railway business in the EU.

Risks related to climate change

The group does not see that risks related to climate change, such as extreme weather events, would affect Nurminen Logistics' business.

More detailed information about the risk information of the company can be found on the Investors page on Nurminen Logistics' website at <https://www.nurminenlogistics.com/investors/>.

Financial position and balance sheet

Cash flow from operating activities amounted to EUR +25.4 million. January–June accounted for EUR +20.5 million and July–December for EUR +4.8 million of the cash flow from operating activities. The change in working capital accounted for EUR +3.8 million of the cash flow from operating activities.

Cash flow from investments was EUR 2.5 million. The cash flow from investing activities was impacted by investing in funds, investments in information systems and digitalisation and the purchase price debt connected to the acquisition of North Rail Oy.

The cash flow from financing was EUR -21.2 million, with the most significant items being a total of EUR 15.0 of proceeds from non-current borrowings mainly related to the acquisition of North Rail Oy, and EUR -36.0 million of repayment of non-current borrowings, of which EUR -30.3 million relates to the acquisition of North Rail Oy.

At the end of the review period, cash and cash equivalents amounted to EUR 12.8 million. Cash and cash equivalents attributable to the Baltic operations amount to EUR 11.4 million.

The measurement of the assets in the financial statements is based on the going concern assumption and market prices, and the assets do not involve a risk of write-downs at the time of closing the accounts. The group management estimates that the cash flow will cover the current business needs and liabilities for the next 12 months.

The Group's interest-bearing debt excluding IFRS 16 liabilities amounted to EUR 26.0 million. The liabilities according to IFRS 16 totalled EUR 9.6 million, of which EUR 6.8 million was connected to the land and civil defence shelter leases of the Vuosaari real estate company. The land lease liability does not have a negative impact on the value of the property. All of the buildings in the Vuosaari port area are located on plots leased from the City of Helsinki.

Current interest-bearing liabilities of the group, a total of EUR 21.2 million, consist of bank loans of EUR 20.6 million and IFRS lease liabilities of EUR 0.6 million. Short-term bank loans include EUR 5.4 million of loans taken from Ilmarinen and EUR 8.7 million of loans related to the acquisition of North Rail Oy. Non-current interest-bearing liabilities are EUR 27.2 million, of which EUR 18.2 million consists of long-term debt and EUR 9.0 million is connected to lease liabilities according to IFRS 16.

Long-term loans amount to EUR 18.2 million. Long-term loans include a loan of EUR 11.8 million taken out by Kiinteistö Oy Helsingin Satamakaari 24 from Oma Savings Bank, a loan of EUR 1.0 million taken out by Nurminen Logistics Plc from Oma Savings Bank and the loans of EUR 5.4 million taken out by Nurminen Logistics Plc related to the acquisition of North Rail Oy.

The company's equity amounted to EUR 45.9 million at the end of the year, while it was EUR 24.1 million at the end of the previous financial period. The equity ratio improved as a result of the strengthening of equity to 41.8% (34.7%). The balance sheet total was EUR 113.8 million (69.7%).

## Capital Expenditure

The Group's gross capital expenditure during the review period amounted to EUR 1.1 million (EUR 0.4 million), accounting for 0.9% (0.3%) of net sales. Depreciation totalled EUR 5.3 million (EUR 2.8 million), or 4.2% (2.3%) of net sales. Amortisation of right-of-use assets associated with IFRS 16 amounted to EUR 0.9 million (EUR 0.8 million).

## Group Structure

The Group comprises the parent company, Nurminen Logistics Plc, as well as the following subsidiaries and associated companies, owned directly or indirectly by the parent (ownership, %): Nurminen Logistics Services Oy (100%), Kiinteistö Oy Kotkan Siikasaarentie 78 (100%), Kiinteistö Oy Luumäen Suoanttilantie 101 (100%), Kiinteistö Oy Vainikkalan Huolintatie 13 (100%), North Rail Holding Oy (79.8%), North Rail Oy (79.8%), Kiinteistö Oy Helsingin Satamakaari 24 (51%), Pelkolan Terminaali Oy (20%), OOO Nurminen Logistics (100%), Nurminen Maritime Latvia SIA (51%), Nurminen Maritime UAB (51%).

## Personnel

At the end of the review period, the Group's number of personnel stood at 186, compared to 141 on 31 December 2022. The number of employees working abroad was 38.

Personnel expenses in 2023 totalled EUR 13.6 million (EUR 8.3 million).

## Changes in the Management Team

In March, Marjut Linnajärvi was appointed a member of the Management Team responsible for sales and international railway business.

CFO Iiris Pohjanpalo returned from family leave in May, and served as a member of the Management Team until August. Kai Simberg was appointed CFO and a member of the Management Team, and as a deputy to the President and CEO starting from 4 August 2023. In December, Toni Mäkelä was appointed CEO of North Rail Oy and a member of the Group Management Team.

On 31 December 2023, the Management Team consisted of the following members: Olli Pohjanvirta, President and CEO; Kai Simberg, CFO; Marjut Linnajärvi, VP Sales and VP International Railway Operations; Joonas Louho, VP, Cargo & Development and ICT; Toni Mäkelä, CEO of North Rail Oy; and Suvi Kulmala, VP, Human Resources. During the financial period, the Management Team also included Tuomas Kansikas, COO, from 1 January 2023 to 31 March 2023 and Iiris Pohjanpalo, CFO, from 11 May 2023 to 3 August 2023.

## Management transactions

On 8 February 2023, Nurminen Logistics announced Board member Juha Nurminen's transfer notification concerning 238,094 shares.

On 14 February 2023, Nurminen Logistics announced President and CEO Olli Pohjanvirta's transfer notification concerning 14,700 shares.

On 17 May 2023, Nurminen Logistics announced Board member Juha Nurminen's transfer notification concerning 72,289 shares.

On 12 June 2023, Nurminen Logistics announced the transfer notification of Railcap Ltd, which is controlled by President and CEO Olli Pohjanvirta, concerning 200,000 shares.

On 15 June 2023, Nurminen Logistics announced the transfer notification of JN Uljas Oy, controlled by Board member Juha Nurminen, concerning 13,504 shares.

During the period 15 June–24 July 2023, Nurminen Logistics announced Board member Juha Nurminen's transfer notifications concerning 272,994 shares.

On 25 July 2023, Nurminen Logistics announced the remuneration in shares for the Board of Directors. Irmeli Rytönen, Chair of the Board of Directors subscribed for 30,488 shares, Juha Nurminen, member of the Board of Directors subscribed for 15,244 shares, Olli Pohjanvirta, member of the Board of Directors subscribed for 15,243 shares, Karri Koskela, member of the Board of Directors subscribed for 15,244 shares and Erja Sankari, member of the Board of Directors subscribed for 15,244 shares.

During the period 1 August–10 August 2023, Nurminen Logistics announced the transfer notifications of JN Uljas Oy, controlled by Board member Juha Nurminen, concerning 226,342 shares.

## Flagging notifications

On 31 July 2023, Nurminen Logistics received a flagging notification from K. Hartwall Oy Ab, the direct holding of which decreased from a total of 10.7 per cent to 9.99 per cent as a result of the transfer of shares, due to which the total number of shares in the company was reduced by 300,000 shares.

All notifications have been disclosed as stock exchange releases and they are available on Nurminen Logistics' website at [www.nurminenlogistics.com](http://www.nurminenlogistics.com).



## Shares and Shareholders

Nurminen Logistics Plc's share has been quoted on the main list of Nasdaq Helsinki Ltd under the current company name since 1 January 2008. The total number of Nurminen Logistics Plc's registered shares on 31 December 2023 was 78,127,855 and the registered share capital was EUR 4,214,521. The company has one share class and all the shares carry equal rights in the company. The company name was Kasola Plc until 31 December 2007. The company was listed on the Helsinki Stock Exchange in 1987.

### Largest shareholders 31 December 2023

	Number of shares Pcs	Share of shares and votes
Suka Invest Oy	12,635,655	16.17
Ilmarinen Mutual Pension Insurance Company	11,655,795	14.92
K. Hartwall Invest Oy Ab	6,462,585	8.27
Nurminen Juha Matti	6,212,908	7.95
Avant Tecno Oy	5,739,375	7.35
Railcap Ltd	2,910,574	3.73
JN Uljas Oy	2,716,394	3.48
Verman Group Oy	2,524,297	3.23
Relander Pär-Gustaf	1,757,686	2.25
Cyberdyne Invest Oy	1,735,454	2.22
Ten largest shareholders total	54,350,723	69.57
Nominee-registered	2,054,210	2.63
Others	21,722,922	27.80
<b>Total</b>	<b>78,127,855</b>	<b>100</b>

### Shareholders by type 31 December 2023

	Number of shares Pcs	% of total shares and votes
Private companies	39,080,928	50.0%
Financial and insurance institutions	3,600,986	4.6%
Public sector organisations	11,655,795	14.9%
Households	21,496,892	27.5%
Non-profit organisations	1,004	0%
Foreign	238,040	0.3%
Nominee-registered	2,054,210	2.6%
<b>Total</b>	<b>78,127,855</b>	<b>100%</b>

The trading volume of Nurminen Logistics Plc's shares was 12,770,526 during the period from 1 January to 30 December 2023, representing 16.3% of the total number of shares. The value of the turnover was EUR 12,439 thousand. The lowest price during the period was EUR 0.60 per share and the highest EUR 1.26 per share. The closing price for the period was EUR 1.26 per share and the market value of the entire share capital was EUR 98,441 thousand, or EUR 98,441 thousand excluding own shares, at the end of the period. At the end of the 2023 financial year, the company had 5,585 shareholders. At the end of 2022, the number of shareholders stood at 4,791.

At the end of 2023, the company held 0 of its own shares.

## Decisions made by the Annual General Meeting of Shareholders

Nurminen Logistics Plc's Annual General Meeting held on 12 April 2023 passed the following decisions:

### Adoption of the annual accounts and discharge from liability

The General Meeting confirmed the company's financial statements, reviewed the remuneration report of the administrative organs and discharged those accountable from liability for the financial year 1 January 2022–31 December 2022.

### Payment of dividend

In accordance with the proposal by the Board of Directors, the General Meeting decided that the profit from the financial period ending on 31 December 2022 will be transferred to retained earnings. In addition, the General Meeting authorised the Board of Directors to decide at their discretion on the repayment of equity from the reserve for invested unrestricted equity, at most EUR 1.0 million, if the company's financial position allows.

### Composition and remuneration of the Board of Directors

The General Meeting resolved that the Board of Directors is composed of five members. The General Meeting re-elected the following members to the Board of Directors: Irmeli Rytönen, Olli Pohjanvirta, Juha Nurminen, Erja Sankari and Karri Koskela.

The General Meeting resolved that for the members of the Board elected at the Annual General Meeting for the term expiring at the close of the Annual General Meeting in 2024, the annual remuneration is paid as follows: annual remuneration of EUR 60,000 for the Chairman of the Board of Directors and EUR 30,000 for the other members of the Board of Directors.

In addition, a meeting fee of EUR 1,500 per meeting for the Board and Board Committee meetings is paid to the Chairman of the Board of Directors, and EUR 1,000 to the other members of the Board per meeting of the Board and Board Committee. Of the annual remuneration, 50 per cent will be paid in Nurminen Logistics Plc's shares and the rest in cash. A member of the Board of Directors may not dispose of shares received as annual remuneration before a period of three years has elapsed from receiving shares.

### Partial amendment of the Articles of Association

The Annual General Meeting resolved to amend paragraph 9 of the Articles of Association to enable holding a general meeting completely without a meeting venue as a so-called remote meeting.

### Authorising the Board of Directors to decide on the issue of shares as well as the issuance of options and other special rights entitling to shares

The Annual General Meeting authorised the Board to decide on the issue of shares and/or special rights entitling to shares as referred to in chapter 10, paragraph 1 of the Finnish Limited Liability Companies Act.

Based on the authorisation, the Board of Directors is entitled to issue or transfer, either by one or several resolutions, shares and/or special rights up to a maximum equivalent of 7,700,000 new shares so that aforesaid shares and/or special rights could be used, e.g., for financing of company and business acquisitions or for financing of other business arrangements and investments, for the expansion of the ownership structure, paying of remuneration of the Board members and/or for the creating incentives for, or encouraging commitment in, personnel.

The authorisation entitles the Board of Directors to decide on the share issue with or without payment. The authorisation for deciding

on a share issue without payment also includes the right to decide on the share issue for the company itself, so that the authorisation may be used in such a way that in total no more than one-tenth (1/10) of all shares in the company may from time to time be held by the company and its subsidiaries.

The authorisation includes the Board of Director's right to decide on all other terms and conditions of the share issues and the issues of special rights. The authorisation entitles the Board of Directors to decide on share issues, issues of option rights and other special rights entitling to shares in every way to the same extent as could be decided by the General Meeting, including the Board of Director's right to decide on directed share issues and/or issue of special rights.

The authorisation remains valid until the end of the Annual General Meeting of 2024, yet no longer than until 30 June 2024. The authorisation revokes any previous share issue authorisations currently valid.

#### Auditor

Ernst & Young Oy was elected the auditor of the company for the term ending at the close of the Annual General Meeting 2024.

### Dividend policy

The company's Board of Directors has on 25 September 2023 defined the company's long-term financial targets for 2023–2025. According to the targets, Nurminen Logistics Plc aims to distribute an annually growing dividend in euros.

### Other events during the review period

On 13 January 2023, Nurminen Logistics announced that it was purchasing the entire share capital of Operail Finland Oy with Finnish investors at a debt free transaction price of EUR 27.7 million. Nurminen Logistics' subsidiary North Rail Holding Oy, of which Nurminen Logistics owns 79.8% and investors 20.2%, and Operail Holding OÜ have signed a Sales and Purchase Agreement in which the parties have agreed that Operail Finland Oy will be transferred to the ownership of North Rail Holding Oy after the buyer has received the needed decisions of the authorities.

On 14 February 2023, Nurminen Logistics announced that it had completed the transaction announced on 13 January 2023 to purchase the entire share capital of Operail Finland Oy with Finnish investors. After the purchase, Nurminen Logistics' holding in North Rail Holding is 79.8%.

On 14 February 2023, Nurminen Logistics announced preliminary information about its operating result for 2022 and financial guidance for 2023, in which the predicted growth in net sales and operating result is based on new customer contracts in acquired railway operations and the efficiency measures and international sales efforts carried out by Nurminen Logistics in 2022.

On 24 May 2023, Nurminen Logistics announced that it will raise its profit guidance for 2023 and, at the same time, published preliminary information on the operating result for H1/2023. The new guidance is based on the strong development during the first half of the year and the improved outlook for the second half of the year.

Nurminen Logistics announced on 15 June 2023 that it had agreed on an amendment to the loan programme regarding the loan granted by Ilmarinen Mutual Pension Insurance Company maturing on 18 June 2023.

On 29 June 2023, Nurminen Logistics announced the decision of the company's Board of Directors to, pursuant to the authorisation granted to it by the Annual General Meeting held on 12 April 2023, to issue 26,201 new shares in the company to the company itself

without consideration in accordance with chapter 9, section 20 of the Finnish Limited Liability Companies Act (624/2006, as amended). The new shares to be issued are of the same class as the company's existing shares. The total number of the company's shares after the share issue is 78,127,855 shares, of which 91,463 shares in total are held by the company. The new shares were registered with the Finnish Trade Register on 24 July 2023, after which 91,463 shares were transferred to the members of the Board of Directors as remuneration in shares. Following the transfer, the company holds 0 of its own shares.

On 25 July 2023, Nurminen Logistics announced that a share sale programme was initiated by JN Uljas Oy, a company under the control of Board of Directors member Juha Nurminen, under which JN Uljas Oy aims to sell a maximum of 1,500,000 shares by the end of October 2023.

On 26 September 2023, Nurminen Logistics announced that the company's Board of Directors had confirmed the company's updated strategy and long-term targets for 2023–2025.

On 22 November 2023, Nurminen Logistics announced that the company's Board of Directors has decided on a new earning period for the Performance Share Plan for 2023–2025 and a new share-based incentive scheme for the President and CEO.

On 27 December 2023, Nurminen Logistics announced that it will record a positive effect of EUR 12.3 million on the result, which is related to the acquisition of North Rail Oy.

### Events after the review period

No significant events occurred after the review period.

### Board of Directors' proposal for profit distribution

On 31 December 2023, the parent company's distributable equity is EUR 29,978,686.01, of which the loss for the period amounted to EUR 959,432.25.

The Board of Directors proposes to the Annual General Meeting repayment of equity from the reserve for invested unrestricted equity, at most EUR 0.06 per each of the company's 78 127 855 shares outstanding, totaling at most EUR 4 687 671.30. In addition, the Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide the date and the final amount of the repayment of equity from the reserve for invested unrestricted equity.

The remaining distributable assets will be retained in unrestricted equity.

### Annual General Meeting 2024

The Annual General Meeting of Nurminen Logistics Plc will take place on Wednesday, 17 April 2024.

### Corporate Governance Statement

The Corporate Governance Statement of Nurminen Logistics Plc will be published on 14 March 2024 on the company's website at <https://nurminenlogistics.com/investors/>.

#### Disclaimer

Certain statements in this bulletin are forward-looking and are based on the management's current views. Due to their nature, they involve risks and uncertainties and are susceptible to changes in the general economic or industry conditions.

The financial statement release has not been audited.



# Consolidated statement of comprehensive income

EUR 1,000	1 JAN–31 DEC 2023	1 JAN–31 DEC 2022
<b>NET SALES</b>	<b>127,951</b>	<b>122,511</b>
Other operating income	12,505	93
Use of materials and supplies	-79,506	-99,904
Employee benefit expenses	-13,571	-8,262
Depreciation, amortisation and impairment losses	-5,341	-2,813
Other operating expenses	-8,947	-8,217
<b>OPERATING RESULT</b>	<b>33,091</b>	<b>3,408</b>
Financial income	427	809
Financial expenses	-4,170	-2,294
Share of profit of equity-accounted investees	-5	2
Total financial income and expenses and share of profit of equity-accounted investees	-3,749	-1,483
<b>RESULT BEFORE INCOME TAX</b>	<b>29,342</b>	<b>1,925</b>
Income taxes	-6,069	-453
<b>RESULT FOR THE PERIOD</b>	<b>23,273</b>	<b>1,472</b>
<b>OTHER COMPREHENSIVE INCOME</b>		
Other comprehensive income not to be reclassified to profit or loss in subsequent periods		
Re-measurement of defined benefit schemes	-28	-53
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Translation differences	-12	2
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>23,233</b>	<b>1,422</b>
Result attributable to		
Equity holders of the parent company	14,329	-1,041
Non-controlling interest	8,944	2,513
Total comprehensive income attributable to		
Equity holders of the parent company	14,289	-1,092
Non-controlling interest	8,944	2,513
Earnings per share calculated from result attributable to equity holders of the parent company		
Earnings per share, undiluted, EUR	0.18	-0.01
Earnings per share, diluted, EUR	0.18	-0.01

# Consolidated statement of comprehensive income

EUR 1,000	7–12/2023	7–12/2022
<b>NET SALES</b>	<b>71,244</b>	<b>50,773</b>
Other operating income	12,492	54
Use of materials and supplies	-44,269	-40,030
Employee benefit expenses	-7,707	-4,349
Depreciation, amortisation and impairment losses	-3,195	-1,413
Other operating expenses	-4,407	-4,028
<b>OPERATING RESULT</b>	<b>24,158</b>	<b>1,006</b>
Financial income	220	463
Financial expenses	-2,146	-1,336
Share of profit of equity-accounted investees	-4	-1
Total financial income and expenses and share of profit of equity-accounted investees	-1,930	-874
<b>RESULT BEFORE INCOME TAX</b>	<b>22,229</b>	<b>131</b>
Income taxes	-4,989	-427
<b>RESULT FOR THE PERIOD</b>	<b>17,240</b>	<b>-295</b>
<b>OTHER COMPREHENSIVE INCOME</b>		
Other comprehensive income not to be reclassified to profit or loss in subsequent periods		
Re-measurement of defined benefit schemes	-28	-53
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Translation differences	-1	15
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>17,211</b>	<b>-333</b>
Result attributable to		
Equity holders of the parent company	11,155	-1,941
Non-controlling interest	6,085	1,645
Total comprehensive income attributable to		
Equity holders of the parent company	11,126	-1,979
Non-controlling interest	6,085	1,645

# Consolidated statement of financial position

EUR 1,000	31 December 2023	31 December 2022
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	67,983	35,751
Right-of-use assets	9,171	9,179
Goodwill	899	899
Other intangible assets	1,275	935
Investments in equity-accounted investees	171	176
Non-current receivables	996	349
Deferred tax assets	7,471	6,908
<b>Non-current assets</b>	<b>87,966</b>	<b>54,196</b>
<b>Current assets</b>		
Inventories	1,094	238
Trade and other receivables	11,897	9,098
Deferred tax assets based on the taxable income for the financial period	0	5
Cash and cash equivalents	12,814	6,141
<b>Current assets</b>	<b>25,805</b>	<b>15,482</b>
<b>TOTAL ASSETS</b>	<b>113,771</b>	<b>69,678</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to equity holders of the parent company</b>		
Share capital	4,215	4,215
Share premium reserve	86	86
Legal reserve	2,376	2,376
Reserve for invested unrestricted equity	35,591	35,591
Translation differences	-18	-6
Retained earnings	-14,752	-29,368
<b>Equity attributable to equity holders of the parent company</b>	<b>27,498</b>	<b>12,894</b>
<b>Non-controlling interests</b>	<b>18,395</b>	<b>11,252</b>
<b>Total equity</b>	<b>45,894</b>	<b>24,147</b>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Deferred tax liabilities	2,790	0
Other liabilities	54	108
Financial liabilities	18,172	15,568
Lease liabilities	9,001	8,947
<b>Non-current liabilities</b>	<b>30,017</b>	<b>24,623</b>
<b>Current liabilities</b>		
Deferred tax liabilities based on the taxable income for the financial period	106	41
Financial liabilities	20,631	10,004
Lease liabilities	609	550
Trade payables and other liabilities	16,514	10,314
<b>Current liabilities, total</b>	<b>37,860</b>	<b>20,908</b>
<b>Liabilities, total</b>	<b>67,877</b>	<b>45,531</b>
<b>EQUITY AND LIABILITIES, TOTAL</b>	<b>113,771</b>	<b>69,678</b>



# Consolidated cash flow statement

EUR 1,000	1 JAN–31 DEC 2023	1 JAN–31 DEC 2022
Cash flow before changes in working capital	26,277	6,390
Changes in working capital	3,768	802
Financial items and taxes	-4,672	-1,960
Cash flow from operating activities	25,373	5,232
Cash flow from investing activities	2,510	-774
Cash flow from financing activities	-21,199	-5,323
Cash and cash equivalents at the beginning of the year	6,141	7,003
Net increase/decrease in cash and cash equivalents	6,684	-866
Translation differences of net increase/ decrease in cash and cash equivalents	-10	4
Cash and cash equivalents at the end of the period	12,814	6,141

# Consolidated statement of changes in equity, IFRS

EUR 1,000	Equity attributable to equity holders of the parent company							Non-con-trolling interest	Total equity
	Share capital	Share premium reserve	Legal reserve	Reserve for invested unre-stricted equity	Transla-tion dif-ferences	Retained earnings	Total		
1–12/2023									
Equity on 1 Jan 2023	4,215	86	2,376	35,591	-6	-29,368	12,894	11,253	24,147
<b>Comprehensive income</b>									
Result for the period						14,329	14,329	8,944	23,273
<b>Other comprehensive income</b>									
Re-measurement of defined benefit schemes						-28	-28		-28
Translation differences					-12		-12		-12
<b>Total comprehensive income for the period</b>					-12	14,301	14,289	8,944	23,233
<b>Business transactions with shareholders</b>									
Share remuneration						124	124		124
Other changes						191	191	808	999
Dividend distribution								-2,609	-2,609
<b>Total business transactions with shareholders</b>						315	315	-1,801	-1,487
Equity on 31 Dec 2023	4,215	86	2,376	35,591	-18	-14,752	27,498	18,395	45,894

EUR 1,000	Equity attributable to equity holders of the parent company							Non-con-trolling interest	Total equity
	Share capital	Share premium reserve	Legal reserve	Reserve for invested unre-stricted equity	Transla-tion dif-ferences	Retained earnings	Total		
1–12/2022									
Equity on 1 Jan 2022	4,215	86	2,376	36,838	-8	-28,386	15,121	10,683	25,804
<b>Comprehensive income</b>									
Result for the period						-1,041	-1,041	2,513	1,472
<b>Other comprehensive income</b>									
Re-measurement of defined benefit schemes						-53	-53		-53
Translation differences					2		2		2
<b>Total comprehensive income for the period</b>					2	-1,094	-1,092	2,513	1,422
<b>Business transactions with shareholders</b>									
Repayment of equity				-1,247			-1,247		-1,247
Share remuneration						126	126		126
Other changes						-13	-13		-13
Dividend distribution								-1,944	-1,944
<b>Total business transactions with shareholders</b>				-1,247		112	-1,135	-1,944	-3,079
Equity on 31 Dec 2022	4,215	86	2,376	35,591	-6	-29,368	12,894	11,253	24,147

## Changes in Group structure

On 14 February 2023, Nurminen Logistics Plc purchased the entire share capital of Operail Finland Oy together with Finnish investors. Nurminen Logistics Plc's holding in acquired company is 79.8%, and the minority's share is 20.8%, of which the related parties ownership is 10.1%. After the name change in March 2023, Operail Finland Oy operates under the name North Rail Oy. The company's main purpose is to provide rail transport services in Finland. The company's turnover in 2022 was 4.2 million euros and the result for the financial year -1.8 million euros and the number of personnel 45.

In the Half-Year Financial Report 2023, the purchase price allocation of the acquisition was preliminary. In the acquisition, Nurminen Logistics acquired the shares of North Rail Oy with a cash payment of EUR 9.2 million, which is the final purchase price. The debt-free purchase price of the transaction was EUR 27.7 million euros and it was paid in cash. The one-time costs related to the acquisition were 297 thousand euros. The net assets of the target company according to the final purchase price allocation at the time of acquisition, based on fair values, were EUR 21.5 million on 14 February 2023. In December, Nurminen Logistics Plc recognised to other operating income a total of EUR 12.3 million as a non-recurring item affecting comparability. The recognised EUR 12.3 million is the difference between the aforementioned purchase price and the fair value of the net assets. The gain from the bargain purchase was due to valuing tangible fixed assets at fair value and deferred tax assets. Nurminen Logistics-group was able to acquire North Rail Oy for less than the fair value of its assets because the seller had decided to give up operations in Finland.

The share of the recognised item belonging to non-controlling interests is EUR 2.5 million and the share belonging to the owners of the parent company is EUR 9.8 million. The fair value of the net assets includes EUR 2.5 million in deferred tax assets. Of this, EUR 1.3 million relates to tax confirmed losses, which the company estimates will be utilised in the next few years.

The consideration for the acquisition, the net assets acquired and the goodwill were as follows:

<b>Purchase price paid in cash</b>	<b>9,200</b>
Intangible fixed assets	86
Tangible fixed assets	35,775
Deferred tax assets, fixed assets	1,243
Deferred tax assets, confirmed losses	1,254
Inventories	1,063
Trade receivables and other receivables	1,699
Cash and cash equivalents	8,747
Loans from financial institutions	-27,330
Trade payables and other short-term liabilities	-1,068
<b>Acquired net assets</b>	<b>21,469</b>
<b>Difference, gain from the bargain purchase</b>	<b>12,269</b>
<b>Purchase price paid in cash - cash flow:</b>	
Cash consideration paid	-4,500
Vähennetään:	
Cash and cash equivalents in the balance sheet at 14.2.2023	8,747
<b>Net cash flow, investment in the accounting period</b>	<b>4,247</b>

The short-term purchase price debt from the acquisition on December 31, 2023 amounts to EUR 4.7 million euros. The debt will be paid during the financial year 2024 and is presented in the group of short-term financial liabilities.

The net sales of North Rail Oy after the acquisition date in 2023 were EUR 22.1 million and the result for the period was EUR 7.1 million. The full-year net sales were EUR 24.2 million and the result for the period was EUR 7.2 million. If North Rail Oy had been merged with the Group as of 1 January 2023, the Group's net sales in 2023 would have been EUR 130.0 million and the result for the period would have been EUR 23.4 million.

There were no acquisitions or divestments during the financial year 2022.



Net sales and accounting principles

IFRS 15: recognition of sales income when the performance obligation has been satisfied	1 JAN–31 DEC 2023	1 JAN–31 DEC 2022
Recognised over time	5,330	4,465
Recognised at a specific time	122,621	118,047
Revenue from contracts with customers	127,951	122,511

In 2023, net sales are distributed geographically between Finland and the Baltics.

Information on geographical areas 2023

EUR 1,000	Finland	Russia	Baltic countries	Total
Net sales	53,316	0	74,636	127,951
Non-current assets	87,135	15	816	87,966

Information on geographical areas 2022

EUR 1,000	Finland	Russia	Baltic countries	Total
Net sales	59,223	974	62,314	122,511
Non-current assets	53,822	13	362	54,196

The railway business accounts for EUR 26.8 million (23.5), or 21% (19%) of the Group's net sales.

The Multimodal Forwarding business accounts for EUR 9.8 million (16.3), or 7% (13%) of the Group's net sales.

The Cargo business accounts for EUR 19.2 million (19.8), or 15% (16%) of the Group's net sales.

The Baltic operations account for EUR 74.8 million (62.3), or 57% (51%) of the Group's net sales.

Information on biggest customers

Group income from Global Transport and Logistics Pte. in 2023 was EUR 27,612 thousand, or 22% of the Group's net sales. In 2023, there were not other single customers, from whom the Group received more than ten per cent of the net sales. In 2022, the Group did not receive more than ten per cent of the net sales from a single customer.

Changes in property, plant and equipment

EUR 1,000		Tangible, IFRS 16		Total
	Tangible		Intangible	
Carrying amount at 1 Jan 2023	35,751	9,179	1,834	46,765
Additions	36,314	926	838	38,079
Transfers between asset categories	0	0	0	0
Disposals	-43	-2	-127	-172
Depreciation, amortisation and impairment losses	-4,039	-932	-370	-5,341
Carrying amount at 31 Dec 2023	67,983	9,171	2,175	79,328
Carrying amount at 1 Jan 2022	37,156	9,676	2,084	48,916
Additions	326	257	98	680
Transfers between asset categories	-34	34	0	0
Disposals	0	-18	0	-18
Depreciation, amortisation and impairment losses	-1,696	-770	-347	-2,813
Carrying amount at 31 Dec 2022	35,751	9,179	1,834	46,765

Carrying amounts of financial assets and financial liabilities by category

EUR 1,000	Assets measured at amortised cost	Financial assets at fair value	Liabilities mea- sured at amor- tised cost	Carrying amounts in the balance sheet
<b>2023</b>				
Financial assets and liabilities according to IFRS 9				
<b>Long-term financial assets</b>				
Other receivables	44	952		996
<b>Short-term financial assets</b>				
Trade and other receivables	11,897			11,897
Cash and cash equivalents	12,814			12,814
<b>Long-term financial liabilities</b>				
Interest-bearing liabilities			18,172	18,172
IFRS 16 lease liabilities			9,001	9,001
<b>Short-term financial liabilities</b>				
Interest-bearing liabilities			20,631	20,631
IFRS 16 lease liabilities			609	609
Trade payables			6,151	6,151

Nurminen Logistics Plc and Nurminen Logistics Services Oy have credit limits amounting to a maximum of EUR 3 million in Oma Säästöpankki Plc. As of 31 December 2023, EUR 2,652 thousand of the credit limit was used, included in short-term interest bearing liabilities. In the financial statements of 31 December 2022, EUR 466 thousand of the limit was used.

EUR 1,000	Assets measured at amortised cost	Financial assets at fair value	Liabilities measured at amortised cost	Carrying amounts in the balance sheet
<b>2022</b>				
Financial financial assets and liabilities according to IFRS 9				
<b>Long-term financial assets</b>				
Other receivables	30	319		349
<b>Short-term financial assets</b>				
Trade and other receivables	9,098			9,098
Cash and cash equivalents	6,141			6,141
<b>Long-term financial liabilities</b>				
Interest-bearing liabilities			15,568	15,568
IFRS 16 lease liabilities			8,947	8,947
<b>Short-term financial liabilities</b>				
Interest-bearing liabilities			10,004	10,004
IFRS 16 lease liabilities			550	550
Trade payables			4,811	4,811

After initial recognition, the Group's cash and cash equivalents are classified as at fair value through profit or loss, amortised cost or financial assets and financial liabilities at fair value through other comprehensive income.

The carrying amounts of these financial assets and liabilities substantially correspond to their fair values and are classified in level 2 of the fair value hierarchy.

The following levels are used in measuring fair values:

Level 1: Fair value is determined based on quotations from the market.

Level 2: Fair value is determined using valuation techniques. Fair value means the value that can be determined from the market value of parts of a financial instrument or similar financial instruments; or a value that can be determined using valuation models and methods generally accepted in the financial markets, if the market value can be reliably determined using them.

Level 3: Fair value is determined using valuation techniques in which the factors used have a significant effect on the recorded fair value and these factors are not based on observable market data.

## Other leases

### The Group as lessee

Lease liabilities for off-balance sheet leases where the value of the asset group is insignificant or short-term:

EUR 1,000	2023	2022
Less than one year	411	363
Between one year and five years	268	107
Total	680	470

In accordance with the IFRS 16 standard, leases are recognised as fixed assets and lease liabilities in the consolidated balance sheet. Nurminen Logistics' other leases mainly consist of different kinds of ICT equipment, office automation equipment, vehicles and smaller office premises.

## Legal proceedings

The lease agreement related to the Luumäki property was terminated in January 2022. The tenant has disputed the agreement and has filed an application for a summons with the Helsinki district court in January 2022.

Nurminen Logistics Plc has filed two counterclaims in the case in 2023, and the District Court of Helsinki has issued a final judgment by default in the case on 5 December 2023, as the counterparty's representative has not been reached. According to the judgment, the tenant is obligated to pay to Nurminen Logistics Plc the legal costs, unpaid rents, damages based on lost rental income, compensation for increased rent as well as the costs incurred in the removal of waste and the restoration and repair measures of the site. In addition, the District Court confirms in the judgment that Nurminen Logistics Plc has the right, on the basis of the counterclaims it has made, to receive compensation for the aforementioned costs from the rental security deposit provided by the tenant.

## Contingencies and commitments

EUR 1,000	2023	2022
Liabilities and contingent liabilities secured by corporate mortgages and pledges		
Loans from financial institutions	36,151	25,106
Customs duties and other guarantees	9,222	3,794
Interest-bearing accounts for which business mortgages have been given and subsidiary shares pledged		
Credit limit	3,000	3,000
Unused credit	348	2,534
Pledges given on own behalf		
Book value of pledged subsidiary shares	43,766	43,766
Mortgages given on own behalf		
Company mortgages	43,500	25,500
Real estate mortgages	25,125	25,125
The Group as lessor: lease guarantees for off-balance sheet leases		
Deposit guarantee from 1 April 2021 to 1 April 2023 and then until further notice	599	599
Rental security Kiinteistö Oy Luumäen Suoanttilantie 101		
Lease agreement has been terminated in January 2022.		

## Related party transactions

The company's related parties include the members of the Board of Directors and those of the Management Team as well as companies under their control. Related parties are also those shareholders that have direct or indirect control or significant influence in the Group. The acquisition of North Rail Oy was carried out together with RailCap Oy, a related party. RailCap Oy's share of ownership in North Rail Holding Oy is 10.1 %. RailCap Oy has given a shareholder loan of 166.7 thousand euros to North Rail Holding Oy, which owns North Rail Oy. Besides the shareholder loan there were no other debts to related parties at the time of closing the accounts.

### Related party transactions with companies controlled by Board members and managemet team members

EUR 1,000	2023	2022
Sales	8	18
Purchases	3	1,208
Current receivables	4	8
Shareholder loan	167	0



Bridge calculation of comparable operating result

EUR 1,000	2023	2022
Operating profit	33,091	3,408
Non-recurring expenses related to containers and wagons	210	2,890
Non-recurring expenses related to the Luumäki property	0	435
Personnel-related restructuring costs	153	149
Non-recurring costs related to the acquisition of North Rail Oy	297	0
Gain from the bargain purchase of North Rail Oy	-12,269	0
Comparable adjusted operating profit	21,482	6,882

# Group’s key figures

Key figures for business

	2023	2022
Net sales, EUR 1,000	127,951	122,511
Change in net sales, %	4.4%	-13.3%
Operating result (EBIT) EUR 1,000	33,091	3,408
% of net sales	25.9%	2.8%
Result before taxes, EUR 1,000	29,342	1,925
% of net sales	22.9%	1.6%
Result for the financial year, EUR 1,000	23,273	1,472
% of net sales	18.2%	1.2%
Return on equity (ROE), %	66.5%	5.9%
Return on investment (ROI), %	42.8%	6.9%
Equity ratio, %	41.8%	34.7%
Gearing, %	77.6%	119.8%
Gearing % excluding IFRS 16	56.5%	80.0%
Interest-bearing net debt, EUR 1,000	35,599	28,928
Interest-bearing net debt excluding IFRS 16, EUR 1,000	25,989	19,431
Interest-bearing net debt/EBITDA (12-month, rolling)	0.93	4.65
Cash flow from operating activities, EUR 1,000	25,373	5,232
Gross investment on fixed assets, EUR 1,000	1,121	422
% of net sales	0.9%	0.3%
Balance sheet total, EUR 1,000	113,771	69,678
Average number of employees	196	141
Wages and salaries paid, EUR 1,000	13,571	8,262
<b>Share key figures</b>		
Earnings per share (EPS), EUR, undiluted	0.18	-0.01
Earnings per share (EPS), EUR, diluted	0.18	-0.01
Equity per share, EUR	0.35	0.17
Dividend per share, EUR	0.00*	0.00
Dividend to earnings ratio, %	0.0%	0.0%
Effective dividend yield, %	0.0%	0.0%
Repayment of equity per share, EUR	0.00	0.00
Price per earnings (P/E)	-60	-60
Number of shares adjusted for share issue (diluted), weighted average	78,076,485	77,961,285
Number of shares adjusted for share issue (diluted), at end of financial year	78,127,855	78,036,392
Number of shares adjusted for share issue (undiluted), weighted average	78,076,485	77,863,691
Number of shares adjusted for share issue (undiluted), at end of financial year	78,127,855	78,036,392

\* The Board of Directors proposes to the Annual General Meeting repayment of equity from the reserve for invested unrestricted equity, at most EUR 0.06 per each of the company's 78 127 855 shares outstanding, totaling at most EUR 4 687 671.30.

Share price development

Share price development		
– highest price	1.26	2.07
– lowest price	0.60	0.56
– average price	0.91	0.99
– closing share price at balance sheet date	1.26	0.60
Market capitalisation, MEUR	98.1	46.9
Number of shares traded	12,770,526	11,002,725
Shares traded, % of total number of shares	16.3%	14.1%
Number of shareholders	5,585	4,791

# Calculation of key figures

Return on equity (%) =	<div> <div>Result for the period</div> <div>Equity (average of beginning and end of financial year)</div> </div> <div>×100</div>
Capital employed =	Balance sheet total – non-interest-bearing liabilities
Return on capital employed (%) =	<div> <div>Result for the year before taxes + interests and other financial expenses</div> <div>Capital employed (average of beginning and end of financial year)</div> </div> <div>×100</div>
Equity ratio (%) =	<div> <div>Equity</div> <div>Balance sheet total – advances received</div> </div> <div>×100</div>
Gearing (%) =	<div> <div>Interest-bearing liabilities – cash and cash equivalents</div> <div>Equity</div> </div> <div>×100</div>
Gearing (%) excluding IFRS 16 =	<div> <div>Interest-bearing liabilities excluding IFRS 16 - cash and cash equivalents</div> <div>Equity excluding IFRS 16 effect on equity (depreciation, rental expense and interest expense)</div> </div> <div>×100</div>
Interest-bearing net debt =	Interest-bearing liabilities – long-term interest bearing receivables – cash and cash equivalents
Interest-bearing net debt excluding IFRS 16 =	Interest-bearing liabilities excluding IFRS 16 – long-term interest bearing receivables – cash and cash equivalents
Interest-bearing net debt/ EBITDA (12 months, rolling)	<div> <div>Interest bearing debt – cash and cash equivalents</div> <div>EBITDA (12 months, rolling)</div> </div>
Earnings per share (EPS) =	<div> <div>Result attributable to equity holders of the parent company</div> <div>Weighted average number of outstanding ordinary shares</div> </div>
Equity/share =	<div> <div>Equity attributable to equity holders of the parent company</div> <div>Undiluted number of shares outstanding at the end of the financial year</div> </div>
Dividend to earnings ratio, % =	<div> <div>Dividend per share</div> <div>Earnings per share</div> </div> <div>×100</div>
Effective dividend yield, % =	<div> <div>Dividend per share</div> <div>Adjusted share price at the end of the financial year</div> </div> <div>×100</div>
Price per earnings (P/E) =	<div> <div>Share price at the end of the financial year</div> <div>Earnings per share</div> </div>
Dividend per share =	<div> <div>Dividend payable for the period</div> <div>Share-issue adjusted number of shares – own shares</div> </div>

**Accounting principles**

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) and the standards in force on 31 December 2023 have been applied. The Financial Statement Release has been prepared in accordance with IAS 34 Interim Financial Reporting. The accounting policies applied are consistent with those applied in the consolidated financial statements for 2023. Other new or amended IFRS standards or interpretations that have entered into force did not have a material impact on the Financial Statements. All of the individual figures disclosed in this financial statement release are rounded off to the nearest exact figure. Therefore, the sum of individual figures can deviate from the sum reported in the interim report.

The financial statement release has not been audited.

**Accounting policies requiring management discretion and key uncertainties associated with estimates**

The preparation of IFRS financial statements requires the company's management to make certain estimates and assumptions and discretion in the application of accounting principles. Even though these estimates are based on the best knowledge of the management at the time, the actual outcomes can deviate from the assumptions used in the half-yearly reports.

**Tables and calculation formulas for indicators**

All figures are rounded, so the sums of individual figures may differ from the reported sum. The key performance indicators have been calculated using exact values.

Nurminen Logistics Plc

Olli Pohjanvirta  
President and CEO

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Nurminen Logistics is a Finnish listed company founded in 1886 that offers high-quality rail transport, terminal and multimodal solutions between Asia and Europe, in the Nordic countries and in the Baltic countries.

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