

# Orkla

## Third Quarter 2009



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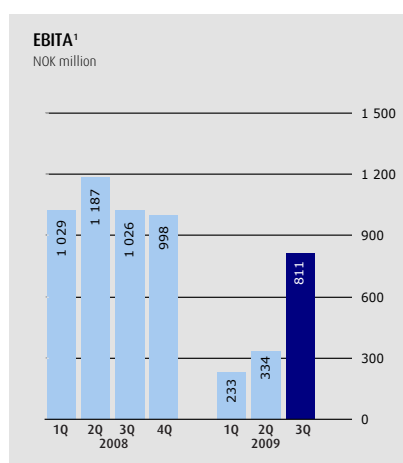
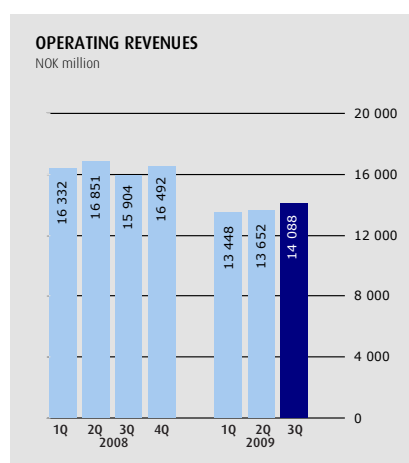
### THE THIRD QUARTER IN BRIEF

- Orkla's operating profit (EBITA) for the third quarter amounted to NOK 811 million, compared with NOK 1,026 million in the same quarter last year and NOK 334 million in the second quarter of 2009.
- Cash flow from operations improved, totalling NOK 3,115 million at the end of the first nine months, compared with NOK 1,473 million at the same time last year.
- Weak international economic conditions continued to affect demand and sales in several of the Group's industrial businesses. Third-quarter operating revenues totalled NOK 14,088 million (NOK 15,904 million)<sup>1</sup>.
- Orkla Brands reported another good quarter with EBITA of NOK 759 million (NOK 708 million)<sup>1</sup>. Orkla Brands International and Orkla Food Ingredients posted improved results, while the Nordic units performed on a par with last year.
- Due to comprehensive restructuring and cost-cutting measures, Orkla Aluminium Solutions achieved a positive result of NOK 29 million (NOK 92 million)<sup>1</sup> in the third quarter. The acquisition and integration of Indalex in the US have proceeded as planned.
- In Orkla Materials, Borregaard reported satisfactory third-quarter results, while Elkem's results reflected continued weak markets and low capacity utilisation, in addition to the ramp-up plan for Elkem Solar being delayed by the fire in July.
- In Orkla Associates, REC reported EBITDA of NOK 429 million (NOK 711 million)<sup>1</sup> in the third quarter. Jotun's EBIT for the first eight months was NOK 858 million (NOK 807 million)<sup>1</sup>.
- At the end of the first nine months, the return on the Share Portfolio was 26.2%, compared with 30.7% for the Morgan Stanley Nordic Index (43.5% for the Oslo Børs Benchmark Index).
- On 4 October 2009, following the Storting's adoption of a new reversion regime in autumn 2008, Elkem entered into an agreement to sell its hydropower plants in Salten and Bremanger, operating under licence, for NOK 6 billion.

<sup>1</sup> The figures in brackets refer to the corresponding period of the previous year.

### KEY FIGURES FOR THE ORKLA GROUP

Amounts in NOK million	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
	2009	2008	2008	2009	2008
Operating revenues	41,188	49,087	65,579	14,088	15,904
Adjusted EBITA <sup>1</sup>	1,378	3,242	4,240	811	1,026
Profit/loss before taxes	461	2,360	(2,015)	494	(939)
Earnings per share diluted (NOK)	1.4	1.3	(2.8)	0.5	(1.2)
Cash flow from operating activities	3,115	1,473	2,543	1,663	365
Net interest-bearing liabilities	28,226	25,363	27,424		
Equity ratio (%)	50.3	51.2	47.7		
Net gearing <sup>2</sup>	0.59	0.50	0.55		



<sup>1</sup> Earnings before amortisation, write-down in Sapa Profiles in 2008, restructuring and significant impairments.

<sup>2</sup> (Net interest-bearing liabilities)/(Equity)

## THE GROUP

Orkla's third-quarter operating revenues totalled NOK 14,088 million (NOK 15,904 million)<sup>1</sup>. The decline was largely driven by low demand in Orkla Aluminium Solutions, and slow markets for Elkem's silicon-related businesses.

The Norwegian krone strengthened in the third quarter, against both the USD and euro-related currencies, but was nevertheless weaker than in the corresponding quarter of 2008. Currency translation effects therefore had a positive impact on operating revenues, amounting to around NOK 400 million in the third quarter and around NOK 1.65 billion in the first nine months.

The Group's EBITA for the third quarter was NOK 811 million (NOK 1,026 million)<sup>1</sup>. Orkla Brands reported a satisfactory third-quarter profit performance with underlying<sup>2</sup> profit growth of 6%. Markets for Orkla Aluminium Solutions remained very slow in Europe and the US, although the latter saw slight growth compared with the previous quarter. Wide-ranging restructuring and cost-cutting measures contributed to positive EBITA of NOK 29 million in the quarter (NOK 92 million)<sup>1</sup>. In Orkla Materials, Elkem's results reflect continued weak markets and low capacity utilisation in the silicon-related business. Average capacity utilisation in the third quarter was 57%, excluding Solar. Due to the fire in July, Elkem Solar had no production of any significance in the third quarter and thus made a substantial negative contribution to profit. The damage has been repaired and test run begun mid-October. The ordinary ramp-up of the factory will commence as soon as the repairs have been tested and approved. Borregaard reported satisfactory third-quarter profit, and EBITA ended at NOK 128 million (NOK 110 million)<sup>1</sup>. For the Group as a whole, EBITA was affected by currency translation effects totalling NOK -18 million in the quarter, and NOK -38 million in the first nine months.

Orkla's equity interests in REC (39.7%) and Jotun (42.5%) are presented according to the equity method on the line for associates. The contribution from associates to Group third-quarter profit totalled NOK -328 million (NOK 573 million)<sup>1</sup>. Of the total amount, REC's contribution to Orkla's profit for the quarter accounts for NOK -401 million (NOK 496 million)<sup>1</sup>.

At the end of the first nine months, the return on the Share Portfolio was 26.2%, compared with 30.7% for the Morgan Stanley Nordic Index (43.5% for the Oslo Børs Benchmark Index). Gains, losses and write-downs on the Share Portfolio ended at NOK 334 million in the third quarter, of which realised portfolio gains amounted to NOK 297 million and write-downs of portfolio investments totalled NOK 97 million. Dividends received in the third quarter totalled NOK 14 million, and NOK 238 million for the first nine months.

Group profit before tax for the third quarter was NOK 494 million (NOK -939 million)<sup>1</sup>, while earnings per share, diluted, were NOK 1.4 (NOK 1.3)<sup>1</sup> at the end of the first nine months. The tax charge is estimated to be NOK 92 million so far this year.

Strong focus on increasing capital efficiency helped to boost cash flow from operations in the third quarter to NOK 1,663 million

(NOK 365 million)<sup>1</sup>, and cash flow from operations for the first nine months of 2009 totalled NOK 3,115 million, compared with NOK 1,473 million in the same period of last year. After the Group's participation in the REC and SPDE share issues, and the acquisition of Indalex, all in the third quarter, net interest-bearing liabilities amounted to NOK 28.2 billion at quarter-end.

In connection with the acquisition and integration of Indalex in the US, Orkla Aluminium Solutions will carry out further restructuring of its extrusion operations in North America. The factories in Morris and Calgary will be closed in the course of the fourth quarter, and minor changes will also be made at other factories. In this connection, a restructuring provision of NOK 94 million was made in the third quarter. The agreement to divest the business in Catawba in compliance with the requirements of the US Department of Justice has been signed.

## THE BUSINESS AREAS

### ORKLA BRANDS

	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
Amounts in NOK million	2009	2008	2008	2009	2008
Operating revenues	16,722	16,657	23,398	5,661	5,646
EBITA <sup>1</sup>	1,919	1,786	2,590	759	708
Operating margin (%)	11.5	10.7	11.1	13.4	12.5
Cash flow from operations before					
net replacement expenditures	2,328	1,797	2,984	959	934
Net replacement expenditures	376	391	633	111	149
Expansion investments	109	124	214	25	77

<sup>1</sup> Before amortisation, restructuring and significant impairments.

- Underlying<sup>2</sup> profit growth.
- Flat topline performance, stabilisation in market shares.
- Acquisition of Russian biscuits company.

Orkla Brands reported third-quarter operating revenues of NOK 5,661 million (NOK 5,646 million)<sup>1</sup>, representing an approximately flat underlying<sup>2</sup> performance. The effect of price increases was slightly weaker than in the second quarter, while volume growth was on a par with second-quarter performance. Volume growth remains weaker for the catering and export markets than in the grocery market. Overall market shares are slightly lower, but showed signs of improvement in certain categories in the third quarter.

Third-quarter EBITA was NOK 759 million (NOK 708 million)<sup>1</sup>. Underlying<sup>2</sup> profit growth was around 6%. The improvement in profit is ascribable to price increases, cost improvements and certain major innovations. Orkla Brands International and Orkla Food Ingredients achieved the greatest profit growth, while the Nordic business units reported profit on a par with last year.

Overall purchasing costs continued to increase in the third quarter. The price of sugar and cocoa beans rose, while price trends varied for other international commodities. On the Norwegian market, the prices of key raw materials such as flour and meat continued to rise.

<sup>2</sup> Excluding acquisition, divestments and currency translation effects.

The main launches in the third quarter were Bergene Melk (large chocolate bar, Nidar), Pierre Robert Young Collection (wool collection for children, Pierre Robert) and the relaunch of Big One (pizza, Stabburet).

In the third quarter Krupskaya acquired the Russian brand Pekar and associated production facilities. The company holds a leading position on the Northwest Russian market in the waffle biscuit, sponge cake, bread roll, pastries and snacks segments. Sales in 2008 totalled around RUB 600 million, equivalent to around NOK 120 million, and the company has 385 employees.

#### Orkla Foods Nordic

Orkla Foods Nordic posted third-quarter operating revenues of NOK 2,377 million (NOK 2,392 million)<sup>1</sup>. Operating revenues for the first nine months of 2009 totalled NOK 7,096 million (NOK 7,121 million)<sup>1</sup>. There was an underlying<sup>2</sup> decline of roughly 2% in the quarter and around 1% for the first nine months. Third-quarter EBITA was NOK 297 million (NOK 287 million)<sup>1</sup>, while EBITA for the first nine months was NOK 747 million (NOK 709 million)<sup>1</sup>. Underlying<sup>2</sup> profit was slightly higher than last year, both in the third quarter and for the first nine months.

For Stabburet, a good programme of launches and sales growth contributed to improved performance. However, weaker volume growth at Bakers and start-up costs at a new pasta factory at Beauvais had a negative impact. Other businesses in the Nordic region reported results on a par with last year. Despite challenging market conditions and a decline in sales in the Baltics, the profit level for the Baltic businesses remained unchanged from last year. Overall, Orkla Foods Nordic's market shares have been somewhat reduced.

#### Orkla Brands Nordic

Orkla Brands Nordic reported third-quarter operating revenues of NOK 1,890 million (NOK 1,869 million)<sup>1</sup>, equivalent to underlying<sup>2</sup> growth of 1% from last year. EBITA ended at NOK 367 million (NOK 360 million)<sup>1</sup>, which is underlying<sup>2</sup> on a par with last year. Lilleborg reported a decline in third-quarter profit as a result of declining sales in several product categories. The Chips Group, Lilleborg Professional and Göteborgs/Sætre posted higher profit in the third quarter.

Third-quarter profit was negatively affected by a weak NOK and SEK compared with the corresponding period of last year. The price increases that were implemented were not sufficient to fully compensate for higher purchasing costs.

All in all, market shares for Orkla Brands Nordic weakened slightly in the quarter, particularly in relation to several of Lilleborg's product categories.

#### Orkla Brands International

Orkla Brands International posted third-quarter operating revenues of NOK 459 million (NOK 565 million)<sup>1</sup>, which underlying<sup>2</sup> was a 3% improvement on the same period of last year. Third-quarter EBITA amounted to NOK 31 million (NOK 9 million)<sup>1</sup>. The underlying<sup>2</sup> improvement in profit was around NOK 15 million.

The profit growth was primarily attributable to SladCo and MTR Foods. In weak markets, the growth in income was driven by price increases. However, in India, MTR Foods achieved volume growth in its core categories; spices and ready mixes. In Russia, price increases and internal cost improvements brought profit growth despite higher raw material prices.

#### Orkla Food Ingredients

Orkla Food Ingredients reported third-quarter operating revenues of NOK 1,018 million (NOK 902 million)<sup>1</sup>, which underlying<sup>2</sup> was a decline of around 2%. The decline was a result of a price fall (based on raw materials) of certain product categories and, to some extent, changes in patterns of consumption in certain markets (a switch to cheaper, lower quality products). However, overall market shares are strengthened. Third-quarter EBITA was NOK 64 million (NOK 52 million)<sup>1</sup>, an underlying<sup>2</sup> increase in profit of 34%.

The good performance was primarily ascribable to sound operations in the Dragsbæk companies, and to Orkla Food Romania, which improved its competitiveness and earnings.

With effect from 1 October, Creden Bageripartner (CBP) took over the customer list and sales of Inco in Denmark. CBP is market leader for deliveries to the Danish bakery market with a market share of around 30%, while Inco's sales account for around 10%.

#### ORKLA ALUMINIUM SOLUTIONS

	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
Amounts in NOK million	2009	2008	2008	2009	2008
Operating revenues	15,211	21,670	27,809	5,424	6,696
EBITA <sup>1</sup>	(461)	799	697	29	92
Operating margin (%)	(3.0)	3.7	2.5	0.5	1.4
Cash flow from operations before					
net replacement expenditures	726	815	765	344	(4)
Net replacement expenditures	182	629	950	(7)	263
Expansion investments	329	281	547	133	88

<sup>1</sup> Before amortisation, write-down of inventory in Sapa Profiles in 2008, restructuring and significant impairments.

- Markets in both the US and Europe have stabilised at a low level. In the US market, demand was somewhat better in the third quarter than in the second quarter, but there are still no strong signals of market growth.
- Cost-cutting and structural measures contributed to a positive result in the quarter, and cash flow performance continued to be positive.
- The acquisition of Indalex was completed with accounting effect from 1 August.

Sapa volumes have stabilised at a lower level after the significant drop in volumes early in the year. Third-quarter operating revenues totalled NOK 5,424 million (NOK 6,696 million)<sup>1</sup>. EBITA ended at NOK 29 million (NOK 92 million)<sup>1</sup>.

Sapa strengthened its presence in North America by acquiring 11 plants from Indalex on 31 July this year, and the results are included from August. Following the acquisition, work is in progress on

further restructuring of Profiles North America and the Morris and Calgary operations will be shut down during the fourth quarter. Their volumes have been transferred to other plants within Sapa North America. A provision of NOK 94 million related to the restructuring work was made in the third quarter. The agreement to divest the business in Catawba in compliance with the requirements of the US Department of Justice has been signed. This will not have any significant impact on volume or profit. A positive start has been made on the integration process at Sapa North America, and EBITA and cash flow from Indalex following the acquisition have been positive in the quarter.

Recent market developments indicate that the global economy is beginning to pull out of recession, but the recovery is expected to take some time. The European market is at a low but fairly stable level and there are signs that customers are finishing their de-stocking. The North American extrusion market has now had a year-on-year decline in demand for extruded aluminium for twelve quarters in a row, but showed in the third quarter signs of positive development in demand compared to the second quarter. Sapa's Chinese operations are experiencing strong markets and high demand.

#### Sapa Profiles

Sapa Profiles' sales volumes, including Indalex, reached 156,000 tonnes (170,000 tonnes)<sup>1</sup> in the third quarter and EBITA was a negative NOK -68 million (NOK -28 million)<sup>1</sup>. Compared to the second quarter, this was an improvement of NOK 138 million, mainly driven by cost reductions. The break-even level for the business has been significantly reduced during 2009, illustrated by the profit performance from the first to third quarters.

#### Sapa Heat Transfer & Building System

Heat Transfer's volumes for the quarter were at 32,000 tonnes (33,000 tonnes)<sup>1</sup>. Heat Transfer and Building System had aggregate EBITA of NOK 97 million (NOK 120 million)<sup>1</sup>. Heat Transfer's order intake increased towards the end of the first half-year and is still showing a positive trend, while Building System is experiencing the effect of weak building & construction markets.

Sapa has divested Sapa Industriservice to Coor Service Management at an expected gain of approximately NOK 40 million with full effect on cash flow in the fourth quarter. Sapa Industriservice delivers maintenance services to Sapa and other industrial customers in Sweden. Revenues in 2008 were approximately SEK 675 million with operating profit of about SEK 45 million.

#### ORKLA MATERIALS

	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
Amounts in NOK million	2009	2008	2008	2009	2008
Operating revenues	8,148	10,127	13,725	2,664	3,336
EBITA <sup>1</sup>	223	1,013	1,426	139	386
Operating margin (%)	2.7	10.0	10.4	5.2	11.6
Cash flow from operations before					
net replacement expenditures	1,184	560	1,223	678	120
Net replacement expenditures	196	453	649	74	185
Expansion investments	1,026	2,647	3,381	212	915

<sup>1</sup> Before amortisation, restructuring and significant impairments.

- Market conditions for Elkem's silicon-related units remained weak in the third quarter, and capacity utilisation averaged around 57%.
- The damage caused by the fire at Elkem Solar's process plant in July has been repaired. Test run started mid-October and ordinary operations will begin as soon as the repairs have been tested and approved in accordance with internal procedures.
- Borregaard's chemicals business reported satisfactory profit, even though most of its markets are still slow.
- The energy operations were negatively impacted by low market prices, but in Elkem's case this was offset by high production.

Orkla Materials posted third-quarter operating revenues of NOK 2,664 million (NOK 3,336 million)<sup>1</sup> and EBITA of NOK 139 million (NOK 386 million)<sup>1</sup>.

#### Elkem

Elkem's third-quarter operating revenues totalled NOK 1,703 million (NOK 2,235 million)<sup>1</sup>. Third-quarter EBITA was NOK 11 million, compared with NOK 276 million in the same period of 2008. Elkem Solar's negative contribution to profit in the quarter amounted to NOK 191 million, of which depreciation accounted for NOK 71 million. The other silicon-related units continued to experience slow markets. Nevertheless, third-quarter profit was a positive NOK 29 million, compared with NOK 236 million in the same period of 2008.

Elkem Energy's production operations delivered good results due to high production volumes, which were only partly offset by low prices compared with the same period last year. In the third quarter, higher-than-normal amounts of precipitation and good inflow resulted in high reservoir levels and high production. Production totalled 896 GWh in the third quarter, up from 782 GWh in the same period of 2008. The higher production volume was offset by lower realised prices. Nordpool system prices averaged 27.4 øre/KWh, compared with 44.8 øre/KWh in the same period of last year.

Repairs of the damage caused by a fire at one of Elkem Solar's process plants have been technically completed and test run started mid-October. Ordinary operations are expected to start up in November as soon as the repairs have been tested and approved in accordance with internal procedures. After start-up, the delayed ramp-up of production is expected to be implemented at the same pace as previously communicated.

Demand for silicon and ferrosilicon from customers in the steel industry, the aluminium industry and the chemical market remained weak in the third quarter. Activity levels dropped slightly from the second to the third quarter at the Norwegian plants, particularly during the summer. The carbon business also saw a slight increase in demand towards the end of the third quarter from customers in Asia, and capacity utilisation was higher than in the previous quarter. Activity levels are continuously adapted in response to market trends, and in the third quarter the silicon-related units, excluding Elkem Solar, were operating at an average of 57% capacity.

### Borregaard

Borregaard's operating revenues in the third quarter were NOK 963 million (NOK 1,104 million)<sup>1</sup>, equivalent to an underlying<sup>2</sup> increase of 1% compared with the same period of 2008. EBITA was NOK 128 million (NOK 110 million)<sup>1</sup>.

The chemicals business showed profit growth from last year's third quarter, while the energy business recorded a slight decline. The improvement seen in the chemicals business (from NOK 52 million to NOK 90 million) is mainly due to the exclusion of negative profit posted by the closed-down business in Switzerland. Markets remain relatively weak, but after last year's business closure capacity utilisation is satisfactory. Lower raw material prices and more favourable currency conditions compared with the same quarter of last year contributed to satisfactory profit for the chemicals business. However, the appreciation of the NOK in the third quarter together with seasonal effects is expected to impact negatively in the fourth quarter.

Continuing business in the speciality cellulose segment continued to show weak profit, albeit better than last year due to higher prices, lower variable costs and a more favourable currency situation. Production volume and mix had a somewhat negative profit effect. For the lignin business the result was on a par with last year. A lower sales volume, in particular of products to the building sector and other industrial applications, was offset by higher selling prices, more favourable currency conditions and reduced costs. For the Ingredients and Pharma businesses the overall profit for continuing business was somewhat weaker than last year, primarily due to lower production and sales in the pharmaceuticals area. Denomega reported good profit growth.

The profit reduction in the energy area in the quarter (from NOK 58 million to NOK 38 million) is mainly due to lower market prices this year than last. However, own production at the run-of-the-river plants was higher, largely thanks to new generators at the Borregaard power plant which exploited this summer's high inflow to the Glomma river.

### ORKLA ASSOCIATES

	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
Amounts in NOK million	2009	2008	2008	2009	2008
Profit/loss from associates	(403)	1,905 <sup>1</sup>	2,189 <sup>1</sup>	(328)	573
Of which Renewable					
Energy Corporation (REC)	(516)	776	1,217	(401)	496

<sup>1</sup> Of which NOK 830 million were a profit from the sale of a 40% share in Hjemmet Mortensen.

Orkla Associates primarily consists of investments in Renewable Energy Corporation ASA (REC) (39.7% stake) and Jotun AS (42.5% stake). The figures below are on a 100% basis.

REC's third-quarter operating revenues totalled NOK 2,160 million, 13% higher than last year, while EBITDA in the quarter was NOK 429 million (NOK 711 million)<sup>1</sup>. The decline in results was primarily driven by a weaker demand and lower sales prices, in addition to reduced capacity utilisation in REC Solar and REC Wafer and start-up costs related to ramp-up of new plants. Impairment charges of NOK 679 million were made in the quarter, resulting in third-quarter EBIT of NOK -665 million (NOK 537 million)<sup>1</sup>. Profit/loss before taxes came to NOK -1,143 million (NOK 1,761 million)<sup>1</sup>, whereas currency effects and change in the value of derivatives contributed to the decline. Capacity was restarted in all business areas during the third quarter. REC's funding situation was strengthened in the quarter.

Jotun shows satisfactory profit so far this year and reported 16% growth in operating revenues in the first eight months compared with the same period last year, mainly due to positive currency effects. Operating revenues were NOK 7.8 billion, while operating profit improved by 6% to NOK 858 million. There are variations between markets. Growth has continued in China, South Korea and important markets in the Middle East, while a weaker trend has been seen in much of Europe. Jotun operates in part in late-cyclical market segments and consequently expects a weaker trend for some segments ahead, including contracts for new ship construction and major real estate projects. While currency effects and raw material prices have positively impacted the figures so far this year, a stronger NOK into the fourth quarter will have a negative impact ahead.

### ORKLA FINANCIAL INVESTMENTS

	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
Amounts in NOK million	2009	2008	2008	2009	2008
EBITA <sup>1</sup>	(70)	(154)	(151)	(32)	(87)
Dividends	238	455	471	14	58
Gains, losses and write-downs in the Share Portfolio	247	(2,506)	(6,043)	334	(2,323)
Other financial items	27	386	367	14	119
Profit/loss before taxes	442	(1,819)	(5,356)	330	(2,233)
Market value of the Share Portfolio	10,316	13,763	11,426		
Return on the Share Portfolio (%)	26.2	(27.6)	(45.3)		
Unrealised gains on the Share Portfolio	2,802	752	847		

<sup>1</sup> Before amortisation, restructuring and significant impairments.

Orkla Financial Investments posted a third quarter profit of NOK 330 million (NOK -2,233 million)<sup>1</sup> before tax. The pre-



tax profit for the first nine months came to NOK 442 million (NOK -1,819 million)<sup>1</sup>.

In the first nine months the **Share Portfolio** showed a return of 26.2% (the Morgan Stanley Nordic Index 30.7% and the Oslo Børs Benchmark Index 43.5%).

The Share Portfolio's market value was NOK 10,316 million after net share sales totalling NOK 2,616 million in the first nine months. Unrealised gains came to NOK 2,802 million at end-September. Shares worth NOK 686 million, net, were sold in the third quarter.

In the quarter, realised portfolio gains and change in the fair value of associates came to NOK 334 million (NOK -2,323 million)<sup>1</sup>, compared with a figure of NOK 247 million (NOK -2,506 million)<sup>1</sup> for the first nine months. Accounting write-downs in keeping with IFRS amounted to NOK 97 million in the quarter and NOK 1,167 million in the first nine months.

Dividends received in the quarter and the first nine months respectively totalled NOK 14 million (NOK 58 million)<sup>1</sup> and NOK 238 million (NOK 455 million)<sup>1</sup>.

Demanding financial markets have affected **Orkla Finans** in the current year. Operating revenues totalled NOK 29 million (NOK 34 million)<sup>1</sup> in the quarter and EBITA was NOK -8 million (NOK -21 million)<sup>1</sup>, while in the first nine months operating revenues were NOK 82 million (NOK 142 million)<sup>1</sup> and EBITA was NOK -35 million (NOK -38 million)<sup>1</sup>.

**Orkla Eiendom** posted a pre-tax result of NOK -31 million for the third quarter (NOK -12 million)<sup>1</sup>. For the first nine months the pre-tax result was NOK -104 million (NOK 18 million)<sup>1</sup>.

**Elkem Energy Trading** posted EBITA of NOK 7 million (NOK -44 million)<sup>1</sup> in the third quarter.

#### CASH FLOW AND FINANCIAL SITUATION

Cash flow from operations totalled NOK 3,115 million in the first nine months, compared with NOK 1,473 million in the same period last year. The improvement in cash flow was achieved by rigorous prioritisation of maintenance investments combined with a strong focus on more efficient use of working capital. Financial items paid came to NOK -1,022 million in the first nine months compared with NOK -967 million in the same period last year.

The Group's expansion investments in the first nine months totalled NOK 1,464 million, which is NOK 1,587 million lower than in the same period last year. The investments mainly relate to the completion of Elkem Solar at Fiskaa and the hydropower development at Sauda.

Participation in REC's rights issue in July and the acquisition of Indalex in the US brought the total acquisition of new companies in the first nine months to NOK 2,955 million.

Financial Investments sold portfolio investments worth NOK 2,616 million, net, in the first nine months.

The Group had a net cash flow of NOK -955 million in the quarter. However, taking into account positive currency translation effects, the Group's net interest-bearing liabilities increased by NOK 323 million. Net interest-bearing liabilities totalled NOK 28,226 million in the first nine months. The bulk of the interest-bearing liabilities carries floating interest rates and is distributed on NOK, SEK, EUR, DKK and USD.

Group balance sheet assets amounted to approximately NOK 94.5 billion by the end of the third quarter, after participation in the REC issue and the acquisition of Indalex. However, this is still somewhat lower than at the end of 2008 and is due to reduced inventories, currency effects and the fact that discontinued operations (Elkem Aluminium) are out of the balance sheet following completion of the transaction on 31 March 2009.

#### OTHER MATTERS

An agreement to sell Elkem's hydropower plants in Salten and Bremanger for NOK 6 billion was signed in October. The total annual power production of the sold plants is 1.7 TWh, of which Elkem owns 1.5 TWh. In autumn 2008 the Storting passed a new concession act designed to secure public ownership of hydropower plants in Norway. The act allows only publicly owned power companies to acquire and build large hydropower plants. Consequently Orkla cannot expand its hydropower business by acquiring and developing hydropower plants. The new act gives publicly owned companies which take over private power plants that are subject to a reversion clause a statutory right to have the reversion clause removed. The Storting's decision puts a 30-year-long practice of annulling concession provisions onto a statutory footing. The Svelgen III and IV, Siso and Lakshola power plants, with reversion largely in the period 2021 to 2029, therefore had to be sold ahead of the reversion deadline. Elkem's power plants in Sauda and Borregaard's power plants in Sarpsborg are retained, and Orkla's hydropower business now comprises a production of about 2.5 TWh. The overall selling price is NOK 6,009 million, of which NOK 4,300 million refers to Salten and NOK 1,709 million to Bremanger. Settlement will take place once the necessary public approvals have been given.

Orkla Aluminium Solutions' purchase of the American company Indalex was completed on 31 July with an underlying Enterprise Value of approximately NOK 95 million. In 2008 Indalex sold around 200,000 tonnes, corresponding to operating revenues of more than USD 900 million. Indalex has a 1,400-strong workforce. Sapa took over Indalex's 11 active production plants in the US and Canada, with 29 presses and total capacity of around 315,000 tonnes annually. The business is included in the figures for August onwards.

As mentioned in the annual reports for 2006 to 2008, Orkla has assumed that the gain realised in 2006 on the option element in convertible bonds in the Renewable Energy Corporation ASA (REC) was free of tax under the 'tax exemption method'. However, in December 2008 Orkla received a ruling where the Central Taxation



Office for Large-Sized Enterprises stated that the gain was to be taxed at full rate. Orkla disagrees both with the basis adduced for its tax liability and with the valuation given in the decision. In the resulting legal dispute the parties have agreed out of court ahead of district court proceedings that the valuation of the REC share at the conversion date in March 2006 should be reduced from NOK 81.50 per share to NOK 65 per share. In a new tax assessment decision for 2006, the Central Taxation Office has duly reduced Orkla's tax by about NOK 189 million, from the original NOK 751 million. Although the valuation issue has now been settled, Orkla still disagrees with the basis for tax liability and will continue to contest this in court. The disputed amount in the case is however reduced to about NOK 562 million, since Orkla will shortly be refunded approximately NOK 189 million of the NOK 751 million that Orkla had to pay in taxes in the second quarter of 2009.

As from the third quarter of 2009, Elkem Energy Trading is reported under Orkla Financial Investments. Its results have been restated, such that the figures for previous quarters in 2008 and 2009 have also been adjusted to reflect the change.

The introduction of a new section 5-11(a) in the Public Limited Liability Companies Act makes it possible to stipulate in the Articles of Association that documents that are to be considered at a general meeting may be published on the company's website instead of being enclosed with the notice of the meeting. This also applies to documents which by law must be attached to the notice of the general meeting. Individual shareholders are nonetheless entitled to have the documents sent to them free of charge, upon application to the company. Amending the Articles of Association will generate a substantial environmental gain for Orkla ASA. It is therefore proposed to amend Orkla ASA's Articles of Association at an extraordinary general meeting, so that the possibility of a simplified notification process may become effective in time for the Annual General Meeting in 2010. An Extraordinary General Meeting of Orkla ASA will therefore be held at Orkla's offices at Karenslyst allé 6, 0213 Oslo, on 10 December 2009 at 3 p.m.

## OUTLOOK

Even though some macro economic indicators show positive signs, economic conditions are still weak and there is still uncertainty related to the development going forward. Although demand has stabilised in a number of markets, there seems to be little likelihood of a broad-based upturn in the forthcoming quarters.

Orkla Brands expects a continued relatively weak trend in the Nordic grocery market and markets will be demanding for the rest of the year with intensified competition in several categories. Increased raw material prices on Norwegian agricultural products, in particular, are expected to give a negative effect in the fourth quarter.

Orkla Aluminium Solutions has taken substantial steps to adapt its capacity and cost structure to the weak market trend. Further restructuring will take place in the fourth quarter following the acquisition of Indalex, bringing additional improvement to the cost position. Sapa Profiles expects lower activity towards the end of the fourth quarter due to seasonal effects. Increased volumes are expected for Heat Transfer up to year-end, while Building System's order backlog will be gradually reduced. The contribution from Indalex will have a limited positive effect on profit and cash flow from operations in 2009. Orkla Aluminium Solutions expects a positive cash flow for the year as a whole.

Where Orkla Materials is concerned, the silicon-related markets remain on a weak trend, and production capacity for silicon, ferrosilicon and carbon alike is adjusted on a continuous basis. The demand situation for Borregaard's chemicals business is also challenging, but the balance between demand and capacity is better. An appreciation of the NOK through the third quarter is expected to have negative effects for Orkla Materials in the fourth quarter. The energy units expect relatively low market prices in the fourth quarter, while especially Elkem Energy's resource situation is good.

Orkla's borrowing rate in the first nine months averaged 3.8%. The Group's liabilities are spread across currencies in accordance with its net investments in countries outside Norway. Liabilities measured in NOK will therefore fluctuate in step with exchange rate movements.

Oslo, 29 October 2009  
The Board of Directors of Orkla ASA

## THE GROUP'S CONDENSED INCOME STATEMENT

Amounts in NOK million	Note	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
		2009	2008	2008	2009	2008
<b>Operating revenues</b>	2	41,188	49,087	65,579	14,088	15,904
Operating expenditures		(37,989)	(44,407)	(59,336)	(12,661)	(14,409)
Depreciation and impairment charges on tangible assets		(1,821)	(1,438)	(2,003)	(616)	(469)
Amortisation of intangible assets		(153)	(158)	(228)	(53)	(53)
Write-down of inventory in Sapa Profiles		-	-	(372)	-	-
Restructuring and significant impairments		(104)	(34)	(1,282)	(94)	0
<b>Operating profit</b>		1,121	3,050	2,358	664	973
Profit/loss from associates		(403)	1,905	2,189	(328)	573
Dividends		239	457	473	14	58
Gains, losses and write-downs in the Share Portfolio		247	(2,506)	(6,043)	334	(2,323)
Financial items, net		(743)	(546)	(992)	(190)	(220)
<b>Profit/loss before taxes</b>		461	2,360	(2,015)	494	(939)
Tax expenses		(92)	(952)	(895)	(13)	(265)
<b>Profit/loss for the period for continued operations</b>		369	1,408	(2,910)	481	(1,204)
Gains/profit discontinued operations	8	993	46	(55)	0	(11)
<b>Profit/loss for the period</b>		1,362	1,454	(2,965)	481	(1,215)
Minority interest's share of the profit/loss for the period		(59)	131	(137)	23	1
Majority interest's share of the profit/loss for the period		1,421	1,323	(2,828)	458	(1,216)
Profit/loss before taxes, the Industry division		19	4,179	3,341	164	1,294
Profit/loss before taxes, Orkla Financial Investments		442	(1,819)	(5,356)	330	(2,233)

## EARNINGS PER SHARE

Amounts in NOK million	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
	2009	2008	2008	2009	2008
<b>Earnings per share</b>	1.4	1.3	(2.8)	0.5	(1.2)
<b>Earnings per share (diluted)</b>	1.4	1.3	(2.8)	0.5	(1.2)
<b>Earnings per share (diluted)<sup>1</sup></b>	0.6	1.4	(1.1)	0.5	(1.2)

<sup>1</sup> Excl. amortisation, write-downs of inventory in Sapa Profiles in 2008, restructuring significant impairments and discontinued operations.

## THE GROUP'S CONDENSED COMPREHENSIVE INCOME STATEMENT

Amounts in NOK million	Note	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
		2009	2008	2008	2009	2008
<b>Profit/loss for the accounting period</b>		1,362	1,454	(2,965)	481	(1,215)
Change in unrealised gains on shares		1,954	(3,060)	(2,334)	756	(1,319)
Change in hedging reserve		466	(105)	68	225	86
Translation effects		(1,801)	342	2,788	(1,073)	691
Total other income and expenses		619	(2,823)	522	(92)	(542)
<b>The Group's condensed comprehensive income</b>	3	1,981	(1,369)	(2,443)	389	(1,757)

## THE GROUP'S CONDENSED BALANCE SHEET

	30.9.	31.12.
Amounts in NOK million	2009	2008
Intangible assets	17,290	17,301
Property, plant and equipment	25,748	26,368
Financial assets	18,769	18,331
<b>Non-current assets</b>	<b>61,807</b>	<b>62,000</b>
<b>Assets in discontinued operations</b>	<b>-</b>	<b>3,148</b>
Inventories	7,580	9,564
Receivables	10,938	14,331
Share Portfolio, etc.	10,332	11,445
Cash and cash equivalents	3,865	4,438
<b>Current assets</b>	<b>32,715</b>	<b>39,778</b>
<b>Total assets</b>	<b>94,522</b>	<b>104,926</b>
Paid-in equity	1,993	1,993
Earned equity	45,196	45,390
Minority interests	373	2,686
<b>Equity</b>	<b>47,562</b>	<b>50,069</b>
Provisions	4,788	5,233
Non-current interest-bearing liabilities	28,755	29,598
Current interest-bearing liabilities	3,499	3,654
Liabilities in discontinued operations	-	665
Other current liabilities	9,918	15,707
<b>Equity and liabilities</b>	<b>94,522</b>	<b>104,926</b>
Equity ratio (%)	50.3	47.7

## CHANGES IN EQUITY (excluding minority interests)

	1.1. – 30.9.	1.1. – 31.12.
Amounts in NOK million	2009	2008
Equity 1 January	47,383	52,663
The Group's condensed comprehensive income	1,981	(2,443)
Deducted minority interests	59	137
Dividends	(2,290)	(2,282)
Buybacks of Orkla shares	3	(561)
Option costs	53	21
Adjustment of minority interests in Sapa Profiles	-	(152)
<b>Equity at the close of the accounting period</b>	<b>47,189</b>	<b>47,383</b>

## THE GROUP'S CONDENSED CASH FLOW

Amounts in NOK million	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
	2009	2008	2008	2009	2008
<b>Cash flow in the Industry division:</b>					
Operating profit	1,191	3,204	2,509	696	1,060
Amortisation, depreciation and impairment charges	1,933	1,594	3,026	650	513
Changes in net working capital, etc.	821	(1,826)	(721)	517	(601)
Cash flow from operations before net replacement expenditures	3,945	2,972	4,814	1,863	972
Net replacement expenditures	(830)	(1,499)	(2,271)	(200)	(607)
Cash flow from operations	3,115	1,473	2,543	1,663	365
Financial items, net	(1,022)	(967)	(1,611)	(207)	(292)
<b>Cash flow from Industry division</b>	<b>2,093</b>	<b>506</b>	<b>932</b>	<b>1,456</b>	<b>73</b>
<b>Cash flow from Orkla Financial Investments</b>	<b>1,075</b>	<b>298</b>	<b>(697)</b>	<b>430</b>	<b>(243)</b>
Taxes paid	(1,686)	(1,273)	(1,327)	(241)	(92)
Other payments	22	29	143	28	1
<b>Cash flow before capital transactions</b>	<b>1,504</b>	<b>(440)</b>	<b>(949)</b>	<b>1,673</b>	<b>(261)</b>
Paid dividends	(2,328)	(2,331)	(2,348)	(159)	(137)
Net purchase of Orkla shares	3	(653)	(561)	3	8
<b>Cash flow before expansion</b>	<b>(821)</b>	<b>(3,424)</b>	<b>(3,858)</b>	<b>1,517</b>	<b>(390)</b>
Expansion investment in Industry division	(1,464)	(3,051)	(4,142)	(371)	(1,079)
Sale of companies/shares of companies	77	168	1,317	77	57
Purchase of companies/shares of companies	(2,955)	(1,050)	(1,059)	(2,864)	(53)
Net purchase/sale of portfolio investments	2,616	(1,567)	(1,829)	686	(804)
<b>Net cash flow</b>	<b>(2,547)</b>	<b>(8,924)</b>	<b>(9,571)</b>	<b>(955)</b>	<b>(2,269)</b>
Currency effects of net interest-bearing liabilities	1,745	(261)	(1,675)	632	(254)
<b>Change in net interest-bearing liabilities</b>	<b>802</b>	<b>9,185</b>	<b>11,246</b>	<b>323</b>	<b>2,523</b>
<b>Net interest-bearing liabilities</b>	<b>28,226</b>	<b>25,363</b>	<b>27,424</b>		

## NOTES

## NOTE 1 General information

Orkla ASA's condensed consolidated financial statements for the first nine months of 2009 were approved at a meeting of the Board of Directors on 29 October 2009. The accounting figures are unaudited. Orkla ASA is a public limited liability company and its office is located at Skøyen, Oslo (Norway).

Orkla shares are traded on the Oslo Stock Exchange. The half-year report has been prepared and presented in conformity with IAS 34 Interim Financial Reporting, and the same accounting principles and methods of calculation have been applied as in last year's financial statements.

## NOTE 2 Segments

Segments have been reported in accordance with IFRS 8. The segment breakdown has not been changed as a result of the transition from IAS 14 to IFRS 8, and further segment information on cash flows has been incorporated in the table for each business area in the quarterly report. As from the third quarter of 2009, Elkem Energy Trading is reported under Orkla Financial Investments. Its results have been restated, such that the figures for previous quarters in 2008 and 2009 have also been adjusted to reflect the change.

## OPERATING REVENUES

Amounts in NOK million	1.1. – 30.9.		1.1. – 31.12.	1.7. – 30.9.	
	2009	2008		2009	2008
<b>Orkla Group</b>	<b>41,188</b>	<b>49,087</b>	<b>65,579</b>	<b>14,088</b>	<b>15,904</b>
<b>Orkla Brands</b>	<b>16,722</b>	<b>16,657</b>	<b>23,398</b>	<b>5,661</b>	<b>5,646</b>
Orkla Foods Nordic	7,096	7,121	9,913	2,377	2,392
Orkla Brands Nordic	5,637	5,608	7,719	1,890	1,869
Orkla Brands International	1,349	1,616	2,440	459	565
Orkla Food Ingredients	2,888	2,562	3,670	1,018	902
Eliminations Orkla Brands	(248)	(250)	(344)	(83)	(82)
<b>Orkla Aluminium Solutions</b>	<b>15,211</b>	<b>21,670</b>	<b>27,809</b>	<b>5,424</b>	<b>6,696</b>
Sapa Profiles	11,432	17,130	21,904	4,120	5,247
Sapa Heat Transfer & Building System	4,355	5,308	6,909	1,507	1,671
Eliminations Orkla Aluminium Solutions	(576)	(768)	(1,004)	(203)	(222)
<b>Orkla Materials</b>	<b>8,148</b>	<b>10,127</b>	<b>13,725</b>	<b>2,664</b>	<b>3,336</b>
Elkem	5,246	6,564	9,061	1,703	2,235
Elkem Energy	775	656	1,064	268	230
Elkem Silicon-related	4,484	5,922	8,025	1,441	2,014
Eliminations Elkem	(13)	(14)	(28)	(6)	(9)
Borregaard	2,909	3,569	4,673	963	1,104
Borregaard Energy	173	169	240	68	64
Borregaard Chemicals	2,855	3,542	4,632	937	1,086
Eliminations Borregaard	(119)	(142)	(199)	(42)	(46)
Eliminations Orkla Materials	(7)	(6)	(9)	(2)	(3)
<b>Orkla Financial Investments</b>	<b>2,207</b>	<b>2,040</b>	<b>2,712</b>	<b>709</b>	<b>697</b>
<b>Orkla HQ/Other Business/Eliminations</b>	<b>(1,100)</b>	<b>(1,407)</b>	<b>(2,065)</b>	<b>(370)</b>	<b>(471)</b>

## OPERATING PROFIT - EBITA\*

<b>Orkla Group</b>	<b>1,378</b>	<b>3,242</b>	<b>4,240</b>	<b>811</b>	<b>1,026</b>
<b>Orkla Brands</b>	<b>1,919</b>	<b>1,786</b>	<b>2,590</b>	<b>759</b>	<b>708</b>
Orkla Foods Nordic	747	709	1,050	297	287
Orkla Brands Nordic	989	991	1,324	367	360
Orkla Brands International	32	(48)	5	31	9
Orkla Food Ingredients	151	134	211	64	52
<b>Orkla Aluminium Solutions</b>	<b>(461)</b>	<b>799</b>	<b>697</b>	<b>29</b>	<b>92</b>
Sapa Profiles	(587)	380	109	(68)	(28)
Sapa Heat Transfer & Building System	126	419	588	97	120
<b>Orkla Materials</b>	<b>223</b>	<b>1,013</b>	<b>1,426</b>	<b>139</b>	<b>386</b>
Elkem	(30)	661	995	11	276
Elkem Energy	460	341	631	173	121
Elkem Silicon-related	(490)	320	364	(162)	155
Borregaard	253	352	431	128	110
Borregaard Energy	83	123	198	38	58
Borregaard Chemicals	170	229	233	90	52
<b>Orkla Financial Investments</b>	<b>(70)</b>	<b>(154)</b>	<b>(151)</b>	<b>(32)</b>	<b>(87)</b>
<b>Orkla HQ/Other Business</b>	<b>(233)</b>	<b>(202)</b>	<b>(322)</b>	<b>(84)</b>	<b>(73)</b>

\* Earnings before amortisation, write-downs of inventory in Sapa Profiles in 2008, restructuring and significant impairments.

### NOTE 3 GROUP REVENUES AND EXPENSES RECOGNISED IN EQUITY (COMPREHENSIVE INCOME)

The table showing Orkla ASA's condensed consolidated revenues and expenses recognised in equity is new, in accordance with IAS 1(R). The amounts are presented net after tax and must be seen in conjunction with the figures reported in the ordinary presentation of results.

### NOTE 4 ACQUISITION OF COMPANIES/AGREEMENT TO PURCHASE ASSETS/ SHARE ISSUE IN REC AND SPDE

On 16 June Sapa entered into an agreement with the US-based aluminium extrusions company Indalex regarding the possible acquisition of virtually all the company's assets in the USA and Canada. The agreement was completed on 31 July 2009. As a result of a decision by the competition authorities, is the plant in Catawba sold.

Under the agreement, Sapa will take over Indalex's 11 active production plants in the USA (6) and Canada (5), with 29 presses and a total capacity of about 315,000 tonnes per year. Indalex's sales in 2008 totalled about 200,000 tonnes, which represent operating revenues of over USD 900 million. Indalex has around 1,400 employees.

The transferring enterprise was acquired from an estate in bankruptcy and has not previously existed as an independent legal entity. There are therefore no historical performance figures for the acquired enterprise. Sapa is taking over 100% of the enterprise.

The acquisition comprises current and non-current assets and some liabilities. No goodwill is expected in connection with the purchase and the acquisition price amounts to NOK 707 million. The purchase price allocation is not yet finalised. In addition a provision of NOK 94 million has been expensed for restructuring the new enterprise.

On 29 June, Orkla ASA subscribed for 27,755,068 shares at a subscription price of NOK 26.50 in REC's rights issue. Elkem AS, which is wholly-owned by Orkla ASA, has correspondingly subscribed for 39,977,689 shares at a subscription price of NOK 26.50 in REC's rights issue. This means that Orkla ASA and Elkem AS have subscribed for all their allocated subscription rights. Upon completion of the rights issue, Orkla ASA will own 108,244,768 shares and Elkem AS 155,912,989 shares in the company, and will thereby maintain their aggregate equity interest in REC of approximately 39.73%. The subscription is subject to certain conditions as described in the prospectus. The total increase in carrying value related to the share issue is NOK 1,741 million.

Orkla ASA has also subscribed for 242,218,858 SPDE shares at NOK 1 per share, with settlement on 17 July. Following the share issue, Orkla now holds a total of 268,618,858 shares, and as a result of an repair issue its equity interest has been reduced from 32.99% to 32.36%. The total subscription amount recognised is NOK 242 million.

The Group has also acquired some smaller enterprises. These are mainly a Sapa subsidiary, two companies bought by Krupskaya and some companies acquired by Orkla Eiendom. The total purchase price was NOK 265 million.

As a result of these acquisitions, the balance sheet has increased by NOK 1.4 billion in the addition to the subscription described above. The acquired companies entail only minor increases in the Group's results and sales.

### NOTE 5 RELATED PARTIES

Orkla and Canica jointly bought Widerøveien 5 AS from SPDE in the third quarter. After the transaction, Orkla and Canica each own one-third of the company. There were no other special transactions between the Orkla Group and related parties per 30 September 2009. Orkla and the Canica system (largest Orkla shareholder with a holding of 23.3%) both own shares in certain companies.

The Orkla Group has provided a loan to Moss Airport Rygge (reported as a joint venture in which Orkla owns 40%) of NOK 32 million.

### NOTE 6 OPTIONS AND TREASURY SHARES

A total of 6,525,000 options were issued in May 2009. The new options have a strike price of NOK 52.36, a life of six years, and are exercisable in the last three years. 80,000 options are exercised during the period. As of 30 September there were a total of 16,722,000 options outstanding.

A total of 325,000 options were exercised under the cash bonus programme in the third quarter of 2009. As of 30 September 2009 there were 134,000 outstanding cash bonus options.

On 12 January and 12 March 2009 Orkla reduced its hedging position in a cash-settled financial derivative linked to the performance of the Orkla share price, equivalent to 800,000 underlying shares, to 600,000 underlying shares.

In connection with Orkla's employee share purchase programme, on Friday, 9 January 2009 an additional 884 shares were transferred to Orkla employees. A total of 1,992,381 shares have now been transferred to Group employees under the employee share purchase programme for 2008. Moreover, 80,000 treasury shares were sold in connection with the exercise of options, resulting in a total of 11,837,004 treasury shares as of 30 September 2009.

Change in number of options:

Outstanding number of options as of 1 January 2009	10,277,000
Granted during the period	6,525,000
Exercised during the period	(80,000)
Outstanding number of options as of 30 September 2009	16,722,000

### NOTE 7 ASSESSMENTS RELATING TO IMPAIRMENT

The Group has carried out impairment tests for all goodwill and intangible assets with an indefinite useful life as of the end of the third quarter. Due to the very weak international economic conditions there is greater uncertainty than normal regarding measurement. The Group has nonetheless concluded that the value of goodwill and intangible assets with an indefinite useful life is still intact. Developments in Sapa have been challenging, but the valuation that was carried out in connection with the swap of Elkem Aluminium ANS for Alcoa's minority interest in Sapa Profiles was based on the assumption that results would be weak throughout 2009. Sapa Profiles' performance is in line with the assessments made in this process and new estimates confirm this. Thus the value of Sapa has been maintained in the Group. No other write-downs have been made in the Group. The value of goodwill and intangible assets with an indefinite useful life in the areas about which there may be some uncertainty will be tested for impairment once again before the annual financial statements are prepared and presented. At that point in time, the budget and forecast process will have been finalised and approved by the senior management.

In accordance with the Group's accounting principles, the Share Portfolio has been written down by NOK 1,167 million in the first nine months of 2009 (NOK 97 million in third quarter).

The investment in REC has been reported as an associate according to the equity method. The Group's share of profit after tax and minority interests in REC will be added to the Group's cost price on an ongoing basis. The cost price per REC share is NOK 44.94, while the carrying value according to the equity method is NOK 58.19. The REC share price has fluctuated between NOK 38.04 and NOK 66.08 in the past six months and as of 30 September was NOK 50.70. The Group still considers the value of REC to be higher than its carrying value.

The investment in SPDE has been adjusted downwards by NOK 99 million through the recognition of the Group's share of profit/loss. The carrying value of the Group's shareholding in SPDE is NOK 620 million.

**NOTE 8 DISCONTINUED OPERATIONS**

The agreement to swap the Group's 50% interest in Elkem Aluminium ANS for Alcoa's 45.45% interest in Sapa Profiles was finally completed on 31 March 2009. Orkla has reported NOK 993 million as the result of this transaction. The transaction is a swap in which the value of the operations has been fixed at USD 500 million after Orkla received NOK 450 million in a unilateral payment from Elkem Aluminium. The result consists of the following elements:

	<b>1.1. – 30.9.</b>	
Amounts in NOK	<b>2009</b>	<b>2008</b>
Operating revenue	<b>498</b>	1,414
EBITA	<b>(102)</b>	76
Profit/loss before taxes	<b>(107)</b>	80
Profit/loss after taxes	<b>(107)</b>	57
Profit from sales	<b>1,116</b>	-
Tax on profit	<b>(16)</b>	-
Total discontinued operations	<b>993</b>	57

For Orkla Aluminium Solutions the transaction is reported as a gradual acquisition and the difference between the purchase price and the carrying value of the minority interest has been recognised in the balance sheet as goodwill in the amount of NOK 1.3 billion.

**NOTE 9 OTHER MATTERS**

On 4 October 2009, the Boards of Directors of Orkla ASA and Elkem AS approved the agreements to sell the hydropower plants in Salten and Bremanger for a total of NOK 6,009 million, consisting of NOK 4,300 million for Salten and NOK 1,709 million for Bremanger. The divested plants produce a total of 1.7 TWh of power per year, of which 1.5 TWh is owned by Elkem. Elkem's power operations in Sauda and Borregaard's power plant in Sarpsborg will be retained. The gain will be reported when Orkla has no longer power to govern the hydropower plants. This is not expected to occur before earliest January 2010.

In the legal dispute concerning the taxation of convertible bonds, the parties reached an out-of-court agreement prior to the district court case to the effect that the valuation of the REC share at the time of conversion in March 2006 is to be reduced from NOK 81.50 to NOK 65 per share. In a new tax assessment decision for 2006, the Central Taxation Office for Large-Sized Enterprises (Sfs) therefore reduced Elkem's tax by roughly NOK 189 million from the original amount of NOK 751 million. Although the valuation issue has now been resolved, Elkem still does not agree with the basis used to determine its tax liability and will continue to contest this matter in the courts. Even if Elkem's claim is not upheld in a final judgment, the disputed tax amount in the case has now been reduced to around NOK 562 million.

No other events have taken place after the balance sheet date that would have affected the financial statements or any assessments carried out.