

SUPPLEMENT DOCUMENT TO ORKLA ASA'S TENDER OFFER DOCUMENT DATED 5 DECEMBER 2018 RELATING TO THE VOLUNTARY PUBLIC CASH TENDER OFFER FOR ALL SHARES ISSUED BY KOTIPIZZA GROUP OYJ

19 December 2018

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Orkla Asa (the “**Offeror**”) supplements the tender offer document dated 5 December 2018 (the “**Tender Offer Document**”) in accordance with Chapter 11, Section 11, Subsection 4 of the Finnish Securities Markets Act (746/2012, *fi*: arvopaperimarkkinalaki) with the following information of this document (the “**Supplement Document**”):

Kotipizza Group Oyj published its unaudited interim report for the nine months ended 31 October 2018 (“**Interim Report**”) on 19 December 2018. The Offeror supplements Sections 5.10 and 5.11 of the Tender Offer Document with the Interim Report, which is added as Annex F to the Tender Offer Document.

The Tender Offer Document with the aforementioned supplement and amendment is available from 19 December 2018.

The Finnish Financial Supervisory Authority has approved the Finnish language version of this supplement but is not responsible for the accuracy of the information presented therein. The decision number of such approval is FIN-FSA 14/02.05.05/2018.

Notice to Shareholders in the United States

U.S. shareholders are advised that the Shares are not listed on a U.S. securities exchange and that the Company is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934 (the “**Exchange Act**”), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the “**SEC**”) thereunder. The Tender Offer is made to the Company’s shareholders resident in the United States on the same terms and conditions as those made to all other shareholders of the Company to whom an offer is made. Any information documents, including the Tender Offer Document and this Supplement Document, are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to the Company’s other shareholders.

The Tender Offer is made for the issued and outstanding shares in the Company, which is domiciled in Finland. Information distributed in connection with the Tender Offer is subject to the disclosure requirements of Finland, which are different from those of the United States. In particular, the financial statements and financial information included in this Tender Offer Document have been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies.

It may be difficult for the Company’s shareholders to enforce their rights and any claims they may have arising under the federal securities laws, since the Offeror and the Company are located in non-U.S. jurisdictions, and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. The Company’s shareholders may not be able to sue the Offeror or the Company or their respective officers or directors in a non-U.S. court for violations of the U.S. securities laws. It may be difficult to compel the Offeror and the Company and their respective affiliates to subject themselves to a U.S. court’s judgment.

The Tender Offer is made in the United States pursuant to Section 14(e) and Regulation 14E under the Exchange Act as a “Tier II” tender offer, and otherwise in accordance with the requirements of Finnish law. Accordingly, the Tender Offer will be subject to disclosure and other procedural requirements, including with respect to the offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

To the extent permissible under applicable law or regulations, the Offeror and its affiliates or brokers (acting as agents for the Offeror or its affiliates, as applicable) may from time to time, and other than pursuant to the Tender Offer, directly or indirectly, purchase or arrange to purchase, the Shares or any securities that are convertible into, exchangeable for or exercisable for such Shares. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. shareholders of the Company of such information. In addition, the financial advisers to the Offeror may also engage

in ordinary course trading activities in securities of the Company, which may include purchases or arrangements to purchase such securities.

The receipt of cash pursuant to the Tender Offer by a U.S. shareholder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences of accepting the Tender Offer.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Tender Offer, or passed any comment upon the adequacy or completeness of the tender offer document or the Supplement Document. Any representation to the contrary is a criminal offence in the United States.

Notice to Shareholders in the United Kingdom

THE TENDER OFFER DOCUMENT, THIS SUPPLEMENT DOCUMENT OR ANY OTHER DOCUMENT OR MATERIALS RELATING TO THE TENDER OFFER IS NOT BEING MADE AND HAVE NOT BEEN APPROVED BY AN AUTHORISED PERSON FOR THE PURPOSES OF SECTION 21 OF THE UK FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA"). ACCORDINGLY, THE TENDER OFFER DOCUMENT, THIS SUPPLEMENT DOCUMENT OR ANY OTHER DOCUMENT OR MATERIALS RELATING TO THE TENDER OFFER ARE NOT BEING DISTRIBUTED TO, AND MUST NOT BE PASSED ON TO, THE GENERAL PUBLIC IN THE UNITED KINGDOM. THE COMMUNICATION OF THIS TENDER OFFER DOCUMENT OR ANY OTHER DOCUMENT OR MATERIALS RELATING TO THE TENDER OFFER IS EXEMPT FROM THE RESTRICTION ON FINANCIAL PROMOTIONS UNDER SECTION 21 OF THE FSMA ON THE BASIS THAT IT IS A COMMUNICATION BY OR ON BEHALF OF A BODY CORPORATE WHICH RELATES TO A TRANSACTION TO ACQUIRE DAY TO DAY CONTROL OF THE AFFAIRS OF A BODY CORPORATE; OR TO ACQUIRE 50 PER CENT. OR MORE OF THE VOTING SHARES IN A BODY CORPORATE, WITHIN ARTICLE 62 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005.

KOTIPIZZA GROUP OYJ INTERIM REPORT 1 FEBRUARY 2018 – 31 OCTOBER 2018

STRONG GROWTH CONTINUED IN THIRD QUARTER, SOCIAL BURGERJOINT TURNED PROFITABLE. COMPARABLE NET SALES INCREASED 16% AND EBITDA 2% COMPARED TO PREVIOUS YEAR

August 2018–October 2018 (8/18-10/18)

- Chain-based net sales grew 17.7% (20.6%).
- Comparable net sales were 24.0 MEUR (20.7). Growth was 16.0%.
- Comparable EBITDA was 2.49 MEUR (2.44). Growth was 2.2%.
- Net sales were 25.3 MEUR (21.9). Growth was 15.6%.
- EBIT was 1.57 MEUR (1.69).

February 2018–October 2018 (2/18-10/18)

- Chain-based net sales grew 17.1% (18.5%).
- Comparable net sales were 67.4 MEUR (58.9). Growth was 14.5%.
- Comparable EBITDA was 7.13 MEUR (6.47). Growth was 10.2%.
- Net sales were 71.1 MEUR (62.2). Growth was 14.3%.
- EBIT was 5.06 MEUR (5.02).
- Net gearing was 30.9% (30.2%).
- Equity ratio was 52.5% (51.2%).

Outlook for the full financial year 2019 specified due to public cash tender offer made by Orkla ASA

Current outlook: The Group estimates for the full financial year started 1 February 2018 that the total chain sales of its restaurant chains will be approximately 120 MEUR and that comparable EBITDA will increase as compared to previous year. Comparable EBITDA does not include costs related to the recommended public cash tender offer made by Orkla ASA.

Previous outlook: The Group estimates for the full financial year started 1 February 2018 that the total chain sales of its restaurant chains will be approximately 120 MEUR and that comparable EBITDA will increase as compared to previous year.

KEY FIGURES, TEUR

	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable figures					
Comparable net sales	23 966	20 666	67 391	58 853	79 858
Comparable EBITDA	2 492	2 438	7 128	6 468	8 523
Comparable EBITDA of net sales, %	10.4	11.8	10.6	11.0	10.7
Comparable EBIT	2 100	2 090	6 008	5 450	7 163
Chain-based net sales*	33 245	28 248	93 886	80 196	106 281
Reported figures					
Net sales	25 246	21 846	71 083	62 194	84 089
EBIT	1 571	1 686	5 059	5 018	6 421
Earnings per share	0.20	0.20	0.62	0.56	0.71
Net cash flows from operating activities			4 057	3 050	5 603
Net cash used in investment activities			-1 895	-1 818	-2 675
Net gearing, %			30.9	30.2	24.4
Equity ratio, %			52.5	51.2	52.0

*The 2/17-1/18 figures for chain-based net sales include solely the chain-based net sales of the Kotipizza chain.

Tommi Tervanen, CEO of Kotipizza Group

"Kotipizza's chain-based net sales continued their good growth in the third quarter of the financial year. The chain's net sales presented excellent development in terms of both same-store sales and average purchase. In the third quarter, the chain-based net sales grew by 17.7% (20.6%) compared to the same period in the previous year and were 33.2 MEUR (28.2).

During the review period, investments were made in particular in the two key areas, or must-win battles, on the Kotipizza chain's 'Road to 2020' roadmap: leadership in digital and home delivery. Kotipizza's new online store was opened to consumers and, at the same time, a new home delivery concept was launched, boosted by significant marketing efforts. In order to support the new online store and deliver service, a new phone order service concept was also piloted.

In the same period, Kotipizza Group invested in future growth and new fast casual concepts by continuing to develop the No Pizza's concept in the proof-of-concept restaurant, located in the Citycenter shopping mall in Helsinki, and by continuing to build the Social Burgerjoint restaurant into a franchisee chain. In the review period, a third Social Burgerjoint Restaurant was opened in Helsinki and, after the review period, a fourth one in Kerava. Kerava's location is the chain's first restaurant outside Helsinki and first one operated by franchisees.

The public demand for Mexican food did not match our expectations. However, we have updated the Chalupa chain's product portfolio based on customer feedback and invested in strengthening the chain's visibility so as to lift customer volumes. This was reflected in significantly higher operational costs for Chalupa in the review period.

During the review period, Orkla ASA and Kotipizza Group Oyj have on 22 November 2018 entered into a combination agreement pursuant to which Orkla ASA will make a voluntary recommended public cash tender offer to purchase all of the issued and outstanding shares in Kotipizza Group that are not owned by Kotipizza Group or any of its subsidiaries. In the tender offer, Kotipizza Group's shareholders will be offered a cash consideration of EUR 23.00 for each share, valuing Kotipizza Group's equity at approximately EUR 146.1 million. The Board of Directors of Kotipizza Group has unanimously decided to recommend that the shareholders of Kotipizza Group accept the tender offer. The completion of the tender offer is not expected to have any immediate material effects on Kotipizza Group's operations, the position of Kotipizza Group's management, employees, franchisees or its business locations.

Comparable net sales of the Group grew 16.0% in the third quarter of the year and were 24.0 MEUR (20.7). Comparable EBITDA was 2.49 MEUR (2.44) in the third quarter, representing an increase of 2.2%. Costs related to increasing consumers' awareness of our new brand No Pizza as well as that of Chalupa weakened the company's traditionally solid operating leverage. On the other hand, Social Burgerjoint already turned profitable, which was a very positive development. Yet, the Group still has a solid financial standing with net gearing at 31 percent and equity ratio of 53 percent at the end of the quarter.

According to the Finnish Hospitality Association MaRa, the growth of sales in the restaurant sector will remain favourable in 2018, supported by the growth of the Finnish national economy and increased consumer confidence. Development will be particularly strong in the fast food sector, as fast food restaurants account for a considerable proportion of restaurant dining. Finnish consumers still spend a smaller proportion of their income on restaurant dining than consumers in most of the countries of comparison. Thus, we have reason to believe that the growth of restaurant dining will continue in the coming years.

We believe that the financial development of the restaurant business and the consumer trends support Kotipizza Group's investment in the fast casual concept, that is, restaurants that offer casual, fresh and responsibly produced food at an affordable price in a restaurant environment.

We estimate for the full financial year started 1 February 2018 that the total chain sales of our restaurant concepts will be approximately 120 MEUR and that comparable EBITDA will increase as compared to previous year. Comparable EBITDA does not include costs related to the recommended public cash tender offer made by Orkla ASA."

GROUP NET SALES

Chain sales August 2018–October 2018

Kotipizza chain	8/18-10/18	8/17-10/17	Change (%)
Chain sales, total	31 593	27 542	14.7
Brick-and-mortar restaurants	26 861	23 165	16.0
Shop-in-shop restaurants	4 732	4 377	8.1
Online sales	3 659	2 184	67.5
Average number of restaurants	277	263	5.3
Average number of restaurants offering delivery	81	71	14.1
Chalupa chain	8/18-10/18	8/17-10/17	Change (%)
Chain sales, total	616	486	26.7
Average number of restaurants	13	9	39.3
Social Burgerjoint chain	8/18-10/18	8/17-10/17	Change (%)
Sales, total	872	220	296.4
No Pizza restaurant	8/18-10/18	8/17-10/17	Change (%)
Sales, total	164	-	-
Chain sales, total	33 245	28 248	17.7

Chain-based net sales grew 17.7% (20.6%) year on year and were 33.2 MEUR (28.2) in third quarter of the year.

Chain sales in the Kotipizza chain grew 14.7% compared to the previous year, driven by good sales development in brick-and-mortar restaurants and online sales. Average purchase in brick-and-mortar restaurants increased 5.1%, and the number of customers remained at previous year's level. The Kotipizza chain's online sales grew 67.5% compared to the previous year. In the online store, both the average purchase and customer volumes increased significantly from previous year. During the third quarter, 4 brick-and-mortar restaurants and 2 shop-in-shop restaurant were opened, and two shop-in-shop restaurants were closed.

Chain sales in the Chalupa chain increased by 26.7% compared to the previous year, driven mainly by restaurant openings. At the end of the review period, the chain had 13 (9) restaurants. Average purchase grew by 0.8%, and the number of customers per restaurant decreased by 7.6%. The public demand for Mexican food did not match our expectations. However, we have updated the Chalupa chain's product portfolio based on customer feedback and invested in strengthening the chain's visibility so as to lift customer volumes. Decline in the same store sales was halted in October. During the review period, one Chalupa restaurant was closed in Tampere and one restaurant was opened in the Redi shopping mall in Helsinki.

Sales in the Social Burgerjoint chain increased 296.4% compared to the previous year. Average purchase in the chain's restaurants grew 6.0% compared to the same period in the previous year, and the number of customers per restaurant remained at previous year's level. The total chain sales of Social Burgerjoint were boosted by two new brick-and-mortar restaurants opened in Helsinki.

Sales of the No Pizza restaurant, opened at the end of the previous quarter, were EUR 164 thousand in the review period. To boost sales, work to develop the No Pizza concept was continued by paying more attention to updating our lunch concept and improving the functionality of digital ordering.

The chain-based net sales are equivalent to the total net sales of the company's franchisees, based on which the company's franchising fees are invoiced monthly. Chain-based net sales also include the sales of the restaurants owned directly by Kotipizza Group.

Chain sales February 2018–October 2018

Kotipizza chain	2/18-10/18	2/17-10/17	Change (%)
Chain sales, total	90 288	78 252	15.4
Brick-and-mortar restaurants	75 972	65 154	16.6
Shop-in-shop restaurants	14 317	13 097	9.3
Online sales	9 352	6 039	54.9
Average number of restaurants	273	264	3.5
Average number of restaurants offering delivery	79	70	12.7
Chalupa chain	2/18-10/18	2/17-10/17	Change (%)
Chain sales, total	1 729	1321	30.9
Average number of restaurants	13	8	56.0
Social Burgerjoint chain	2/18-10/18	2/17-10/17	Change (%)
Sales, total	1 622	623	160.4
No Pizza restaurant	2/18-10/18	2/17-10/17	Change (%)
Sales, total	247	-	-
Chain sales, total	93 886	80 196	17.1

Chain-based net sales grew 17.1% (18.5%) year on year and were 93.9 MEUR (80.2) in February-October.

Chain sales in the Kotipizza chain grew 15.4% compared to the previous year driven by good sales development in brick-and-mortar restaurants and online sales. In March, a new record was set for monthly sales in the chain as sales reached 10.2 MEUR. In June, sales reached 10.3 MEUR and a new monthly sales record in the chain was once again set in July as monthly chain sales reached 11.1 MEUR. The previous record, 10.02 MEUR, dated from December 2017. Average purchase in brick-and-mortar restaurants increased 6.6%, and the number of customers 9.7% compared to the previous year. The Kotipizza chain's online sales grew 54.9% compared to the previous year. In February-October, 10 brick-and-mortar restaurants and 9 shop-in-shop restaurant were opened, and 4 shop-in-shop restaurants were closed.

Chain sales in the Chalupa chain increased 30.9% compared to the previous year, driven mainly by restaurant openings 13 (8). Average purchase in Chalupa restaurants grew 3.3%, and the number of customers per restaurant decreased by 21.8%. In February-October, 2 new restaurants were opened and one was closed.

Sales in the Social Burgerjoint chain increased 160.4% compared to the previous year. Average purchase in the restaurant grew 6.0% and the number of customers 15.4%. Sales figures that are reported on a monthly basis did not include sales of the Social Burgerjoint food truck that was in operation in the period of April-October 2018 with total sales of 146 thousand euros. However, the food truck's sales for the period in question are included in the figures reported in interim and half-year reports. The total chain sales were boosted by two new restaurants opened in Helsinki.

Sales of the No Pizza restaurant, opened at the end of the previous quarter, were EUR 247 thousand in the review period. To boost sales, work to develop the No Pizza concept was continued by paying more attention to updating our lunch concept and improving the functionality of digital ordering.

Net sales August 2018–October 2018

Group comparable net sales in the third quarter were 24.0 MEUR (20.7) and grew 16.0% compared to the same period in the previous year. Net sales were 25.3 MEUR (21.9). The reported sales included 1.3 MEUR items affecting comparability related to advertising and marketing fund flows of Kotipizza's Franchisee Co-Operative, which pass through the Kotipizza segment's P&L without result effect. Sales growth was mainly based on Foodstock's increased sales volume to the Kotipizza chain, underpinned by the good chain-based sales development. Foodstock's other, third-party customers also boosted net sales. The net sales of Foodstock grew 10.2% year on year in the third quarter of the financial year. The Kotipizza segment's net sales increased 13.3% compared to the same period in the previous year and were 5.6 MEUR (4.9). The Chalupa segment's net sales in the third quarter

were 147 thousand euros (84 thousand). The Social Burgerjoint segment's net sales in the third quarter were 826 thousand euros and the No Pizza segment's 142 thousand euros.

Net sales February 2018–October 2018

Group comparable net sales in February-October were 67.4 MEUR (58.9) and grew 14.5% compared to the same period in the previous year. Net sales were 71.1 MEUR (62.2). The reported sales included 3.7 MEUR items affecting comparability related to advertising and marketing fund flows of Kotipizza's Franchisee Co-Operative, which pass through the Kotipizza segment's P&L without result effect. Sales growth was mainly based on Foodstock's increased sales volume to the Kotipizza chain, underpinned by the good chain-based sales development. Foodstock's other, third-party customers also boosted net sales. The net sales of Foodstock grew 10.6 % year on year in February-October. The Kotipizza segment's net sales increased 13.8% compared to the same period in the previous year and were 16.2 MEUR (14.3). The Chalupa segment's net sales in February-October were 370 thousand euros (260 thousand). The Social Burgerjoint segment's net sales in February-October were 1.5 MEUR and the No Pizza segment's 214 thousand euros.

GROUP EBIT

August 2018–October 2018

Comparable EBIT of the Group was 2.10 MEUR (2.09) in the third quarter. EBIT was 1.57 MEUR (1.69). EBIT included EUR 529 thousand of items affecting comparability. The most material item affecting comparability was 330 thousand euros of costs related to piloting a new phone service for pizza orders. Since the pilot was stopped after the review period, similar costs will not occur in the same period in the following financial year. Development costs of a concept aimed at international markets, No Pizza, and remuneration costs related to employee co-operation negotiations held in the spring have been treated as items affecting comparability as well as calculational (non-cash) items related to the incentive plan introduced on 6 May 2016 and to other incentive plans for the company's staff.

Operational costs related to launching new units and concepts in the No Pizza and Social Burgerjoint and EUR 100 thousand costs related to increasing public awareness of the Chalupa chain had a negative impact on the EBIT.

February 2018–October 2018

Comparable EBIT of the Group was 6.01 MEUR (5.45) in February-October. EBIT was 5.06 MEUR (5.02). EBIT included EUR 950 thousand of items affecting comparability. The most material item affecting comparability was 330 thousand euros of costs related to piloting a new phone service for pizza orders. Since the pilot was stopped after the review period, similar costs will not occur in the same period in the following financial year. Development costs of a concept aimed at international markets, No Pizza, and of Social Burgerjoint, and remuneration costs related to employee co-operation negotiations held in the spring have been treated as items affecting comparability together with the additional purchase price related to the acquisition of Social Burgerjoint, have been treated as items affecting comparability as they have been booked as costs. Calculational (non-cash) items related to the incentive plan introduced on 6 May 2016 and to other incentive plans for the company's staff have also been treated as items affecting comparability.

Operative costs related to launching new restaurants in the No Pizza and Social Burgerjoint concepts, and EUR 100 thousand costs related to increasing public awareness of the Chalupa chain together with clearly higher depreciations compared to the previous year (non-cash items), had a negative impact on the EBIT. The gross investments for the period amounted to MEUR 1.90 (1.82).

SALES AND EBITDA OF SEGMENTS

KOTIPIZZA SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	4 296	3 742	12 551	10 931	15 105
Net sales	5 576	4 922	16 242	14 272	19 335
Comparable gross margin / EBITDA	2 510	2 218	7 091	6 017	8 024
Depreciation and impairments	-247	-224	-709	-658	-865
Comparable EBIT	2 263	1 994	6 382	5 359	7 160
Gross margin / EBITDA	2 180	1 948	6 761	5 747	7 925
EBIT	1 933	1 724	6 052	5 089	7 060

Heidi Stirkkinen, COO of Kotipizza Group

“Kotipizza’s chain-based net sales increased in total by 14.7% compared to the same period in the previous year, boosted by the favourable development of sales in the chain’s brick-and-mortar restaurants and online store. The average purchase in brick-and-mortar restaurants grew by 5.1% compared to the same period in the previous year and customer volumes remained at the same level as compared to previous year. At the end of the review period, the chain had 279 (259) restaurants in total. During the review period, 4 brick-and-mortar were opened, and 2 shop-in-shop restaurants were opened and 2 closed. We expect chain sales to continue to develop favourably. Achieving similar relative growth figures will, however, become more challenging month by month as we draw comparisons to months of very strong growth in the previous year.

In the review period, our main focus was on developing the online store and delivery service. The Kotipizza chain’s renewed online store was opened during the review period in tandem with substantial investments in the marketing of our home delivery concept. Supported by marketing efforts, the number of deliveries increased significantly and, after the campaign, remained at a markedly higher level compared to that prior to the campaign. The sales of the online store increased by 67.5% compared to previous year. In the review period, a new national phone service was piloted with the aim of supporting the development of online store sales and delivery numbers.

Orders made through the online store were equivalent to approximately 12 percent of net sales in brick-and-mortar restaurants during the period. Online sales were particularly high in brick-and-mortar restaurants that provide a delivery service.

In February 2017, Kotipizza acquired the Pizzataxi restaurant chain that operates 22 restaurants in the Helsinki region and Southern Finland, all offering home delivery. Converting Pizzataxi restaurants into Kotipizza restaurants has proved more difficult than anticipated, as only one Pizzataxi restaurant converted into a Kotipizza restaurant has thus far been opened. According to current plans, 7 conversions will be carried out.

The sales of Kotipizza Go pizza slice products have continued to present positive development during the review period. Kotipizza Go products are available on an increasing number of long-distance trains and in service stations, as well as Eckerö Line’s Tallinn ferry.”

August 2018–October 2018

Comparable net sales of the Kotipizza chain in the third quarter were 4.30 MEUR (3.74) and increased 14.8% compared to same period in the previous year. Net sales of the Kotipizza chain in the third quarter were 5.58 MEUR (4.92) and increased 13.3% compared to the same period in the previous year. The sales included MEUR 1.3 of items affecting comparability related to advertising and marketing fund flows of Kotipizza’s Franchisee Co-Operative, which pass through the Kotipizza segment’s P&L without result effect. The remaining sales increase was based on growth in chain-based net sales. Consequently, all franchising contract-based net sales increased.

Kotipizza's comparable EBITDA was 2.51 MEUR (2.22) in the third quarter and grew 13.2% compared to same period in the previous year. Improvement in comparable EBITDA was mainly due to the favourable development in chain-based net sales of Kotipizza. EBITDA was 2.18 MEUR (1.95) in the third quarter. Costs of 330 thousand euros related to piloting new national Kotipizza phone service, which are not expected to occur in the same period in the following financial year, have been treated as item affecting comparability.

February 2018–October 2018

Comparable net sales of the Kotipizza chain in February-October were 12.55 MEUR (10.93) and increased 14.8% compared to same period in the previous year. Net sales of the Kotipizza chain in February-October were 16.24 MEUR (14.27) and increased 13.8% compared to the same period in the previous year. The sales included MEUR 3.7 of items affecting comparability related to advertising and marketing fund flows of Kotipizza's Franchisee Co-Operative, which pass through the Kotipizza segment's P&L without result effect. The remaining sales increase was based on growth in chain-based net sales. Consequently, all franchising contract-based net sales increased.

Kotipizza's comparable EBITDA was 7.01 MEUR (6.02) in the February-October and grew 17.8% compared to same period in the previous year. Improvement in comparable EBITDA was mainly due to the favourable development in chain-based net sales of Kotipizza. EBITDA was 6.76 MEUR (5.75) in February-October. Costs of 330 thousand euros related to piloting new national Kotipizza phone service, which are not expected to occur in the same period in the following financial year, have been treated as item affecting comparability.

FOODSTOCK- SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	18 555	16 840	52 719	47 663	64 185
Net sales	18 555	16 840	52 719	47 663	64 185
Comparable gross margin / EBITDA	698	567	1 898	1 555	1 980
Depreciation and impairments	-49	-47	-147	-132	-176
Comparable EBIT	649	520	1 751	1 424	1 804
Gross margin / EBITDA	698	534	1 898	1 523	1 936
EBIT	649	487	1 751	1 391	1 760

Anssi Koivula, CEO of Foodstock

"The strong sales growth in the Kotipizza chain and Social Burgerjoint restaurants has also impacted on Foodstock's operations during the review period. Despite strong growth, we have succeeded in ensuring the reliability of our deliveries and quality of our customer service, thanks to which our customer satisfaction has remained high, both in the Kotipizza chain as well as among our other clients."

August 2018–October 2018

Net sales of Foodstock in the third quarter were 18.56 MEUR (16.84) and grew 10.2% compared to same period in the previous year. The growth in net sales was mainly due to the favourable development of Kotipizza's chain-based net sales, which boosted Foodstock's delivery volumes to the chain. Also, sales to the other customers of Foodstock developed favourably.

Foodstock's comparable EBITDA was 0.70 MEUR (0.57) in the third quarter and grew 23.1% compared to the same period in the previous year. Foodstock's EBITDA was 0.70 MEUR (0.53) in the third quarter. Improvement in the EBITDA was related to the increase in sales volumes. EBITDA did not include items affecting comparability.

February 2018–October 2018

Net sales of Foodstock in February-October were 52.72 MEUR (47.66) and grew 10.6% compared to same period in the previous year. The growth in net sales was mainly due to the favourable development of Kotipizza's chain-based net sales, which boosted Foodstock's delivery volumes to the chain. Also, sales to the other customers of Foodstock developed favourably.

Foodstock's comparable EBITDA was 1.90 MEUR (1.56) in February-October and grew 22.0% compared to the same period in the previous year. Foodstock's EBITDA was 1.90 MEUR (1.56) in February-October. Improvement in the EBITDA was related to the increase in sales volumes. EBITDA did not include items affecting comparability.

CHALUPA SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	147	84	370	260	375
Net sales	147	84	370	260	375
Comparable gross margin / EBITDA	-119	-20	-170	-23	-15
Depreciation and impairments	-3	-2	-8	-5	-6
Comparable EBIT	-122	-22	-178	-28	-21
Gross margin / EBITDA	-119	-26	-170	-29	-23
EBIT	-122	-28	-178	-34	-29

Iman Gharagozlu, Creative Director of Chalupa

“Chalupa’s chain-based net sales increased by 26.7% compared to the same period in the previous year, mainly as a result of opening new restaurants in the chain. The average purchase grew by 0.8%. Customer volumes per restaurant dropped by 7.6% compared to the same period in the previous year. However, there are significant differences in customer volumes between restaurants. Total number of restaurants was 13 (9) at the end of the review period. During the review period, the restaurant located in Tampere was closed and a new restaurant was opened in the Redi shopping mall in Helsinki.

The chain’s new visual image and service concept have been implemented in the restaurant opened in Redi. At the same time, the work to lift customer volumes back to the path of growth has continued by making a focused effort to increase the chain’s visibility, updating the menu and evaluating the performance of current locations more critically. Investments in the opening of new restaurants will recommence once comparable net sales are back on track and growing. In October, the last month in the review period, the decline in sales was halted.

During the review period, work was also carried out to strengthen the chain’s internal communications and to develop a digital communications platform for Chalupa franchisees in the footsteps of Kotipizza’s Pizzanetti. With the Taconetti communications platform, we aim to ensure more efficient chain management and uniform quality in restaurants operations, whereby we can pave way for future growth.”

August 2018–October 2018

Chalupa’s net sales were EUR 147 thousand (84 thousand) in the third quarter. Sales increase was based on growth in chain-based net sales and, consequently, all franchising contract-based net sales increased. Chalupa’s comparable EBITDA was -119 thousand EUR (-20 thousand) in the third quarter. Chalupa’s EBITDA was -119 thousand EUR (26 thousand) in the third quarter. Some EUR 100 thousand of costs related to increasing public awareness of the chain in order to lift customer volumes had a negative impact on EBITDA. EBITDA did not include items affecting comparability.

February 2018–October 2018

Chalupa’s net sales were EUR 370 thousand (260 thousand) in February-October. Sales increase was based on growth in chain-based net sales and, consequently, all franchising contract-based net sales increased. Chalupa’s comparable EBITDA was -170 thousand EUR (-23 thousand) in February-October. Chalupa’s EBITDA was -170 thousand EUR (-29 thousand) in February-October. Some EUR 100 thousand of costs related to increasing public awareness of the chain in order to lift customer volumes had a negative impact on EBITDA. EBITDA did not include items affecting comparability.

SOCIAL BURGERJOINT SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	826	0	1 537	0	194
Net sales	826	0	1 537	0	194
Comparable gross margin / EBITDA	71	0	-58	0	38
Depreciation and impairments	-16	0	-36	0	-21
Comparable EBIT	55	0	-94	0	17
Gross margin / EBITDA	69	0	-111	0	38
EBIT	53	0	-147	0	17

Mika Tuomonen, The Burgermeister of Social Burgerjoint

“During the review period, the sales of the Social Burgerjoint chain presented very strong growth as a result of increased customer volumes and the opening of a new restaurant in Helsinki’s Citycenter shopping mall. In the third quarter of the financial year, the chain’s sales grew by 296.4%.

In the review period, the chain’s third restaurant was also opened in Helsinki’s Redi shopping mall. In addition to developing the operations of our first restaurants, we also continued work to hone the chain’s concept. The first restaurant operated by franchisees, and the first Social Burgerjoint restaurant situated outside Helsinki, was opened in Kerava after the review period.

During the review period, we also continued our work to strengthen the chain’s internal communications and to develop a digital communications platform for Social Burgerjoint franchisees in the footsteps of Kotipizza’s Pizzanetti. With the Burgernetti communications platform, we aim to ensure more efficient chain management and uniform quality in restaurants operations, whereby we can pave way for future growth.”

August 2018–October 2018

Social Burgerjoint’s net sales were EUR 826 thousand in the third quarter. Average purchase grew 6.0% and the number of customers per restaurant remained at previous year’s level. Social Burgerjoint’s comparable EBITDA was 71 thousand in the third quarter. Social Burgerjoint’s EBITDA was EUR 69 thousand in the third quarter. Remaining costs related to the comprehensive renewal of the chain’s concept, which will be applied to all future restaurant openings, have been booked as operative costs and treated as items affecting profitability.

February 2018–October 2018

Social Burgerjoint’s net sales were MEUR 1.54 in February–October. Average purchase grew 6.0% and the number of customers 15.4% compared to the same period in the previous financial year. Social Burgerjoint’s comparable EBITDA was -58 thousand in February–October. Social Burgerjoint’s EBITDA was EUR -111 thousand in February–October. Costs related to the comprehensive renewal of the chain’s concept, which will be applied to all future restaurant openings, have been booked as operative costs and treated as items affecting profitability. The negative EBITDA was mainly due to operative costs related to opening two new restaurants.

NO PIZZA SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	142	0	214	0	0
Net sales	142	0	214	0	0
Comparable gross margin / EBITDA	-134	0	-225	0	0
Depreciation and impairments	-11	0	-22	0	0
Comparable EBIT	-146	0	-247	0	0
Gross margin / EBITDA	-163	0	-279	0	0
EBIT	-175	0	-301	0	0

Riikka Ahtiainen, Head of Development of No Pizza

“In the review period, the work to develop No Pizza’s proof-of-concept restaurant and restaurant concept was continued further in the restaurant opened in the Citycenter shopping mall in Helsinki. The restaurant has received a positive welcome from customers, stakeholders and media. However, its sales have not developed according to our expectations. We have launched measures to hone the service concept by paying more attention to updating our lunch concept and improving the functionality of digital ordering, in particular.”

August 2018–October 2018

No Pizza’s net sales were EUR 142 thousand in the third quarter. No Pizza’s comparable EBITDA was EUR -134 thousand in the third quarter. No Pizza’s EBITDA was EUR -163 thousand in the third quarter. Cost related to a comprehensive concept analysis, which will be applied to all future restaurant openings, have been booked as operative costs and treated as items affecting profitability.

February 2018–October 2018

No Pizza’s net sales were EUR 214 thousand in February-October. No Pizza’s comparable EBITDA was EUR -225 thousand in February-October. No Pizza’s EBITDA was EUR -279 thousand in February-October. Cost related to comprehensive concept analysis, which will be applied to all future restaurant openings, have been booked as operative costs and treated as items affecting profitability.

OTHERS SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	0	0	0	0	0
Net sales	0	0	0	0	0
Comparable gross margin / EBITDA	-533	-326	-1 407	-1 082	-1 505
Depreciation and impairments	-67	-75	-199	-223	-293
Comparable EBIT	-600	-401	-1 606	-1 305	-1 797
Gross margin / EBITDA	-702	-422	-1 920	-1 206	-2 095
EBIT	-768	-497	-2 119	-1 429	-2 387

The ‘Others’ segment includes mainly operations at Group headquarters.

August 2018–October 2018

Net sales of the Others segment were 0.00 MEUR (0.00). Comparable EBITDA was -0.53 MEUR (-0.33). EBITDA was -0.70 MEUR (-0.42). EBITDA included EUR 168 thousand of items affecting comparability. Remuneration costs related to employee co-operation negotiations held in spring have been treated as items affecting comparability. In addition, calculational (non-cash) items related to the incentive plan introduced on 6 May 2016 and to other incentive plans for the company’s staff have also been treated as items affecting comparability.

February 2018–October 2018

Net sales of the Others segment were 0.00 MEUR (0.00). Comparable EBITDA was -1.41 MEUR (-1.08). EBITDA was -1.92 MEUR (-1.21). EBITDA included EUR 513 thousand of items affecting comparability. Additional purchase price related to the Social Burgerjoint acquisition, which has been booked as cost, and remuneration costs related to employee co-operation negotiations held in the spring, have been treated as an item affecting comparability. In addition, calculational (non-cash) items related to the incentive plan introduced on 6 May 2016 and to other incentive plans for the company's staff have also been treated as items affecting comparability.

FINANCIAL ITEMS AND RESULT

Group finance costs in the third quarter were MEUR -0.11 (-0.20).

Group taxes were MEUR -0.22 (-0.23) in the third quarter of the financial year.

Result in the third quarter was MEUR 1.25 (1.27).

Earnings per share were EUR 0.20 (0.20) in the third quarter.

THE GROUP'S FINANCIAL POSITION

Kotipizza Group's balance sheet total was MEUR 60.7 (60.6) at the end of the third quarter. The Group's non-current assets amounted to MEUR 43.6 (42.3) in total, and the current assets amounted to MEUR 17.0 (18.2) in total.

Group's net cash flow from operating activities in the review period was MEUR 4.06 (3.05). Of net working capital MEUR 1.57 was tied (tied 2.96).

The net cash flow from investment activities in the period was MEUR -1.90 (-1.82). Investments in tangible and intangible assets for the period amounted to MEUR 1.82 (1.08).

The net cash flow from financing activities was MEUR -5.64 (-4.28).

The Group's equity ratio was 52.5% (51.2%).

Interest-bearing debt amounted to MEUR 14.4 (16.1), of which current debt accounted for MEUR 0.54 (0.57).

Further information on Kotipizza Group's financial risks is presented in the financial statements released on 31 January 2018.

INVESTMENTS

The investments for the review period amounted to MEUR 1.90 (1.82). The Group's investments in fixed assets, involving mainly the Social Burgerjoint and No Pizza's machinery and equipment, as well as the Kotipizza chain's renewed online store and digital home delivery application, amounted to MEUR 1.90 (1.83).

CORPORATE RESPONSIBILITY

During the review period, we continued work to develop the Group's corporate responsibility reporting. In future reporting, we intend to employ the internationally applied principles of integrated reporting which take a holistic view on the company's corporate responsibility platform. The framework will first be piloted in the Kotipizza chain's reporting. Our aim is to drive corporate responsibility efforts with knowledge and data, and to measure and outline our actions to an increasing extent through numbers. For this purpose, we continued to gather data on franchisees and restaurant operations in the Kotipizza chain during the review period.

During the review period, we made efforts to enhance well-being at the workplace and employer brand both in Kotipizza Group and the Kotipizza chain. On Group level, we started to document the

company's corporate culture and to develop the Group's internal processes based on the findings in culture due diligence analysis, carried out previously. In the Kotipizza chain, work was continued during the review period to update the franchisee training curriculum and franchisee manual. In both, supporting the franchisees' understanding of the labour code and capabilities to take care of their employees' well-being better will be given more emphasis than previously.

PERSONNEL

At the end of the review period, Kotipizza Group employed 91 people, all of whom worked in Finland. At the end of the previous financial year on 31 January 2018, the Company employed 63 people, all of whom worked in Finland.

Kotipizza Group announced on 9 May 2018 that Kotipizza Oyj, part of Kotipizza Group Oyj, started employee co-operation negotiations concerning eight employees. The reason for the negotiations was the need to reorganise the Group's operations in a situation where Kotipizza Group is growing rapidly, and where new chains and concepts had been established alongside the Kotipizza chain. Behind the negotiations was a plan to concentrate Kotipizza's operations in Kotipizza Group. This did not entail a need to reduce the total number of people employed by the Group. The negotiations concerned eight employees and came to an end 28 May 2018. As a result of the negotiations, the total number of people employed by the Group increased by one.

BUSINESS ARRANGEMENTS

There were no business arrangements in the review period.

CHANGES IN THE MANAGEMENT

There were no changes in the management in the review period.

MANAGEMENT BOARD

Kotipizza Group's Management Board comprised five members at the end of the review period: Tommi Tervanen (CEO), Timo Pirskanen (Deputy to the CEO, CFO), Heidi Stirkinen (Chief Operative Officer), Anssi Koivula (Chief Procurement Officer) and Antti Isokangas (Chief Communications and Corporate Responsibility Officer).

SHARES AND SHARE CAPITAL

Kotipizza Group Oyj's share capital was at the end of the review period EUR 80,000.00 and it comprised 6,351,201 shares. At the beginning of the review period 1 February 2018, the number of shares was 6,351,201. At the end of the period, the Company had 3275 (2732) shareholders. The Company does not hold any treasury shares.

The Board of Directors of Kotipizza Group Oyj resolved on 6 May 2016 upon a long-term share-based incentive program intended for the executive board. The program covers three three-year earning periods. Based on the plan, the company may give performance shares for the review periods. According to the initial plan, for the earning periods of 1 February 2017–31 January 2020 and 1 February 2018–31 January 2021, the company could have given also discretionary matching shares based on the key employees' shareholding in addition to the performance shares. However, the Board of Directors of Kotipizza Group Oyj resolved on 20 March 2018 that such matching shares will not be given.

Based on the earning period of 1 February 2016–31 January 2019, at maximum 35 728 performance shares can be given as reward, which includes a cash payment portion of the reward. Based on the earning period of 1 February 2017–31 January 2020, at maximum 30 742 performance shares can be given as reward, which includes a cash payment portion of the reward. Based on the earning period of 1 February 2018–31 January 2021, at maximum 24 782 performance shares can be given as reward, which includes a cash payment portion of the reward. In addition the Board of Directors of

Kotipizza Group Oyj resolved on 1 November 2018, that based on the earning period of 1 February 2018–31 January 2021, in addition a total of 14 869 performance shares can be given as a compensation on previously cancelled potential discretionary matching shares based on the key employees' shareholding. The potential reward is to be paid as a combination of shares (50%) and cash payment (50%). The cash payment portion is aimed to cover taxes and tax-like charges to be paid by the key employee.

Information about the company's shareholder structure by sector and size of holding, as well as the largest shareholders can be viewed on the company's website at www.kotipizzagroup.com.

FLAGGING NOTICES

The Company received a notification pursuant to Chapter 9, Section 5 of the Securities Markets Act from Danske Bank A/S on 27 August 2018, per which its holding in Kotipizza Group Oyj had gone below the threshold of (5) percent (1/20) of the share capital. Exact proportion of share capital and voting rights as of 23 August 2018: The shares managed by Danske Bank A/S totaled 315.166 shares representing 4.96% of total share capital and total voting rights.

The Company received a notification pursuant to Chapter 9, Section 5 of the Securities Markets Act from Axxion S.A. on 27 August 2018, per which its holding in Kotipizza Group Oyj had gone above the threshold of (5) percent (1/20) of the share capital. Exact proportion of share capital and voting rights as of 24 August 2018: The shares managed by Axxion S.A. totaled 336.660 shares representing 5.30% of total share capital and total voting rights.

The Company received a notification pursuant to Chapter 9, Section 5 of the Securities Markets Act from Danske Bank A/S on 11 October 2018, per which its holding in Kotipizza Group Oyj had gone above the threshold of (5) percent (1/20) of the share capital. Exact proportion of share capital and voting rights as of 11 October 2018: The shares managed by Danske Bank A/S totaled 320.067 shares representing 5.04% of total share capital and total voting rights.

RESOLUTIONS OF THE GENERAL MEETINGS

Kotipizza Group's Annual General Meeting held on 16 May 2018 resolved that no dividend is paid for the financial period ending 31 January 2018, but EUR 0.65 per share was decided to be paid from the fund for invested unrestricted equity.

The AGM confirmed the financial statements for the financial year ending 31 January 2018 and discharged the members of the Board of Directors and CEO from liability for the financial year ending 31 January 2018.

The AGM resolved the number of Board members to be six. The current members of the Board of Directors Dan Castillo, Kim Hanslin, Virpi Holmqvist, Minna Nissinen, Petri Parvinen, and Kalle Ruuskanen were re-elected as members of the Boards of Directors. Furthermore, the Board of Directors re-elected Kalle Ruuskanen as Chairman of the Board of Directors.

The AGM resolved that the members of the Board of Directors will be paid as follows: Chairman EUR 4 300 per month (EUR 51 600 per year) and members EUR 2 800 per month (EUR 33 600 per year). Separate meeting remuneration is not paid for meetings of the Board of Directors nor committee meetings, but EUR 400 per month (EUR 4 800 per year) is paid to each chairman of the committees of the Board of Directors.

The AGM resolved that the remuneration for the auditor is paid according to invoice approved by the company. The AGM resolved to elect auditing firm BDO Oy as the auditor for the term continuing until the end of the next Annual General Meeting.

The AGM resolved to authorize the Board of Directors to decide on a repurchase of the company's own shares on following terms: A maximum of 635 000 shares can be repurchased and/or accepted as pledge. The shares shall be repurchased at fair value at the date of repurchase, which shall be the prevailing market price in the trading at the regulated market organized by Nasdaq Helsinki Ltd. The shares may be repurchased other than pro rata to shareholders' existing holdings. The share

purchase will decrease the company's distributable unrestricted equity. The authorization is valid until 31 July 2019.

The AGM resolved to authorize the Board of Directors to decide, in one or more transactions, on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies under the following conditions:

1. The number of shares to be issued based on the authorization may in total amount to a maximum of 635 000 shares.
2. The Board of Directors decides on all the terms and conditions of the issuances of shares, options and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares.
3. The issuance of shares, options and other special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue), in case there is a weighty financial reason to do so, such as in order to finance or carry out acquisitions or other business transactions, to develop the company's capital structure, or in order to implement the company's incentive schemes.
4. Based on the authorization, the Board of Directors is also authorized to decide on a share issue without payment directed to the company itself, provided that the number of shares held by the company after the issue would be a maximum of 10 per cent of all shares in the company. This amount includes shares held by the company and its subsidiaries in the manner provided for in Chapter 15, Section 11 (1) of the Companies Act.
5. The authorization will cancel the authorization to decide upon share issues given to the Board of Directors on 17 May 2017 and is valid until 31 July 2019.

RISKS AND UNCERTAINTIES

In the long term, Kotipizza Group's operative risks and uncertainties relate to a possible failure in predicting consumer preferences and in creating attractive new concepts, as well as to new business risks related to possible expansion to new cities and abroad. The competitive situation is expected to remain harsh in the fast food industry. Company's management cannot affect the general market development and consumer behaviour with its actions.

Restaurant openings also have a material impact on the company's franchising and rent income, income received from selling ingredients and supplies, and transport and flow of goods related income and thus to the company's financial result.

Kotipizza Group is currently launching new restaurant concepts in the Group's new fast casual chains. Kotipizza Group acquired the majority of shares in Day After Day Oy, currently operating as The Social Burger Joint Oy, that operates the Social Burgerjoint restaurant and the Social Food food truck with the aim of building Social Burgerjoint into a nationwide hamburger restaurant chain. The Group has also launched No Pizza, a pizza restaurant concept aimed at international markets. The first No Pizza restaurant was recently opened in Helsinki, Finland. The chain will first expand its business to the Nordic countries and then to other international markets based on the master franchising business model. The Group has also announced that it has developed and plans to launch a new Tasty Market lunch restaurant concept in which the consumer can pick and choose their lunch from the selection offered by several fast casual brands.

Launching new business concepts has several risks related e.g. anticipation of consumer needs, habits, taste and behaviour in target markets. Additionally, there is a risk of not reaching an established position in the market and not gaining a well-established customer base. Potential failure in launching new concepts generates costs to the company and has a significantly adverse impact on the company's brand, financial position and financial result.

EVENTS AFTER THE REPORT PERIOD

The Company announced in a stock exchange release on 22 November 2018 that Orkla ASA commences the recommended public cash tender offer for all shares in Kotipizza Group Oyj. The announcement as a whole can be read from the company's website.

The Company received a notification pursuant to Chapter 9, Section 5 of the Securities Markets Act from Orkla ASA on 22 November 2018, per which its holding in Kotipizza Group Oyj had gone above the threshold of (5) percent (1/20) of the share capital. Exact proportion Orkla ASA totaled 435.257 shares representing 6.85% of total share capital and total voting rights.

The Company received a notification pursuant to Chapter 9, Section 5 of the Securities Markets Act from Orkla ASA on 24 November 2018, per which its holding in Kotipizza Group Oyj had gone above the threshold of (10) percent (1/10) of the share capital. Exact proportion Orkla ASA totaled 649.079 shares representing 10.22% of total share capital and total voting rights.

The Company received a notification pursuant to Chapter 9, Section 5 of the Securities Markets Act from Danske Bank A/S on 26 November 2018, per which its holding in Kotipizza Group Oyj had gone below the threshold of (5) percent (1/20) of the share capital. Exact proportion of share capital and voting rights as of 23 November 2018: The shares managed by Danske Bank A/S totaled 180.748 shares representing 2.85% of total share capital and total voting rights.

The Company announced on 29 November 2018 a Board of Directors of Kotipizza Group Oyj's statement pursuant to the Finnish Securities Markets Act (746/2012, as amended), regarding the voluntary public cash tender offer by Orkla ASA. The announcement as a whole can be read at the Company's internet pages.

OUTLOOK FOR THE FINANCIAL YEAR 2019

According to the Finnish Hospitality Association MaRa, tourism and restaurant businesses saw strong net sales growth in 2017. The total net sales of tourism and restaurant businesses is estimated to have grown by nearly six per cent, and it is thought that the net sales growth of tourism businesses was slightly higher than that of restaurant operators. In spite of the positive development seen during this period of economic recovery, it is worth noting that the hospitality industry is only now returning to the level of service demand seen before the financial crisis.

The rate of development has been even faster in the fast food market. The nine large fast food chains that participated in MaRa's survey saw a combined net sales growth of 8.2 per cent in 2017. In these chains, the number of branches grew by 4.8 per cent and the average net sales per branch increased by 3.3 per cent. MaRa estimates that the total value of the fast food market is 700 million euros.

The total value of the Finnish restaurant market is slightly over five billion euros. The most important factors influencing the development of the sector include the general economic development, consumers' disposable income, taxation and government regulations. Consumer preferences and food trends also influence the financial development of the sector.

The growth of sales in the Kotipizza chain has continuously outperformed the growth of both the entire restaurant market and the fast food market. It can even be estimated that the strong growth of the Kotipizza chain has contributed to the more positive development of the fast food market compared with the rest of the restaurant market.

According to MaRa, the growth of sales in the restaurant sector will remain favourable in 2018, supported by the growth of the Finnish national economy and increased consumer confidence. Development will be particularly strong in the fast food sector, as fast food restaurants account for a considerable proportion of restaurant dining. Finnish consumers still spend a smaller proportion of their income on restaurant dining than consumers in most of the countries of comparison. Thus, we have reason to believe that the growth of restaurant dining will continue in the coming years.

We believe that the financial development of the restaurant business and the consumer trends support Kotipizza Group's investment in the fast casual concept, that is, restaurants that offer casual, fresh and responsibly produced food at an affordable price in a restaurant environment.

The company estimates for the full financial year started 1 February 2018 that the total chain sales of its restaurant concepts will be approximately 120 MEUR and that comparable EBITDA will increase as compared to previous year. Comparable EBITDA does not include costs related to the recommended public cash tender offer made by Orkla ASA.

ACCOUNTING POLICIES

Kotipizza Group's unaudited interim report for the three-month period ending 30 April 2018, including the audited comparison figures for the three-month period ending 30 April 2017, have been prepared according to IAS 34. The same accounting principles that were used in the previous audited full year financial statements have been applied. IASB has issued new and revised standards and interpretations. The Group adopts them as they become effective, or if the effective date differs from the reporting date, starting from the first financial year after the effective date. The Group does not expect the new or revised standards to have a significant effect on the Group's financial results, comprehensive income or the presentation of the financial statements.

IFRS 15 Revenue from Contracts with Customers (effective for financial years beginning on or after 1 January 2018). The new standard provides exhaustive 5-step guidance on revenue recognition and specifies the principles according to which information about the nature, quantity and uncertainty of sales revenue based on customer agreements, as well as cash flows relating to sales revenue, is disclosed in financial statements. According to IFRS 15, sales revenue is recognised when the customer receives control of the goods or service and is, therefore, able to use it and enjoy its benefits. The standard supersedes IAS 18 "Revenue" and IAS 11 "Construction Contracts" and the related interpretations. The Group will apply the standard 1 February 2018 and will apply the standard fully retroactively.

According to the existing revenue guidance, revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Group has concluded that it acts as the principal in all of its revenue arrangements, since it is the primary obligor in all the revenue arrangements, has pricing latitude and is also exposed to inventory and credit risks. Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually upon the delivery of the goods. Revenue from rendering of services is recognised in the accounting periods in which the services are rendered. Royalties from franchisees will be charged each month, based on monthly sales, and recognised in revenues for the month concerned.

The Group has started to assess its contracts with customers to identify the impacts of the new standard in the financial year ended 31 January 2017 and continued the work during the financial year just ended. The Group will continue with the assessment during the current financial year, which was commenced 1 February 2018. According to preliminary assessments, the Group does not expect the new standard to have any material impact on the Group's financial result. The standard will, however, increase the number of notes presented in the financial statements.

According to IFRS 16, lessees must recognise a lease liability for the lease payments to be paid in the future and a right-of-use asset on its balance sheet for almost all leases. IFRS 16 is effective from 1 January 2019. The new IFRS 16 standard will supersede the current IAS 17 standard. The Group is currently assessing the potential effects of the standard.

IFRS 9 Financial Instruments and amendments to it (effective for financial years beginning on or after 1 January 2018). The new financial instruments standard replaces the existing guidance in IAS 39 Financial Instruments – Recognition and Measurement. IFRS 9 includes revised guidance on the classification and measurement of financial instruments and includes a new expected credit loss model for calculating impairment on financial assets. It also carries forward the guidance on

recognition and measurement of financial liabilities from IAS 39. In terms of hedge accounting, the standard still presents three different options for hedge accounting, more risk positions than previously can be taken over under hedge accounting and principles of the hedge accounting have been streamlined with risk management. The Group is currently assessing the potential effects of the standard.

Kotipizza Group Oyj is currently assessing the potential effects of the application of the new and revised standards. Other issued but not yet effective IFRS standards or IFRIC interpretations are not estimated to have material impacts on the consolidated financial statements.

SUMMARY OF THE FINANCIAL STATEMENT AND NOTES

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
	000 €	000 €	000 €	000 €	000 €
Net sales	25 246	21 846	71 083	62 194	84 089
Other income	1	50	1	82	105
Change in inventory of raw materials and finished goods (+/-)	-55	128	321	1 661	1 014
Raw materials and finished goods (-)	-18 676	-16 905	-53 476	-49 196	-65 173
Employee benefits/expenses (-)	-1 700	-1 213	-4 342	-3 045	-4 489
Depreciations (-)	-392	-348	-1 120	-1 018	-1 360
Impairments (-)	-	-	-	-	-
Other operating expenses (-)	-2 852	-1 873	-7 408	-5 662	-7 764
Operating profit	1 571	1 686	5 059	5 018	6 421
Finance income	10	10	32	35	47
Finance costs	-107	-204	-245	-652	-738
Loss / profit before taxes	1 473	1 492	4 846	4 400	5 731
Income taxes	-223	-225	-917	-864	-1 252
Loss / profit for the period	1 250	1 267	3 929	3 536	4 479

Earnings per share, EUR:

Basic profit for the period attributable to ordinary equity holders of the parent (no dilutive instruments)

0.20 0.20 0.62 0.56 0.71

Basic profit for the period attributable to ordinary equity holders of the parent

0.20 0.20 0.62 0.56 0.71

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
	000 €	000 €			000 €
Profit (loss) for the period	1 250	1 267	3 929	3 536	4 479
Other comprehensive income:					
Other comprehensive income to be reclassified to profit or loss in subsequent periods:					
Cash flow hedges		-4	-	32	-
Taxes related to other comprehensive income		1	-	-6	-
			-	-	
Net other comprehensive income to be reclassified to profit or loss in subsequent periods	-	-3	-	25	-
Other comprehensive income for the period, net of tax	-	-3	-	25	-
Total comprehensive income for the period, net of tax	1 250	1 264	3 929	3 561	4 479
Attributable to:					
Owners of the company	1 244	1 273	4 050	3 576	4 504
Non-controlling interest	6	-9	-121	-15	-26
	1 250	1 264	3 929	3 561	4 479

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	31.10.2018	31.10.2017	31.1.2018
	000 €	000 €	000 €
Assets			
Non-current assets			
Property, plant and equipment	906	951	939
Goodwill	37 299	36 521	37 299
Intangible assets	3 744	3 220	3 113
Non-current financial assets	2	2	2
Non-current receivables	1 555	1 198	1 316
Deferred tax assets	125	450	21
	43 632	42 342	42 689
Current assets			
Inventories	4 652	5 105	4 088
Trade and other receivables	7 859	6 376	6 707
Current tax receivables	20	4	4
Cash and cash equivalents	4 503	6 714	7 982
	17 034	18 198	18 781
Assets classified as held for sale	13	13	13
Total assets	60 679	60 554	61 483
	31.10.2018	31.10.2017	31.1.2018
	000 €	000 €	000 €
Equity and liabilities			
Share capital	80	80	80
Fund for invested unrestricted equity	20 291	24 419	24 419
Retained earnings	11 654	6 597	7 519
Total equity attributable to equity holders of the parent company	32 024	31 096	32 019
Non-controlling interests	-162	-106	-41
Total equity	31 862	30 989	31 978
Non-current liabilities			
Interest bearing loans and borrowings	13 814	15 514	14 289
Financial liabilities at fair value through profit or loss	172	266	193
Other non-current liabilities	3 831	3 530	3 650
Deferred tax liabilities	189	77	171
	18 006	19 386	18 303
Current liabilities			
Interest bearing loans and borrowings	539	567	1 492
Trade and other payables	9 664	8 790	9 015
Current tax liabilities	607	821	696
Equity and liabilities	10 811	10 178	11 202
Liabilities related to assets held for sale	-	-	-
Total liabilities	28 817	29 565	29 505
Total shareholders' equity and liabilities	60 679	60 554	61 483

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Equity attributable to owners of the company						
EUR THOUSAND	Share capital	Fund for invested unrestricted equity	Retained earnings	Total	Non-controlling interest	Total equity
1 February 2018	80	24 419	7 519	32 018	-41	31 978
Result for the period			4 050	4 050	-121	3 929
Other comprehensive income				-	-	-
Total incomprehensive income for the period	-	-	4 050	4 050	-121	3 929
Transactions with owners						
Management incentive scheme	-	-	85	85	-	85
Dividends	-	-4 128		-4 128	-	-4 128
Transactions with owners total	-	-4 128	85	-4 044		-4 044
31 October 2018	80	20 291	11 653	32 024	-162	31 862

Equity attributable to owners of the company						
EUR THOUSAND	Share capital	Fund for invested unrestricted equity	Retained earnings	Total	Non-controlling interest	Total equity
1 February 2017	80	27 595	2 989	30 664	-91	30 573
Result for the period	-	-	3 551	3 551	-15	3 536
Other comprehensive income	-	-	25	25	-	25
Total incomprehensive income for the period	-	-	3 576	3 576	-15	3 561
Transactions with owners						
Management incentive plan			31	31		31
Dividends	-	-3 176	-	-3 176	-	-3 176
Transactions with owners total	-	-3 176	31	-3 145	-	-3 145
31 October 2017	80	24 419	6 596	31 095	-106	30 989

CONSOLIDATED STATEMENT OF CASH FLOWS

	<u>2-10/18</u>	<u>2-10/17</u>	<u>2/17-1/18</u>
	000 €	000 €	000 €
Operating activities			
Profit before tax	4 846	4 400	5 731
Adjustments to reconcile profit before tax to net cash flows			
Depreciation of property, plant and equipment	353	344	636
Depreciation and impairment of intangible assets	767	563	724
Unrealised exchange gains and losses	19		
Other non-cash adjustments	716	47	15
Gain on disposal of property, plant and equipment		-8	11
Finance income	-31	-35	-47
Finance costs	395	652	738
Change in working capital			
Change in trade and other receivables (+/-)	-1 408	-614	-940
Change in inventories (+/-)	-564	-2 012	-995
Change in trade and other payables (+/-)	-399	335	1 617
Change in provisions (+/-)		-	
Interest paid (-)	-231	-657	-722
Interest received	9	35	47
Income tax paid (-)	-415	-1	-1 212
Net cash flows from operating activities	4 057	3 050	5 603
Investment cash flows			
Investments for tangible assets (-)	-398	-33	-34
Investments for non-tangible assets (-)	-1 425	-1 044	-1 370
Other long term receivables			1
Acquisition of subsidiaries	-72		-522
Acquired business operations		-750	-750
Proceeds from the sale of tangible assets		8	
Net cash flows used in investing activities	-1 895	-1 818	-2 675
Financing activities			
Return of capital	-4 128	-3 176	-3 176
Loans withdrawal		-	-
Loans repayments (-)	-1 236	-863	-1 150
Finance lease payments (+/-)	-277	-239	-270
Net cash flow used in financing activities	-5 641	-4 277	-4 596
Net change in cash and cash equivalents	-3 479	-2 936	-1 668
Cash and cash equivalents at the beginning of the period	7 982	9 650	9 650
Cash and cash equivalents at the end of the period	4 503	6 714	7 982

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. SEGMENT INFORMATION

KOTIPIZZA SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	4 296	3 742	12 551	10 931	15 105
Net sales	5 576	4 922	16 242	14 272	19 335
Comparable gross margin / EBITDA	2 510	2 218	7 091	6 017	8 024
Depreciation and impairments	-247	-224	-709	-658	-865
Comparable EBIT	2 263	1 994	6 382	5 359	7 160
Gross margin / EBITDA	2 180	1 948	6 761	5 747	7 925
EBIT	1 933	1 724	6 052	5 089	7 060

FOODSTOCK SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	18 555	16 840	52 719	47 663	64 185
Net sales	18 555	16 840	52 719	47 663	64 185
Comparable gross margin / EBITDA	698	567	1 898	1 555	1 980
Depreciation and impairments	-49	-47	-147	-132	-176
Comparable EBIT	649	520	1 751	1 424	1 804
Gross margin / EBITDA	698	534	1 898	1 523	1 936
EBIT	649	487	1 751	1 391	1 760

CHALUPA SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	147	84	370	260	375
Net sales	147	84	370	260	375
Comparable gross margin / EBITDA	-119	-20	-170	-23	-15
Depreciation and impairments	-3	-2	-8	-5	-6
Comparable EBIT	-122	-22	-178	-28	-21
Gross margin / EBITDA	-119	-26	-170	-29	-23
EBIT	-122	-28	-178	-34	-29

SOCIAL BURGERJOINT SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	826	0	1 537	0	194
Net sales	826	0	1 537	0	194
Comparable gross margin / EBITDA	71	0	-58	0	38
Depreciation and impairments	-16	0	-36	0	-21
Comparable EBIT	55	0	-94	0	17
Gross margin / EBITDA	69	0	-111	0	38
EBIT	53	0	-147	0	17

NO PIZZA SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	142	0	214	0	0
Net sales	142	0	214	0	0
Comparable gross margin / EBITDA	-134	0	-225	0	0
Depreciation and impairments	-11	0	-22	0	0
Comparable EBIT	-146	0	-247	0	0
Gross margin / EBITDA	-163	0	-279	0	0
EBIT	-175	0	-301	0	0

OTHERS SEGMENT

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	0	0	0	0	0
Net sales	0	0	0	0	0
Comparable gross margin / EBITDA	-533	-326	-1 407	-1 082	-1 505
Depreciation and impairments	-67	-75	-199	-223	-293
Comparable EBIT	-600	-401	-1 606	-1 305	-1 797
Gross margin / EBITDA	-702	-422	-1 920	-1 206	-2 095
EBIT	-768	-497	-2 119	-1 429	-2 387

ALL SEGMENTS TOGETHER

EUR THOUSAND	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Comparable net sales	23 966	20 666	67 391	58 853	79 858
Net sales	25 246	21 846	71 083	62 194	84 089
Comparable gross margin / EBITDA	2 492	2 438	7 128	6 468	8 523
Depreciation and impairments	-392	-348	-1 120	-1 018	-1 360
Comparable EBIT	2 100	2 090	6 008	5 450	7 163
Gross margin / EBITDA	1 963	2 034	6 179	6 035	7 781
EBIT	1 571	1 686	5 059	5 018	6 421

NOTE 2. NON-CURRENT ASSETS HELD FOR SALE, DISCONTINUED OPERATIONS AND ACQUIRED OPERATIONS

The non-current assets held for sale were related to the Kotipizza segment's operations in Sweden. They did not have any effect on the profit and loss account during the review period nor in the same period in the previous year.

The major classes of assets related to discontinued operations:

	<u>31/10/2018</u>	<u>31/10/2017</u>
Assets	000 €	000 €
Inventories	-	-
Trade receivable and other receivables	13	13
Assets related to discontinued operations	13	13

NOTE 3. RELATED PARTY TRANSACTIONS

Parties are considered to be related when a party has control or significant influence over the other party relating to decision-making in connection to its finances and business. The Group's related parties include the parent company, subsidiaries, members of the board of directors and management board, managing director and their family members. The key management comprises the members of the management board. The table below presents the total amounts of related party transactions carried out during the period. The terms and conditions of the related party transactions correspond to the terms and conditions applied to transactions between independent parties.

	Sales to related parties	Purchases from related parties	Outstanding trade payables	Outstanding trade receivables	Paid interests
2/18-10/18	000 €	000 €	000 €	000 €	000 €
Key management of the group	-	-	-	-	-
Other related parties	-	-	-	-	-
Controlling entities	-	-	-	-	-
Companies controlled by the members of the Board	-	140	10	-	-
2/17-10/17					
Key management of the group	-	-	-	-	-
Other related parties	-	-	-	-	-
Controlling entities	-	-	-	-	-
Companies controlled by the members of the Board	-	122	0	-	-

NOTE 4. EMPLOYEE BENEFITS EXPENSE

All employee benefits expenses are included in administrative (fixed) expenses.

	2-10/18	2-10/17
	000 €	000 €
Wages and salaries	3 633	2 525
Social security costs	88	67
Pension costs (defined contribution plans)	621	453
Total employee benefits expense	4 342	3 045

NOTE 5. CONTINGENT LIABILITIES

<u>Commitments</u>	31.10.2018	31.10.2017
	000 €	000 €
Leasing commitments	149	207
Secondary commitments		0
Rental guarantees	1195	977
Bank guarantees	450	420
Rental commitments for premises	3170	3332
Loans from financial institutions	13950	15100
Guarantees for other than Group companies	0	3
<u>Guarantees</u>		
Pledged deposits	0	146
Business mortgages	17500	17500
Guarantees	0	12
Pledged shares, book value	44236	44236
General guarantee for other Group companies	unlimited	unlimited

NOTE 6: ALTERNATIVE PERFORMANCE MEASURES (APMs)

Kotipizza Group presents APMs to describe the underlying business performance and to enhance comparability between financial periods. APMs should not be considered as a substitute for measures of performance in accordance with the IFRS. APMs used by Kotipizza Group are listed and defined in this note.

CHAIN-BASED NET SALES

Chain-based net sales are the total combined net sales of the company's franchisees, based on which the company's franchising fees are invoiced monthly.

COMPARABLE NET SALES

Net sales items affecting comparability:

EUR thousand	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
Net sales	25 246	21 846	71 083	62 194	84 089
Items affecting comparability	-1 280	-1 180	-3 692	-3 341	-4 230
Comparable net sales	23 966	20 666	67 391	58 853	79 858

Items affecting comparability in 8-10/18, 8-10/17, 2-10/18, 2-10/17 and 2/17-1/18 all related to advertising and marketing fund flows of Kotipizza's Franchisee Co-operative, which pass through the Kotipizza segment's P&L without result effect.

COMPARABLE EBIT

EBIT items affecting comparability:

EUR thousand	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
EBIT	1 571	1 686	5 059	5 018	6 421
Items affecting comparability	529	404	950	432	742
Comparable EBIT	2 100	2 090	6 008	5 450	7 163

Development costs of a concept aimed at international markets, No Pizza, and of Social Burgerjoint, remuneration costs related to employee co-operation negotiations held in spring together with additional purchase price related to the Social Burgerjoint acquisition, have been in 8-10/18, 8-10/17, 2-10/18, 2-10/17 and 2/17-1/18 as items affecting comparability as they have been booked as costs. In addition, calculational (non-cash) items related to the incentive plan introduced on 6 May 2016 and to other incentive plans for the company's staff have also been treated as items affecting comparability.

Items affecting comparability are material items or transactions, which are relevant for understanding the financial performance of Kotipizza Group when comparing profit of the current period with previous periods. These items can include, but are not limited to, capital gains and losses, significant write-downs, provisions for planned restructuring and other items that are not related to normal business operations from Kotipizza Group's management's viewpoint. Such items are always listed in euros in Kotipizza Group's interim, half-year and full-year financial reports for the whole Group and for its operating segments.

EBITDA

EBIT, depreciation and impairments:

EUR thousand	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
EBIT	1 571	1 686	5 059	5 018	6 421
Depreciation and impairments	392	348	1 120	1 018	1 360
EBITDA	1 963	2 034	6 179	6 035	7 781

COMPARABLE EBITDA

EUR thousand	8-10/18	8-10/17	2-10/18	2-10/17	2/17-1/18
EBIT	1 571	1 686	5 059	5 018	6 421
Depreciation and impairments	392	348	1 120	1 018	1 360
Items affecting comparability	529	404	950	432	742
Comparable EBITDA	2 492	2 438	7 128	6 468	8 523

Items affecting comparability have been detailed earlier in this Note in the section 'COMPARABLE EBIT'.

COMPARABLE EBITDA OF NET SALES, %

$$\frac{\text{Comparable EBITDA}}{\text{Net sales}} * 100$$

NET DEBT

Long-term ja short-term interest-bearing debt – cash and cash equivalents:

EUR thousand	31.10.2018	31.10.2017	31.1.2018
Long-term interest bearing debt	13 814	15 514	14 289
Short-term interest bearing debt	539	567	1 492
Cash and cash equivalents	4 503	6 714	7 982
Net debt	9 850	9 366	7 799

NET GEARING, %

$$\frac{\text{Net debt}}{\text{Total equity}} * 100$$

EQUITY RATIO, %

$$\frac{\text{Total equity}}{\text{Total assets}} * 100$$

In Helsinki 18 December 2018

Kotipizza Group Oyj's Board of Directors

Further information: CEO Tommi Tervanen, tel. +358 207 716, and CFO and Deputy to the CEO Timo Pirskanen, tel. +358 207 716 747