

# - a leading energy company in the Nordic area

**Investor Meetings** 

November 2004



## Fortum's strategy

Fortum focuses on the Nordic energy market as a platform for long-term profitable growth

Create the leading power and heat company

Become the energy supplier of choice

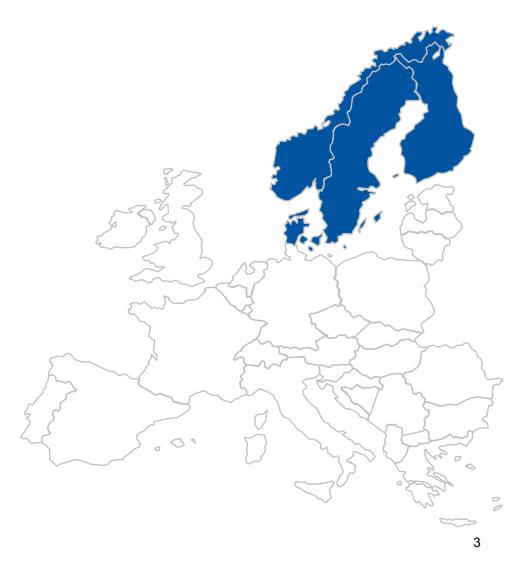
Strengthen position as the leading clean fuels refining company

Excel in business performance



## Consistent delivery of strategy

Restructuring worth 9 billion 2000 -



# Strengthened position in the Nordic market

- increased share of hydro generation
- strengthened position in electricity distribution and retail
- foothold in Norway and NW Russia

#### Disposal of non-core businesses

- power and heat businesses outside
   Nordic focus market
- power plant and transmission engineering businesses
- gas retail and trading businesses
- North Sea and Middle East oil exploration and production



## Becoming the leading Nordic energy company

# 1





Heat



**Distribution** 

# 2



Sales of electricity



**Power** generation Oil



Clean fuels refining



Oil retail in Finland



Wholesale\*

# 2

# 1



<sup>\*</sup> One of the two biggest wholesalers

# Financial performance



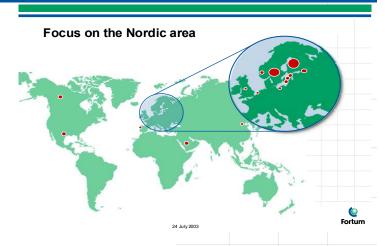
## Q304 - Continued strong financial performance

- Operating profit EUR 1,350 (1,000) million
- Earnings per share EUR 1.03 (0.64)
- Net cash from operating activities EUR 1,299
   (1,381) million
- Net debt EUR 5,229 (5,626 at the end of 2003) million

Return on capital employed **14.2**% (LTM) Return on shareholders' equity **15.4**% (LTM) Gearing **73**% (85% at the end of 2003)



## **Further strategic steps**



- Proposal to separate the oil businesses through a share dividend (~85%) and a sale of shares (~15%) in spring 2005
- Purchase of additional shares in Lenenergo. The current holding in share capital is 30.7% and share of voting rights 29.6%.
- On-going investment to increase sulphur-free diesel production by one million tonnes



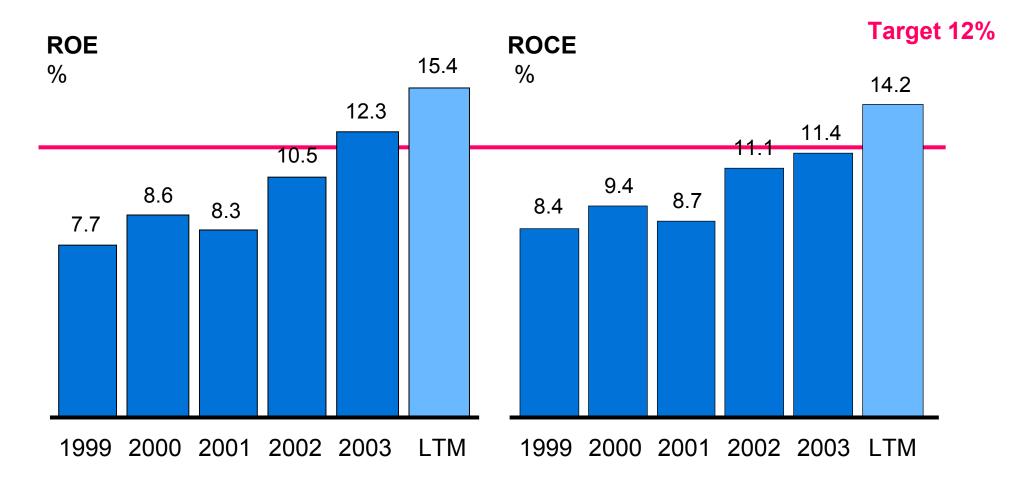
## Strong financial track record





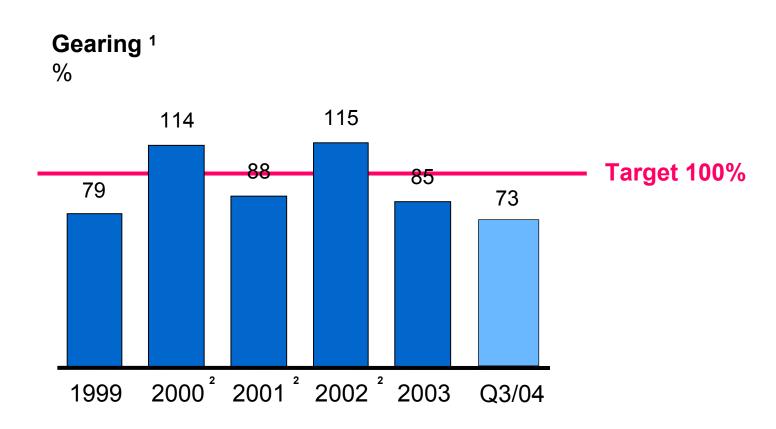


## Strong financial track record, cont'd





## **Strong financing capacity**



- 1. Gearing (%) defined as interest-bearing net debt / (shareholder's equity + minority interests).
- 2. The minority interest related to the preference shares amounting to EUR 1.2 billion and carrying fixed income dividend of 6.7 percent, issued by Fortum Capital Ltd, is treated as interest-bearing debt in 2000-2002.



## Outlook for power and heat businesses

- Annual Nordic electricity consumption predicted to increase by about 1% over the next years
- Improved operational efficiency in Fortum
- Fortum's hedging
  - approximately 70% for the next 12 months
  - approximately 60% for 2005, the average price being approximately at the level achieved during the first 9 months 2004
- Good position considering possible impacts of emissions trading





### **Outlook for oil businesses**

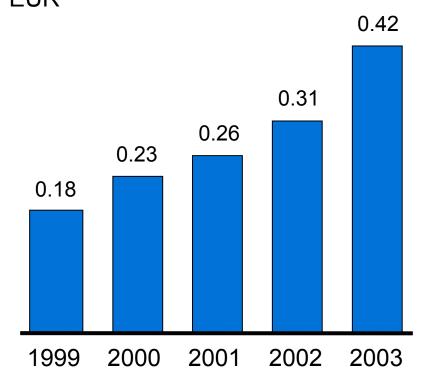
- The October average oil refining reference margin has been at the level of USD 4.2 /bbl.
- Fortum's premium margin is expected to remain at the strong levels of previous years.
- The next major maintenance shutdown at the Porvoo refinery is planned to take place in the fall of 2005.
- Hedging mitigates the negative impact of weakened US dollar.
- Tanker freight futures indicate an increase during Q4 and the beginning of 2005.





## Good dividend payer

# **Dividend per share** EUR



- Consistent increase in dividends paid
- Dividend policy to be reviewed after completion of Oil separation



# The way forward

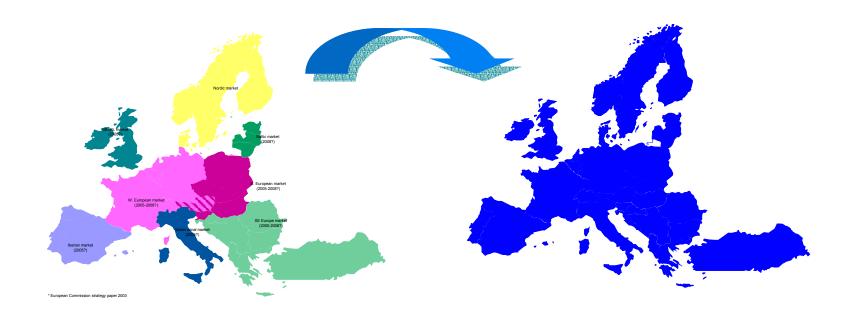


## Continuing on a high performance track

- Structural development
- Customer value management
- Improving operational efficiency



## The Nordic market – a forerunner

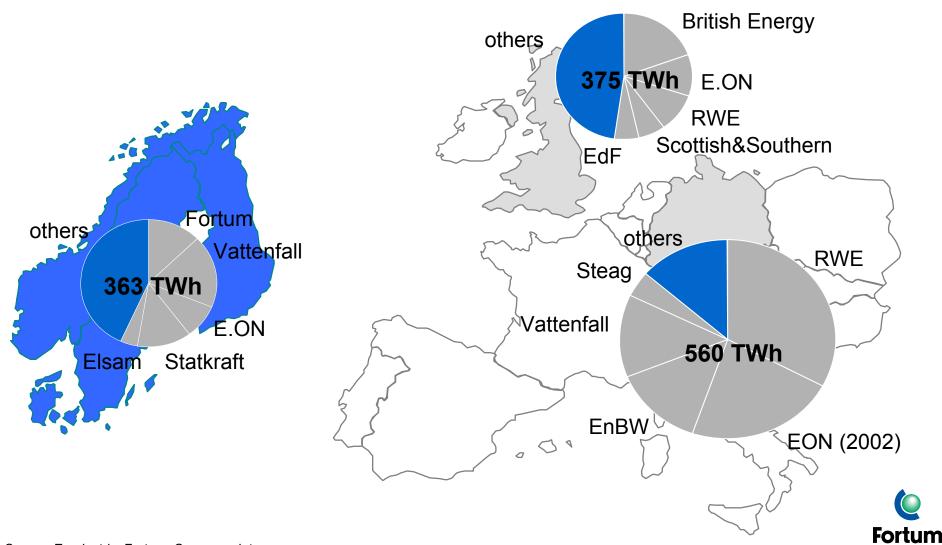


- The Nordic market is the only regional integrated market in the EU today
  - transmission capacity available for the whole market, some internal restrictions, however
  - liquid power exchange for spot and financial trade



# A large and fragmented Nordic market

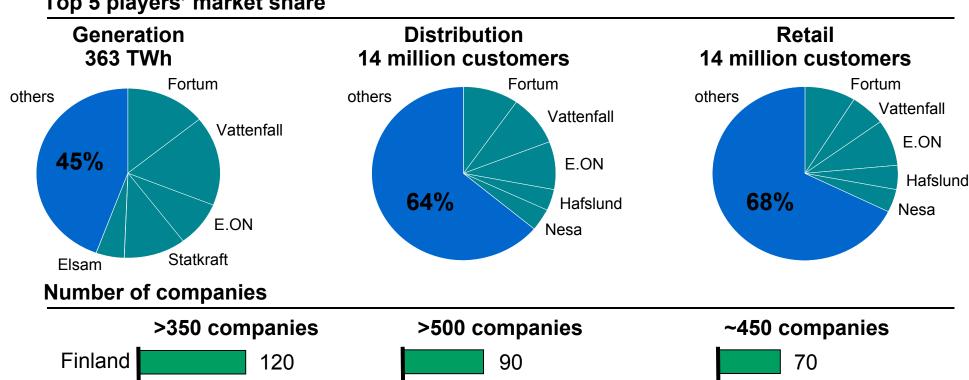
Generation, 2003

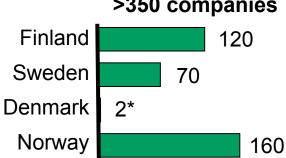


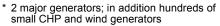
## A competitive market - hundreds of actors

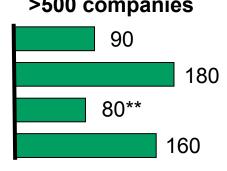
2003

#### Top 5 players' market share

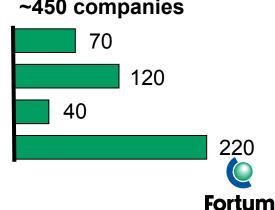












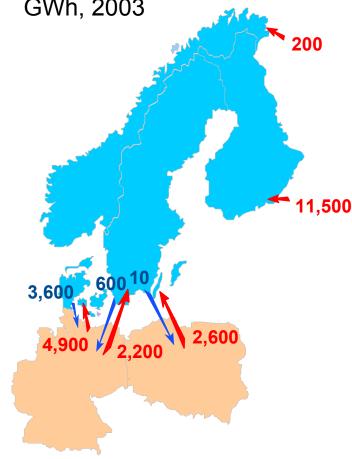
Source: Fortum, Company data

## Today only limited interconnection capacity

Regional integrated market with limited import capacities

- 17 TWh net power imports to the Nordic countries in 2003
- only ~5% of Nordic demand can currently be met by imports due to limited interconnection capacity

Power flows to and from the Nordic market GWh, 2003





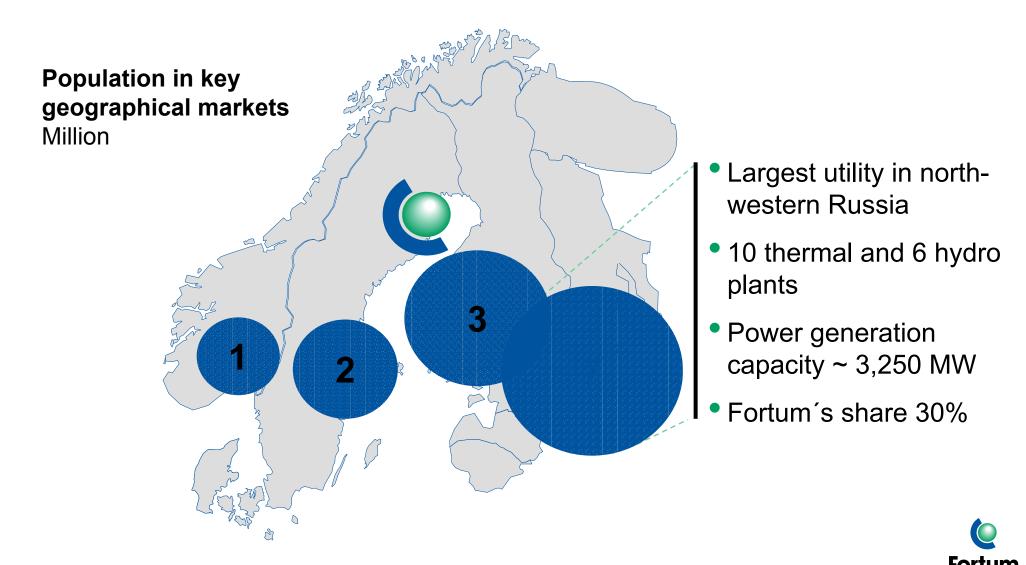
# Russia is an emerging opportunity

- Power and heat sector reform
- Strong growth potential
- Need for investments
- Low valuations
- Efficiency improvement potential



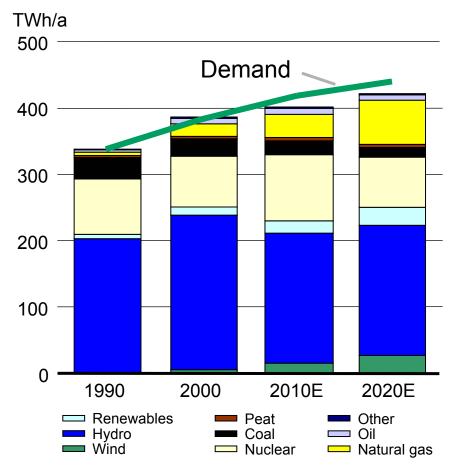


## Lenenergo – a strong foothold in NW Russia



## New capacity will be required

Nordic supply and demand



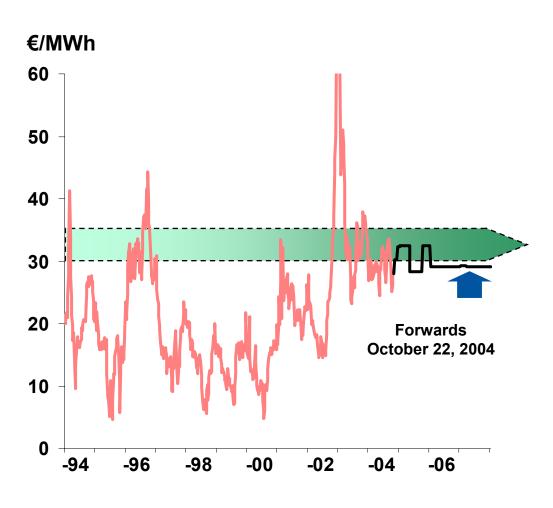
- Replacement of ageing capacity
- Increasing demand
- In order to ensure
  - long term supply security
  - highest efficiency

Stable and predictable development in investment environment required

Source: Europrog / Finergy



## Price signals guide new capacity investments

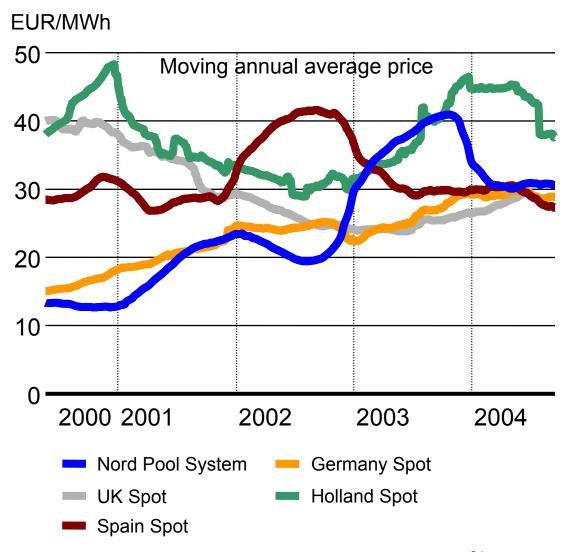


- Investments are made on rational financial basis
- New capacity requires a long-term price of 30-35 €/MWh
- Price signals are necessary for generators' decisions on new capacity

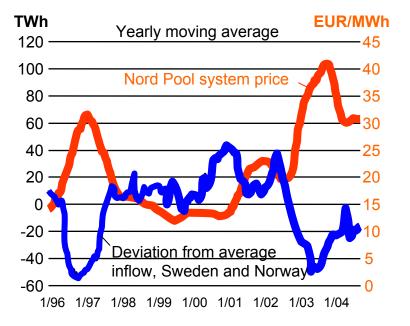


Source: Nord Pool, Fortum

## Normally the lowest power prices in Europe



In the short term market fundaments drive spot price development in the Nordic market

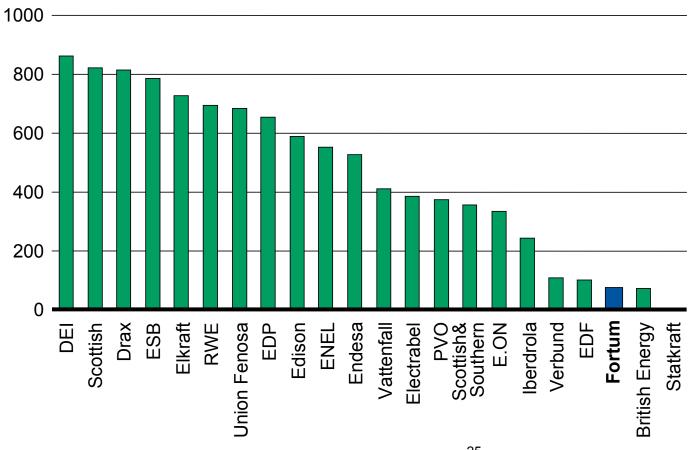




## Fortum is well-positioned for CO<sub>2</sub> emissions

#### Carbon exposure – power companies

kgCO<sub>2</sub>/MWh, 2002



- Large share of hydro and nuclear production
- Organisational capability for CO<sub>2</sub> trading in place

Source: PricewaterhouseCoopers
Climate Change and the Power Industry
European Carbon factors
Benchmarking of CO<sub>2</sub> Emissions by the
largest European Power Producers
November 2003

**Fortum** 

# Structural development is key to retaining a shaper position

- Consolidation will continue
- Proactive moves will be required for retaining a leadership position
- Structural development is a main growth engine and a means to shape the portfolio

#### **Power & Heat, Markets**

- Maintain the Nordic focus
- Pursue the value creative consolidator and shaper role
- Capture the Russian growth opportunity

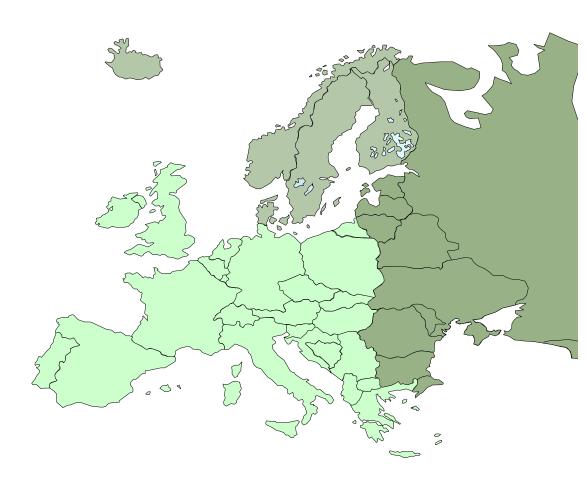
#### Oil

Successfully complete the separation



## European oil industry is facing changes

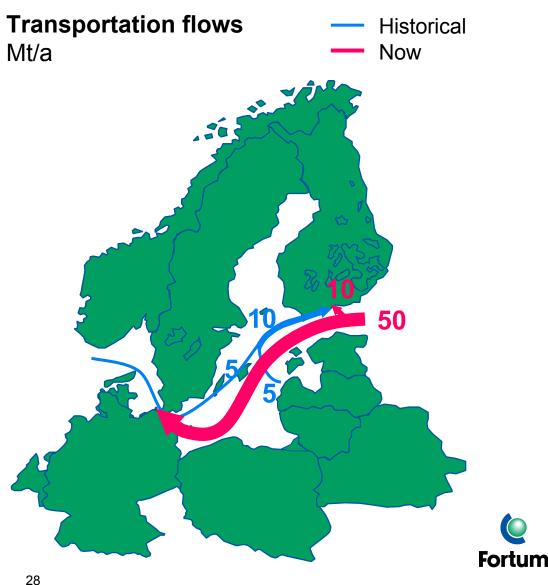
- Industry consolidation and privatisation will continue
- New environmental requirements
- Transition from gasoline to sulfur-free diesel in traffic fuels
- Refinery upgrades to meet upcoming product specifications





## Increasing importance of Russian crude

- Declining North Sea production
- Increasing volumes of crude oil and feedstocks from Russia



# Our businesses will have better opportunities independently

### Oil separation will

- Enable Fortum to further increase its focus on its Nordic utility strategy
- Allow Fortum's oil business to take full advantage of attractive market developments



## **Transaction Highlights**

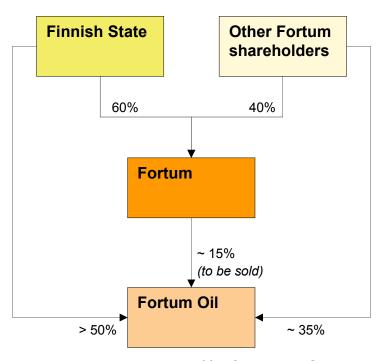
- As a result of strong operating performance in both Power & Heat and Oil, the separation of Fortum Oil is to be implemented through a combination of:
  - Distribution of ~ 85% of Fortum Oil shares as a dividend to the shareholders of Fortum Corporation
  - A sale of ~ 15% of Fortum Oil shares to investors through a marketed offering

- Opportunity for Fortum shareholders to join the future of Fortum Oil and for specialized oil investors to buy Fortum Oil shares
- Enables Fortum Oil to seek a listing of its shares
- Dividend distribution and sale of the remaining shares planned for April 2005

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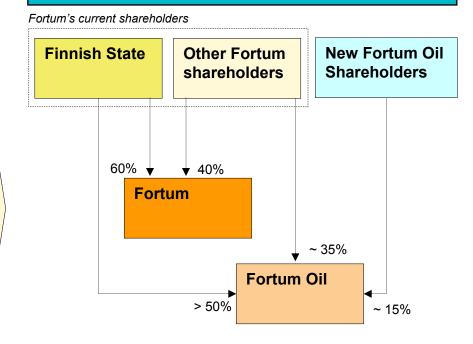
## **Transaction Structure Overview**

#### **Step 1: Dividend Distribution**



- Fortum distributes ~ 85% of Fortum Oil's shares through a dividend to its shareholders
- Finnish State maintains a direct majority interest (>50%)
  - Finnish State receives Fortum Oil shares in proportion to its holding in Fortum (currently ~ 60%)

#### **Step 2: Sale of the Remaining Shares**



- Concurrently with the dividend distribution, Fortum sells the remaining ~ 15% of Fortum Oil shares to investors by a way of a marketed offering
  - Provides an opportunity for Fortum Oil to market itself to investors
  - Fortum receives proceeds to strengthen its balance sheet after deconsolidating Fortum Oil cash flows
     Fortum

## The Best Outcome for Fortum

- Dividend distribution will leave Fortum with ample financial strength to implement its utility consolidation strategy:
  - Fortum has had strong operating performance over the past 12 months and the near term outlook remains positive
  - Uncompleted acquisition of Hafslund has left Fortum with a stronger balance sheet than expected
  - Sale of Fortum Oil shares provides proceeds to Fortum
- Approximately EUR 1 billion of net debt (including EUR 130 million of shipping leases) will be transferred to Fortum Oil

### Potential to excel

- Structures in place
- Well performing businesses
- Strong cash flow
- Well prepared for market changes
- New opportunities by separating the oil businesses

Strong confidence in the future



# **Supplementary material**



## **Income statement**

MEUR	Q1-Q3/04	Q1-Q3/03	<u>2003</u>
Net sales	8,490	8,555	11,392
Expenses	-7,140	-7,555	-9,972
Operating profit	1,350	1,000	1,420
Financial expenses, net	-199	-189	-236
Profit before taxes	1,151	811	1,184
Income taxes total	-259	-212	-325
Minority interests	-15	-57	-90
Net profit for the period	877	542	769
EPS (EUR)	1.03	0.64	0.91
Return on capital employed,(%)	14.5	10.6	11.4
Return on shareholders equity,(%)	17.1	10.5	12.3



# **Operating profit**

MEUR	Q1-Q3/04	Q1-Q3/03	2003
Power Generation	490	410	603
Heat	142	93	173
Distribution	196	189	247
Markets	26	18	35
Oil Refining	411	224	281
Oil Retail	41	46	44
Shipping and Oil other	83	55	79
Other	-39	-35	-42
Fortum Group	1,350	1,000	1,420



#### **Balance sheet MEUR** Sep 30 Sep 30 Dec 31 2003 2004 2003 Fixed assets and other 14,348 long-term investments 14,189 14,172 2,143 1,975 **Current assets** 2,390 16,491 16,164 16,562 **ASSETS** 6,173 **Shareholders' equity** 6,956 6,406 **Minority interests** 245 1,449 232 **Interest-bearing liabilities** 4,696 5,451 6,065 Interest-free liabilities 3,839 3,846 3,859 16,491 16,164 16,562 **EQUITY AND LIABILITIES** Gearing (%) 58 85 **73**



7.55

8.18

7.30

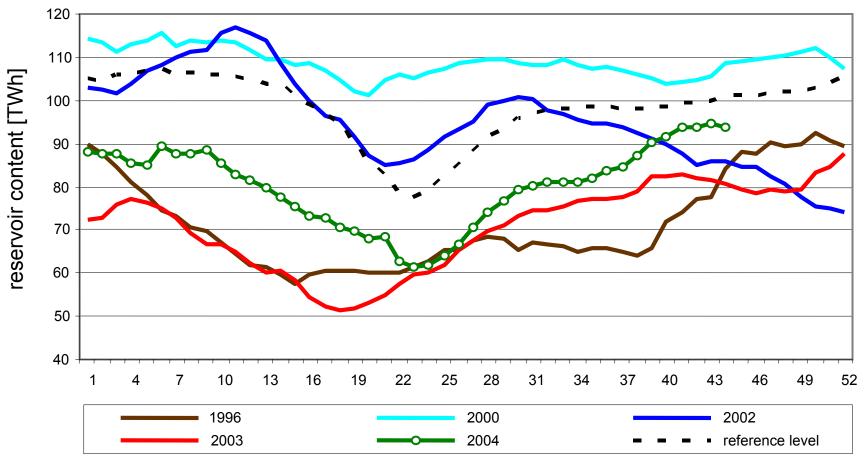
**Equity per share (EUR)** 

# Cash flow statement

Justi 115W Staterinonit			
MEUR	Sep 30 2004	Sep 30 2003	Dec 31 2003
Net cash from operating activities	1,299	1,381	1,577
Capital expenditures	-399	-370	-550
Acquisition of shares	-108	-504	-570
Proceeds from sales of fixed assets	34	101	142
Proceeds from sales of shares	16	1,221	1,227
Change in other investments	-97	-53	-67
Cash flow before financing activities	745	1,776	1,759
Net change in loans	-612	-1,791	-399
Dividends paid	-359	-264	-264
Other financing items	8	-40	-1,245
Net cash from financing activities	-963	-2,095	-1,908
Net increase (+)/decrease (-)			
in cash and marketable securities	-218	-319	-149 Fortu

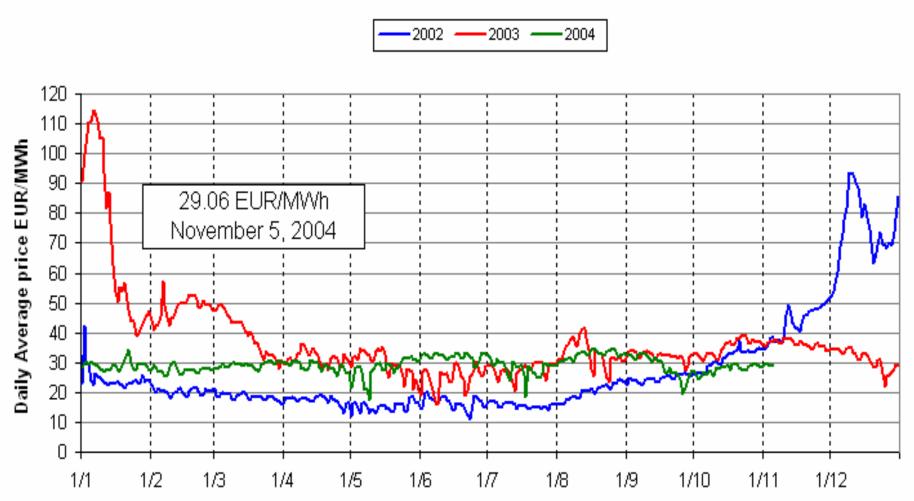
# Water & snow reservoirs in Norway & Sweden

week 44/2004

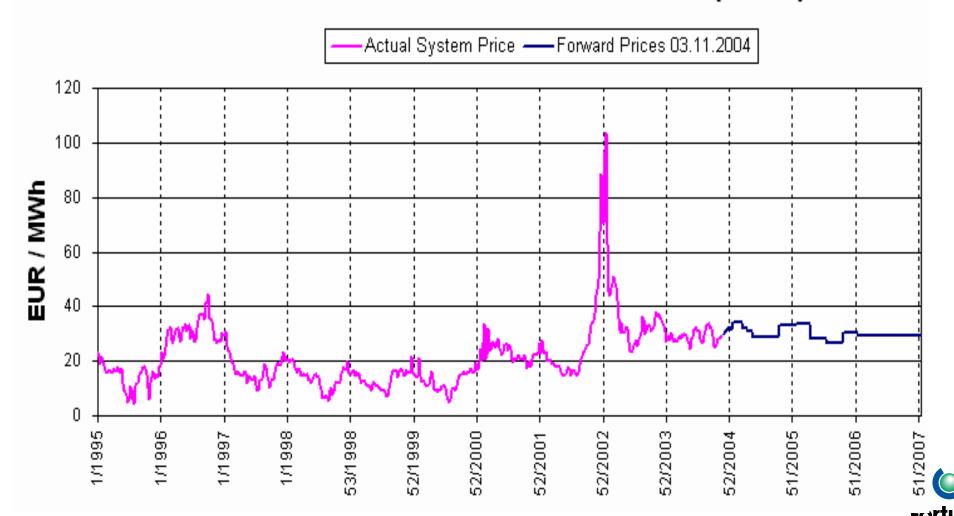




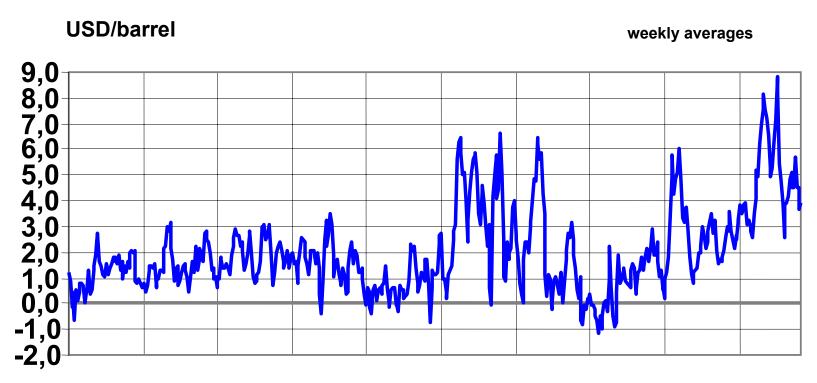
## NordPool System Spot Price (EUR)



# Nordic Power Market Prices (EUR)



## Refining margin in North West Europe



1995 1996 1997 1998 1999 2000 2001 2002 2003 2004

Average complex Brent refinery in North West Europe

Product prices: cargoes NWE FOB



## Brent crude price ja IPE Brent futures

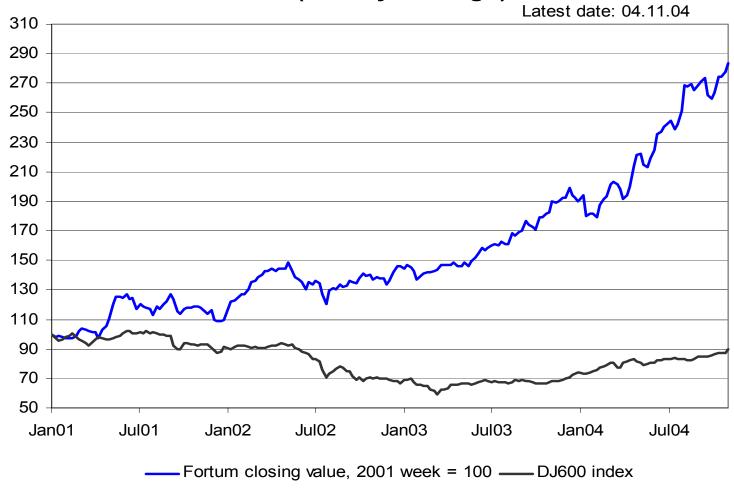






# **Quotation of Fortum shares and Dow Jones 600 utilities index**

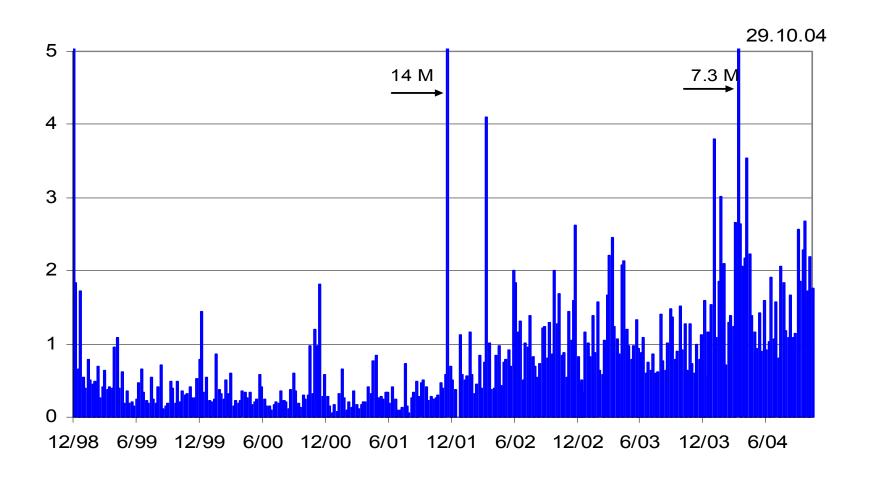
(weekly average)





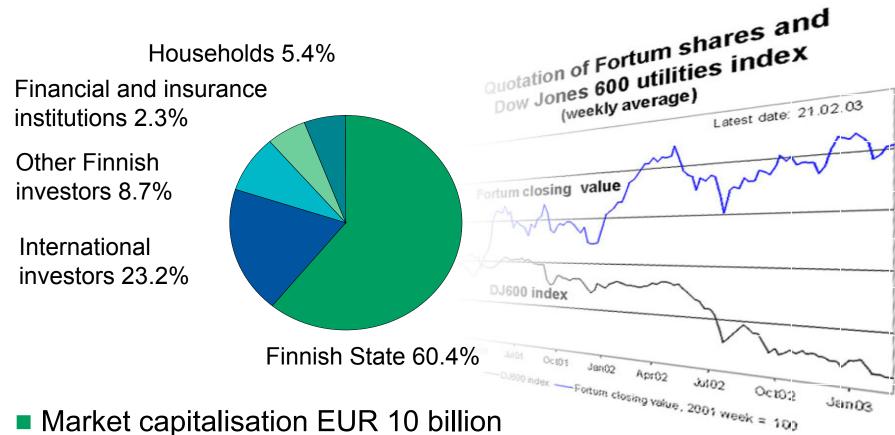
## **Number of Fortum shares traded**

(millions shares/day, weekly average)





## Shareholders as of 29 October 2004



- Market capitalisation EUR 10 billion
- More than 50,000 shareholders
- Listed on the Helsinki Exchanges



### **Disclaimer**

This presentation does not constitute an invitation to underwrite, subscribe for, or otherwise acquire or dispose of any Fortum shares.

Past performance is no guide to future performance and persons needing advice should consult an independent financial adviser.

