JAAKKO PÖYRY GROUP FINANCIAL STATEMENTS 2002

JAAKKO PÖYRY

CONTENTS

ANNUAL GENERAL MEETING

The shareholders of Jaakko Pöyry Group Oyj are invited to attend the Annual General Meeting to be held on Wednesday, March 5, 2003 at 4.00 p.m. at the Pöyry House, Jaakonkatu 3, FIN-01620 Vantaa, Finland.

Shareholders wishing to attend the Annual General Meeting are requested to confirm their attendance by Monday, March 3, 2003, 12.00 a.m. This can be done by telephone +358 9 8947 2224, by email to **marja.hulphers@poyry.fi**, by telefax +358 9 878 1816 or by letter to Jaakko Pöyry Group Oyj, Legal Matters, P.O. Box 4, FIN-01621 Vantaa, Finland. Any letters of proxies shall be included when confirming attendance at the Annual General Meeting.

A complete notice to convene the Annual General Meeting has been mailed to all shareholders at their registered addresses.

DIVIDEND

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.60 per share be paid for the fiscal year 2002. To qualify for dividends, shareholders must be entered in the shareholder register on the record date March 10, 2003. The dividend will be payable starting on March 17, 2003.

FINANCIAL INFORMATION IN 2003

In 2003 Jaakko Pöyry Group Oyj will publish its interim reports as follows:

January–March	April 28
January–June	July 31
January–September	October 31

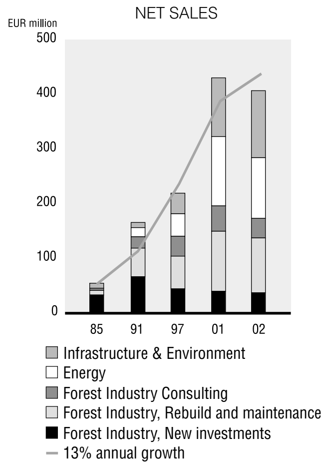
HIGHLIGHTS 2002

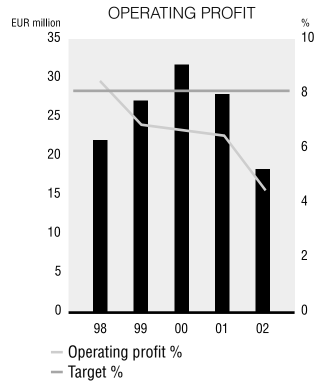
The Jaakko Pöyry Group's net sales in 2002 amounted to EUR 407.0 million. Operating profit was EUR 18.4 million, which equals 4.5 per cent of net sales. The earnings per share were EUR 0.90. The Jaakko Pöyry Group's Board of Directors proposes that a dividend of EUR 0.60 per share be paid. The proposed dividend corresponds to 66.7 per cent of earnings per share for the financial year.

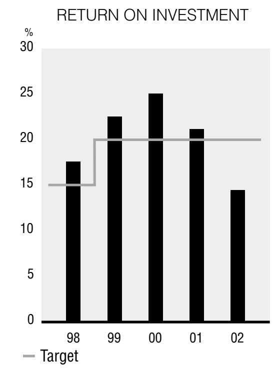
The target for the Group's return on investment is 20 per cent; in 2002 the return on investment was 14.5 per cent. The consolidated balance sheet is healthy. The equity ratio was 51.0 per cent. The Group's liquidity is good. The net debt/equity ratio (gearing) was -5.6 per cent. The target for gearing is below 30 per cent.

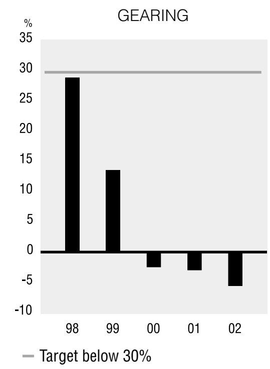
The Group's order stock totalled EUR 308.4 million at the end of 2002. The order stock of the consulting and engineering businesses increased by EUR 3.5 million during the year, reaching the highest-ever figure in the Group's history. Consulting and operation and maintenance account for a larger share of the order stock.

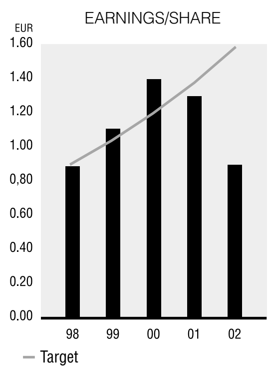
In view of current political uncertainties, the market situation and economic prospects will be challenging in 2003. However, the Jaakko Pöyry Group's market position, order stock and balance sheet are good. The Group's cost structure has improved as a result of streamlining actions. Based on the business group's prospects and the Group's order stock, consolidated earnings are expected to improve in 2003 provided that the general economic cycle does not further decline. The earnings improvement will take place in the second half of the year as some of the recently received major assignments will improve capacity utilisation from the second quarter onwards.

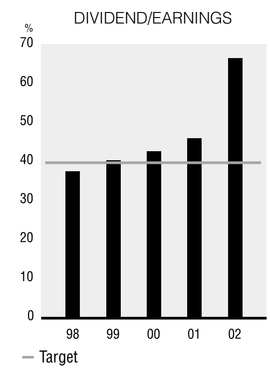












FINANCIAL TARGETS		
Operating profit	≥	8%
Earnings/share, annual growth	≥	15%
Return on investment	>	20%
Gearing	<	30%
Dividend/earnings ratio	≥	40%

KEY FIGURES	2001	**2002**
Net sales, EUR million	431.8	407.0
Operating profit, EUR million	28.0	18.4
Operating profit, %	6.5	4.5
Profit before extraordinary items, EUR million	26.3	18.1
Profit before extraordinary items, %	6.1	4.5
Earnings/share, EUR	1.30	0.90
Dividend/share, EUR	0.60	0.60 1)
Dividend/earnings ratio, %	46.1	66.7
Return on investment, %	21.2	14.5
Gearing, %	- 3.0	- 5.6
Order stock, EUR million	319.9	308.4
Personnel in Group companies	4 584	4 632

1) Board of Directors' proposal.

BOARD OF DIRECTORS' REPORT

CONSOLIDATED EARNINGS AND BALANCE SHEET

The world economy has been in recession since 2001. Any major change for the better is unlikely before the second half of 2003. World economic development is also overshadowed by political uncertainties.

The Jaakko Pöyry Group's clients, as well as the Group's own business, were affected by the economic weakness. Consolidated net sales decreased by 5.7 per cent to EUR 407.0 (the previous year's figure 431.8) million.

The operating profit of the Jaakko Pöyry Group amounted to EUR 18.4 (28.0) million, which equals 4.5 (6.5) per cent of net sales. Taking into account the difficult business environment, the Group's operating profit was satisfactory, though still below the target for 2002. The operating profit includes EUR 4.5 (4.0) million depreciation on consolidation goodwill. Profit before extraordinary items was EUR 18.1 (26.3) million. The Group's profit for the year was EUR 12.3 (18.0) million and earnings per share EUR 0.90 (1.30). The return on investment was 14.5 (21.2) per cent.

The consolidated balance sheet is healthy. Actions were continued during the year under review to further improve the balance sheet. The equity ratio rose to 51.0 (48.9) per cent. The Group's liquidity remained good during the financial year. At the end of the year, the Group's cash in hand and at banks amounted to EUR 26.0 (32.5) million. Interest-bearing debts totalled EUR 19.9 (29.2) million. The net debt/equity ratio (gearing) was -5.6 (-3.0) per cent.

BUSINESS GROUPS

The parent company of the Jaakko Pöyry Group is Jaakko Pöyry Group Oyj.

The Jaakko Pöyry Group has three core areas of business expertise: forest industry, energy, and infrastructure and environment.

The Group's operations are conducted through four business groups: Forest Industry, Forest Industry Consulting, Energy, and Infrastructure & Environment.

Forest Industry

The Forest Industry business group, operating under the brand name Jaakko Pöyry, provides engineering and project implementation services for pulp and paper industry investment projects of varying size worldwide. Projects cover the entire life-cycle of clients' mills: greenfield mill projects, rebuilds and local services. At the end of the year, the business group employed a total of 1891 people. The business group is a global market leader in its sector.

The weak economic development depressed the forest industry's investment activity in 2002. Several pre-studies and preliminary engineering projects have been in progress, but implementation projects were delayed. This affected the business group's earnings in the second half of the year. The engineering capacity in the business group was underutilised, especially in the Swedish and US units. The capacity was adjusted to meet current demand, so the number of staff in the above-mentioned and also some other units decreased by about 50. Following streamlining and savings, the annual cost burden was reduced by about EUR 4 million. Non-recurring expenses due to streamlining actions amounted to about EUR 0.5 million during the financial year.

Net sales for the financial year were EUR 137.9 (150.2) million, and operating profit EUR 13.3 (17.8) million, which equals 9.6 (11.9) per cent of net sales. The profitability was satisfactory, taking into account the prevailing conditions. The order stock at the end of the year was EUR 77.7 (74.2) million.

Forest Industry Consulting

The Forest Industry Consulting business group, operating under the brand name Jaakko Pöyry Consulting, provides advice in strategy, operations and investment banking. At the end of 2002, the business group had a total of 272 employees. The business group is one of the world's leading advisors to the forest industry cluster.

During 2002, the business group's clients focused on achieving their short-term profitability targets and on cost-cutting. For this reason, demand for consulting services was weak during the year under review. The market situation deteriorated further towards the end of the year, especially in the United States and Asia, and in investment banking. Commissions from mergers and acquisitions advice were not recorded in the last quarter, contrary to expectations earlier in the autumn. In addition, some receivables from Asian clients had to be written off in the last quarter. The business group's activities were streamlined to meet the reduced demand. The number of staff was reduced by about 20. Following streamlining actions and cost-cutting, the annual cost burden was reduced by about EUR 2.5 million. Non-recurring expenses due to streamlining actions amounted to about EUR 1 million.

Net sales for the financial year were EUR 35.8 (46.4) million, and operating profit EUR 0.2 (1.3) million, which equals 0.4 (2.8) per cent of net sales. Earnings for the financial year were disappointing and clearly below targets. The order stock at the end of the year was EUR 7.5 (18.5) million; the decline compared with last year is primarily due to the removal of JP Development's order stock, following the sale of this unit in January 2002.

Energy

The Energy business group, operating under the brand name Electrowatt-Ekono, is a leading international energy consulting and engineering firm. It provides sustainable and competitive solutions from strategic consulting to project implementation, operation and maintenance, and modernisation projects. At the end of 2002, it had a total of 1094 employees. The business group is one of the three to five largest companies in its field worldwide.

Because of the weak economic development, low demand in the energy sector and major restructurings in this field, 2002 was a difficult year. The Energy business group continued to streamline its activities since 2001 to meet the decline in demand. The total number of staff was reduced by about 200 compared with the beginning of 2001. During 2002, the number of staff decreased by about 100. The annual cost burden was reduced by about EUR 9.5 million. Non-recurring costs due to the adjustment of activities amounted to about EUR 1.2 million during the financial year. In addition, in the first quarter of the year a reservation EUR 1.5 million was made to cover losses in Latin America, especially due to projects in Argentina.

Net sales for the financial year were EUR 111.2 (127.0) million, and operating profit EUR -0.7 (-0.6) million, which equals -0.7 (-0.5) per cent of net sales. The profitability was unsatisfactory. Earnings developed favourably in the final quarter of the year, resulting in an operating profit of EUR 1.5 million. The order stock at the end of the year was EUR 123.8 (123.5) million.

Infrastructure & Environment

The Infrastructure & Environment business group, operating under the brand name Jaakko Pöyry Infra, is active in three business areas: transportation, water and environment, and building services. The business group offers consulting and engineering services, building and project management services, operation and maintenance expertise, and services related to technology transfer in all of its main business areas. At the end of the year, Jaakko Pöyry Infra had a total of 1342 employees. The business group is among the largest companies in its sector in Europe.

The Infrastructure & Environment business group continued to perform well. Net sales increased during the financial year to EUR 122.7 (107.5) million, and operating profit was EUR 8.5 (7.9) million, which equals 6.9 (7.3) per cent of net sales. The profitability was good and in line with targets. The order stock at the end of the year was EUR 99.4 (103.7) million.

Jaakko Pöyry Group Oyj, the parent company, has invoiced service fees for general administration and parent company costs from the business groups. The invoiced relative share is derived from the business groups' payroll costs.

GROUP STRUCTURE AND DEVELOPMENT OF OPERATIONS

The Jaakko Pöyry Group's clients are globalising and consolidating their operations. Through its global network of offices the Group serves its clients as an adviser and project implementation specialist, globally and locally. The Jaakko Pöyry Group's local network of offices offers clients a good alternative for outsourcing their internal engineering services. The Jaakko Pöyry Group is actively expanding its office network. The Group also intends to expand its technology and know-how base by acquiring technology leaders within its main business sectors. These companies' expertise can also be efficiently marketed via the Group's global network of offices.

The effort to focus operations increasingly on consulting and engineering services is designed to improve the Group's relative profitability. Turn-key project operations have been reduced and earnings targets for individual turn-key projects have also been raised. Turn-key projects are only undertaken by the Energy business group and the objective is to keep their volume at a maximum of 30–40 per cent of net sales. This equals about 10–15 per cent of consolidated net sales.

Forest Industry

The Jaakko Pöyry Group has expanded its operations in North America by acquiring the business of Ajami, Bédard, Gagnon, Sexton Inc., a Canadian forest industry engineering company. Its operations have been continued in Jaakko Pöyry ABGS Inc., a company 100 per cent owned by the Group. The company has been consolidated into the Jaakko Pöyry Group as of July 1, 2002. The acquired business employs about 100 forest industry experts and its net sales for 2001 were about EUR 14 million.

The Jaakko Pöyry Group has sold Jaakko Pöyry Electrowatt (Chile) S.A. to the company's management. The company's net sales for 2001 amounted to EUR 0.6 million and it employs about 20 people. The company has been loss-making in 2001 and 2002. The sale of the company had no effect on the Group's earnings in 2002.

In response to the continued globalisation of the forest products industry, the Forest Industry business group's local office network will be expanded further in Continental Europe.

Forest Industry Consulting

To improve its profitability and to focus its core business on consulting and investment banking, the business group has, in a deal concluded on January 28, 2002, divested 75 per cent of its 90 per cent-owned JP Development business. JP Development's net sales amounted to about EUR 7 million in 2001, and it posted a slight loss.

Energy

Efforts to improve the Group structure in 2002 were primarily aimed at improving the business group's profitability.

In January 2002, the business group acquired Stora Enso's air laboratory in Finland. The laboratory specialises in process analyses and in measuring power plant emissions. Furthermore, the Energy business group has concluded a co-operation agreement with GreenStream Network Oy, Finland, acquiring a 13.3 per cent shareholding in this company. GreenStream Network is the first company in the Nordic countries to act as a broker in the trade in emissions and green certificates.

The business group aims to expand its local office network in Europe and Asia. Another aim is to expand the business group's technological expertise, especially in the area of renewable energy resources and environmental protection.

Infrastructure & Environment

The Infrastructure & Environment business group acquired the transport consulting business of Heusch/Boesefeldt GmbH in Germany at the beginning of 2002. The acquired business employs 55 people, with net sales amounting to EUR 3.4 million.

The business group intends to expand its office network and know-how base in the areas of transportation, and water and environment in Europe and Asia.

ORDER STOCK

The Group's order stock has remained good during the year under review. At the end of 2002, the order stock totalled EUR 308.4 million, compared with EUR 319.9 million at the end of 2001. The order stock of the consulting and engineering businesses increased by EUR 3.5 million during the year, reaching the highest-ever figure in the Group's history (EUR 301.6 million). The order stock for turn-key projects decreased by EUR 15.0 million. In the final quarter of the year, the Group's order stock increased by EUR 6.6 million.

The growth in consulting and engineering work reflects the Group's intention to increase these businesses' relative share of consolidated net sales, which will improve the Group's relative profitability.

Consulting services and operation and maintenance services account for a larger share of the order stock. Assignments in these areas are short-term and are partly booked in net sales without being recorded in the order stock.

RESEARCH AND DEVELOPMENT

The Jaakko Pöyry Group's research and development co-operation committee consists of representatives of the business groups, IT staff and the company's management. Its main objectives are to promote internal R&D, to assist in obtaining supplementary financing and engaging clients in development processes, and to keep the Group's focus on its strategic objectives.

The Jaakko Pöyry Group is engaged in hundreds of research and development projects each year, relying on the expertise, experience and innovativeness of the company's employees. Research and development efforts are conducted in partnership with clients and research institutions, often in an interdisciplinary manner, making use of technical and technological expertise to improve the competitiveness of the Group and its clients.

The income and expenses due to research and development are part of the Group's client work and therefore cannot be defined in exact monetary terms. The income and expenses have been taken into account in the statement of income for the financial year.

CAPITAL EXPENDITURE AND DEPRECIATION

The Group's capital expenditure totalled EUR 11.6 (8.0) million, of which EUR 9.1 (7.9) million consisted of computer software, systems and hardware and EUR 2.5 (0.1) million were capital expenditure due to business acquisitions.

The depreciation for the financial year amounted to EUR 13.3 (13.2) million, of which depreciation on consolidation goodwill was EUR 4.5 (4.0) million.

FINANCING

The Group's liquidity remained good during the financial year. At the end of the year, the Group's cash in hand and at banks totalled EUR 26.0 (32.5) million and interest-bearing liabilities EUR 19.9 (29.2) million. At the end of the year, the Group had unutilised credit facilities amounting to EUR 26.2 million. The net debt/equity ratio (gearing) at the end of the year was -5.6 (-3.0) per cent. The Group generated a strong positive cash flow of EUR 14.7 million in the final quarter of the year.

SHARE CAPITAL AND SHARES

Pursuant to the decision made by the Annual General Meeting of Jaakko Pöyry Group Oyj on March 6, 2002, 309 300 own shares in the company's possession have been cancelled. As a result of the cancellation, the registered share capital was decreased by EUR 309 300 from EUR 13 932 861 to EUR 13 623 561 and the total amount of authorized shares decreased to 13 623 561. A total of 168 040 new shares were subscribed during 2002 based on warrants pursuant to the bond loan with warrants of 1998. Following these subscriptions, the number of shares totalled 13 791 601 at the end of 2002.

THE COMPANY'S OWN SHARES

The Annual General Meeting of Jaakko Pöyry Group Oyj on March 6, 2002 authorised the Board of Directors to acquire and sell 662 332 shares, which is less than 5.0 per cent of the total number of shares. The shares can be acquired with capital available for distribution of profit. The shares will be acquired in order to strengthen the company's capital structure and also to be used as compensation in business acquisitions or the acquisition of assets related to the company's business.

During the period from September 30 to October 7, 2002 the company acquired on the Helsinki Exchanges 10 000 of its own shares, with a total nominal value of EUR 10 000. The average acquisition price was EUR 12.88 per share, with the acquisitions totalling EUR 0.1 million. The highest acquisition price was EUR 13.00 and the lowest EUR 12.82. The number of acquired shares equals 0.1 per cent of the total number of shares and voting rights, with no major effect on the structure of the share ownership or voting rights. In force until March 6, 2003 the authorisation still allows acquisition of 652 332 shares.

AUTHORISATION TO ISSUE NEW SHARES

The Annual General Meeting on March 6, 2002 authorised the Board of Directors to decide on an increase of share capital by a new issue and/or by taking a convertible loan and/or by issuing option rights, so that based on the new issue, the convertible bonds and option rights, the share capital can be increased by a maximum of EUR 1 000 000 million by issuing for subscription a maximum of 1 000 000 million new shares upon terms otherwise to be determined by the Board of Directors. The authorisation is in force until March 6, 2003.

BOND LOAN WITH WARRANTS

In 1998, Jaakko Pöyry Group Oyj issued a bond loan with warrants to the Group's personnel and the parent company's Board of Directors. The warrants carry subscription rights for a maximum of 1.3 million of the company's shares. The subscription period begun partly (390 000 shares) on April 1, 2000, partly (390 000 shares) on April 1, 2001 and partly (520 000 shares) on April 1, 2002. The subscription period ends for all warrants on April 30, 2005. A total of 430 615 shares have been subscribed based with warrants.

DIVIDEND POLICY

The dividend distributed by Jaakko Pöyry Group Oyj is dependent on the company's earnings and investment requirements. The objective is to increase the dividend per share from year to year, and to ensure that at least 40 per cent, or more, of earnings are distributed each year. Should the company need to expand its technology base by investing in acquisitions, or to expand its office network, the dividend-to-earnings ratio may be changed.

BOARD OF DIRECTORS' PROPOSAL

The Board of Directors proposes to the Annual General Meeting on March 5, 2003 that a dividend of EUR 0.60 per share be paid, totalling EUR 8.3 million. The proposed dividend corresponds to 66.7 per cent of the earnings per share for the financial year. The corresponding figures for year 2001 were EUR 0.60 and 46.1 per cent.

BOARD OF DIRECTORS AND PRESIDENT

Members of the Board of Directors of Jaakko Pöyry Group Oyj elected at the Annual General Meeting on March 6, 2002 are Mr. Heikki Lehtonen (Chairman), Mr. Henrik Ehrnrooth, (Vice Chairman), Mr. Jaakko Pöyry, (Vice Chairman), Mr. Olle Alsholm, Mr. Matti Lehti, Mr. Harry Piehl and Mr. Franz Steinegger.

Mr. Erkki Pehu-Lehtonen, M.Sc.(Eng.) is President and CEO of Jaakko Pöyry Group Oyj and Mr. Teuvo Salminen, M.Sc. (Econ.) Deputy to President and CEO.

AUDITORS

Auditors have been KPMG Wideri Oy Ab, Authorised Public Accountants, with Mr. Albrecht Hagert, Authorised Public Accountant, as responsible auditor.

EVENTS AFTER THE BALANCE SHEET DATE

Nordisk Renting Oy, a subsidiary of Nordea, has on February 5, 2003 bought Jaakko Pöyry Group Oyj's headquarter property at Vantaa, Finland. At the same time, Jaakko Pöyry Group Oyj and Nordisk Renting Oy have signed a rental agreement for the property, extending over the next 20 years.

Before the present deal, the Jaakko Pöyry Group rented its headquarter office building from Nordea Finance Ltd, with the option to buy back the property. Following the deal, the entire office property, including the Jaakko Pöyry Group's headquarter office building, the site and half of the Martinparkki Oy car park, will be taken over by Nordisk Renting Oy. Jaakko Pöyry Group Oyj has an option to buy back these at a later date.

The deal is a continuation of Jaakko Pöyry Group Oyj's effort to focus its financial resources on the company's core business, consulting and engineering. The deal improves the Jaakko Pöyry Group's profit before extraordinary items for 2003 by about EUR 11 million. The Group's net debt/equity ratio (gearing) improves from -5.6 per cent to about -21 per cent.

The profit from the deal is not taken into account in the expected earnings stated in the future prospects below.

FUTURE PROSPECTS

The world economic and political climate is uncertain. Attempts have been made to stimulate national economies through repeated interest rate cuts and tax relieves, but even so the recession, which has now lasted for nearly three years, is unlikely to end in the immediate future. On the other hand, there are large liquid funds in the market and corporate balance sheets are basically healthy. Accordingly, once the biggest political uncertainties have been eliminated, we may even see a rapid economic recovery.

The Jaakko Pöyry Group's balance sheet, liquidity and order stock are good, having improved in the course of 2002. The price level of the order stock is normal. Also the Group's market position has improved during the year.

The forest industry's investment activity was low during the period 2001-2002. In preparation for the growth of demand for forest products resulting from the economic recovery, the forest industry is stepping up its investment activity. Some previously postponed projects are also gradually moving ahead. Demand prospects for the Group's local services are stable and improving in line with the trend towards outsourcing in the industry. The Forest Industry business group's order stock grew during 2002. Some of the recently received assignments will improve capacity utilisation only from the second quarter onwards. The business group's operating profit will improve somewhat in 2003 compared with 2002.

There has been no major improvement in the business environment of forest industry consulting. The forest industry's consolidation and restructuring are expected to continue, which offers new business opportunities for the Forest Industry Consulting business group both in consulting and investment banking. The business group's cost burden has been reduced and measures to improve its profitability will be continued. The business group's operating profit will improve in 2003 compared with 2002.

In the energy sector, demand for services related to renewable sources of energy, power plant modernisations and consulting services has grown. Strong fluctuations in the price of crude oil are also contributing to the implementation of alternative and multi-source energy solutions. The Energy business group's new service offerings, life-cycle engagement and the selected strategic practice areas create a firm basis for improved demand and earnings. The business group's annual operative expenses have declined notably. The order stock grew towards the end of 2002. The business group's operating profit will improve clearly compared with 2002.

Demand prospects for the Infrastructure & Environment business group's services are variable. In the water and environment sector, demand is expected to be unchanged, in transportation systems it will remain good. Demand for building services deteriorated towards the end of 2002 and prospects are not expected to improve in the immediate future. Bullet train and light-rail traffic projects in Germany, tunnel projects in Switzerland, water and flood control projects in France, and investments in the Vuosaari harbour and its traffic routes in Finland create a firm basis for the business group's operations in 2003. Engineering services related to security systems, telematics and flood control are examples of Jaakko Pöyry Infra products which are in demand also outside Europe. The business group's market position and order stock are good. Operating profit will remain stable in 2003.

In view of current political uncertainties, the market situation and economic prospects will be challenging in 2003. However, the Jaakko Pöyry Group's market position, order stock and balance sheet are good. The Group's cost structure improved in 2002 as a result of streamlining actions. Based on the business group's prospects outlined above and the Group's order stock, consolidated earnings are expected to improve in 2003 provided that the general economic cycle does not further decline. The earnings improvement will take place in the second half of the year as some of the recently received major assignments will improve capacity utilisation from the second quarter onwards.

STATEMENT OF INCOME

	EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
1	**Net sales**	**407.0**	431.8	**4.0**	
2	Other operating income	**1.4**	2.0	**4.9**	5.0
	Share of associated companies' results	**- 0.1**	+ 0.2		
3	Materials and supplies	**- 57.8**	- 61.8		
4	Personnel expenses	**- 228.0**	- 226.2	**- 2.7**	- 2.5
5	Depreciation	**- 13.3**	- 13.2	**- 0.1**	- 0.1
	Other operating expenses	**- 90.8**	- 104.8	**- 12.7**	- 7.0
	Operating profit	**18.4**	28.0	**- 6.6**	- 4.6
6	Financial income and expenses	**- 0.3**	- 1.7	**- 3.0**	+ 12.4
	Profit before extraordinary items	**18.1**	26.3	**- 9.6**	7.8
7	Extraordinary items	**0.0**	0.0	**+ 14.5**	+ 11.6
	Profit before taxes and minority interest	**18.1**	26.3	**4.9**	19.4
8	Income taxes	**- 5.7**	- 7.3	**- 1.0**	- 1.9
	Minority interest	**- 0.1**	- 1.0		
	Net profit for the period	**12.3**	18.0	**3.9**	17.5

BALANCE SHEET

EUR million		Group 2002	Group 2001	Parent company 2002	Parent company 2001
ASSETS					
	Fixed assets				
1	Intangible assets	**5.9**	6.1	**0.9**	0.2
1	Consolidation goodwill	**34.0**	31.9		
2-3	Tangible assets	**26.8**	31.4	**4.1**	4.1
4-5	Non-current investments	**12.5**	13.2	**112.6**	121.9
		79.2	82.6	**117.6**	126.2
	Current assets				
6	Non-current receivables	**7.1**	7.6		
7-8	Current receivables	**139.0**	144.8	**24.6**	22.4
	Investments	**6.9**	5.2	**3.6**	2.9
	Cash in hand and at banks	**19.1**	27.3	**0.8**	0.8
		172.1	184.9	**29.0**	26.1
	Total	**251.3**	**267.5**	**146.6**	**152.3**

EUR million		Group 2002	Group 2001	Parent company 2002	Parent company 2001
SHAREHOLDERS' EQUITY AND LIABILITIES					
9	**Shareholders' equity**				
	Share capital	**13.8**	13.9	**13.8**	13.9
	Share premium reserve	**24.8**	23.1	**24.8**	23.1
	Legal reserve	**18.2**	18.1	**18.0**	18.0
	Retained earnings	**35.2**	31.6	**18.6**	9.4
	Net profit for the period	**12.3**	18.0	**3.9**	17.5
		104.3	104.7	**79.1**	81.9
	Minority interest	**5.0**	5.1		
	Liabilities				
10-12	Non-current liabilities	**23.1**	20.3	**26.0**	25.4
13-14	Current liabilities	**118.9**	137.4	**41.5**	45.0
		142.0	157.7	**67.5**	70.4
	Total	**251.3**	**267.5**	**146.6**	**152.3**

STATEMENT OF CHANGES IN FINANCIAL POSITION

	Group		Parent company	
EUR million	**2002**	2001	**2002**	2001
FROM OPERATIONS				
Operating profit	**18.4**	28.0	**- 6.6**	- 4.6
Depreciation and value decrease	**+ 13.3**	+ 13.3	**+ 7.0**	+ 0.4
Gain on sale of fixed assets	**- 0.3**	- 0.3	**- 0.0**	- 0.1
Share of associated companies' results	**+ 0.1**	- 0.2		
Change in net working capital	**- 3.4**	- 14.1	**- 1.3**	- 0.8
Financial income and expenses	**+ 0.2**	- 1.2	**- 0.1**	- 0.5
Taxes	**- 7.0**	- 6.1	**- 1.8**	+ 2.5
Total from operations	**+ 21.3**	+ 19.4	**- 2.8**	- 3.1
CAPITAL EXPENDITURE				
Investments in shares in subsidiaries	**- 2.5**	- 0.1	**- 0.9**	- 3.2
Investments in shares in associated companies	**- 0.0**	- 0.0	**- 0.0**	- 0.0
Investments in other shares	**- 0.2**	- 0.0		
Investments in fixed assets	**- 9.1**	- 7.9	**- 0.9**	- 0.0
Sales of shares in subsidiaries			**+ 1.7**	0.0
Sales of shares in associated companies	**+ 0.1**	+ 0.0		
Sales of other shares	**+ 0.4**	+ 0.5	**+ 0.0**	+ 0.3
Sales of fixed assets	**+ 2.5**	+ 0.6	**+ 0.0**	+ 0.0
Capital expenditure total	**- 8.8**	- 6.9	**- 0.1**	- 2.9
Cash flow before financing	**+ 12.5**	+ 12.5	**- 2.9**	- 6.0
FINANCING				
New loans	**+ 0.0**	+ 5.1	**+ 2.7**	+ 13.3
Repayments of loans	**- 7.7**	- 15.9	**- 9.7**	- 15.0
Change in current financing	**- 1.5**	+ 5.1	**+ 4.5**	+ 10.4
Change in non-current investments	**- 0.1**	+ 0.0	**- 0.6**	- 4.8
Dividends	**- 8.6**	- 9.1	**- 8.2**	- 8.2
Acquisition of own shares	**- 0.1**	- 4.9	**- 0.1**	- 4.9
Share subscription	**+ 1.6**	+ 2.2	**+ 1.6**	+ 2.2
Group contribution			**+ 13.4**	+ 10.0
Translation difference	**- 2.6**	+ 0.0		
Financing total	**- 19.0**	- 17.5	**+ 3.6**	+ 3.0
Change in liquid assets	**- 6.5**	- 5.0	**+ 0.7**	- 3.0
Liquid assets January 1	**32.5**	37.5	**3.7**	6.7
Liquid assets December 31	**26.0**	**32.5**	**4.4**	**3.7**

NOTES TO THE FINANCIAL STATEMENTS

BASIS OF PRESENTATION

The consolidated financial statements of the Jaakko Pöyry Group have been prepared in accordance with the Finnish Accounting Standards (FAS). The financial statements are presented in euros and have been prepared under the historical cost convention.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The actual results may differ from these estimates.

GROUP FINANCIAL STATEMENTS

The consolidated financial statements include the parent company and those subsidiaries in which the Group owns more than 50 per cent of the voting rights at the end of the fiscal year. The companies in which the Group owns between 20 and 50 per cent have been accounted for as associated companies. Companies acquired during the fiscal year are included in the consolidated financial statements from the date of acquisition. Closed or sold companies have been included until the closing or sales date.

CONSOLIDATION PRINCIPLES

Group companies are consolidated and the inter-company share ownership is eliminated in accordance with the acquisition method.

Internal transactions between Group companies are eliminated.

Minority interest is presented as a separate item in the consolidated statement of income and in the consolidated balance sheet.

The difference between the acquisition cost and shareholders' equity on the acquisition date, the consolidated goodwill, is depreciated over 10 years. The consolidation goodwill related to the acquisition of the Jaakko Pöyry companies in 1995 is depreciated over 20 years.

Associated companies are consolidated into the consolidated statement of income and the consolidated balance sheet in accordance with the equity method.

FOREIGN GROUP COMPANIES

The statement of income figures of non-Finnish subsidiaries are translated into euros at the European Central Bank's average rates during the fiscal year. The balance sheet figures of non-Finnish subsidiaries are translated into euros at the European Central Bank's middle rates prevailing at the balance sheet date. The difference between the translation of statement of income and balance sheet figures at different exchange rates, as well as the translation adjustment on the non-Finnish subsidiaries' equity between the balance sheet date and the date of acquisition, are included as a separate item in shareholders' equity.

FOREIGN CURRENCY TRANSLATION

Receivables and liabilities in foreign currencies are valued at the exchange rates prevailing at the balance sheet date. Balance sheet items in foreign currency, which have been protected by binding agreements, are valued at agreed exchange rates. The results for the forward exchange transactions and currency options have been booked on the basis of realisation. Open forward contracts are translated at the exchange rates prevailing at the balance sheet date, except for forward contracts related to order stock. The parent company valuates all open derivate instruments at the exchange rates prevailing at the balance sheet date.

Exchange gains and losses from realisation and from valuation are taken into account in the statement of income. The interest rate differential of the forward contracts is included in the exchange gains or losses. Exchange gains and losses related to business operations are included in net sales or operating expenses. Exchange gains and losses related to financing operations are included in financial income and expenses.

INCOME FROM LONG-TERM PROJECTS

The Jaakko Pöyry Group's long-term projects are recognized as income in proportion to the degree of completion of each project. The degree of completion is calculated based on the ratio between the project cost and the total estimated cost of the project. In the beginning of a project special prudence is exercised. When it is probable that the total project costs will exceed the total project revenue the entire expected loss is recognised as an expense immediately.

Foreign currency cash flows in long-term projects have been mainly hedged for changes in exchange rates.

RESEARCH AND DEVELOPMENT

The income and expenses due to research and development are part of the Group's client work and therefore they cannot be defined in exact monetary terms. The income and expenses have been taken into account in the statement of income for the financial year.

DEPRECIATION PRINCIPLES

A predetermined schedule has been used in depreciation according to plan on depreciable fixed assets. Depreciation according to plan has been calculated on a straight-line basis.

Goodwill is depreciated over five years. The difference between the acquisition cost and shareholders' equity on the acquisition date, the consolidated goodwill, is depreciated over 10 or 20 years. Capitalised expenditure is depreciated over three to five years. For buildings the depreciation period is 20 to 40 years. Machinery and equipment are depreciated over four to eight years. Land areas are not depreciated.

LEASING

Lease payments are treated as rent expenses.

PROPERTY VALUES

Properties, land areas, buildings and equipment are valued at their original acquisition cost less accumulated depreciation.

Gains on sales of fixed assets are included in other operating income. Losses on sales of fixed assets are included in other operating expenses.

CAPITALISED EXPENDITURE

Capitalised expenditure includes mainly purchases of computer software and systems. Research and development expenses are booked as they arise.

TAXES

In its decision dated November 23, 2000, the Tax Office for Major Corporations concluded that the Jaakko Pöyry Group's Swiss subsidiary Electrowatt Infra AG (former Electrowatt Engineering AG) is not subject to the Controlled Foreign Company -legislation (CFC-legislation). As a result of this decision, EUR 1.5 million has reduced the Group's taxation annually year 2000 and 2001. The tax agent in the Tax Office for Major Corporations has made an appeal concerning the decision. The appeal was dismissed on December 11, 2001. The tax agent has made an appeal against this decision to the Supreme Administrative Court dated January 28, 2002 to which Jaakko Pöyry Group Oyj has on April 24, 2002 given its response.

DEFERRED TAX RECEIVABLES AND LIABILITIES

The deferred tax receivables include EUR 0.7 million booked by the Group companies and a receivable of EUR 0.3 million due to booked items on Group level. The total amount of the deferred tax receivables is EUR 1.0 million.

Accumulated depreciation in excess of plan and other voluntary reserves are presented as appropriations in the financial statements of separate Group companies. On Group level, the appropriations are divided into shareholders' equity, EUR 0.6 million, and deferred tax liability, EUR 0.2 million. In addition the liabilities include EUR 0.8 million booked by the Group companies. The total amount of the deferred tax liabilities is EUR 1.0 million.

PENSION ARRANGEMENTS

For Finnish companies, the statutory pension liabilities are generally satisfied through contracts with insurance companies. Voluntary pensions are organised through pension insurances.

The Jaakko Pöyry Group's pension fund's liabilities are insured in an outside insurance company since the beginning of 2000.

Soil and Water Ltd has their own pension fund. The employees who are members of this pension fund have the right to retire at the age of 62. The pension fund is closed.

Subsidiaries outside Finland organise their pension arrangements in accordance with the practice of each country.

NOTES TO THE FINANCIAL STATEMENTS

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
1. NET SALES				
Net sales	**407.0**	**431.8**	**4.0**	

Net sales by business group and by area are presented on page 26.
The parent company's net sales are Group internal service fees.

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
2. OTHER OPERATING INCOME				
Rent income	1.1	1.7	4.9	4.8
Gain on sales of fixed assets	0.3	0.3	0.0	0.1
Other	0.0	0.0	0.0	0.1
	1.4	**2.0**	**4.9**	**5.0**
3. MATERIALS AND SUPPLIES				
Materials and supplies	19.8	19.7		
External charges, subconsulting	38.0	42.1		
	57.8	**61.8**		
4. PERSONNEL EXPENSES				
Wages and salaries	184.2	186.2	2.1	1.7
Profit bonuses	3.9	4.2	0.2	0.1
Pension expenses [1)]	23.0	18.4	0.4	0.7
Other personnel expenses	16.9	17.4	0.0	0.0
	228.0	**226.2**	**2.7**	**2.5**

[1)] Of the additional accumulated pension surplus of EUR 2.5 million returned by the pension insurance company in beginning of 2003, EUR 1.6 million has been reduced from the Group companies' pension expenses.
In 2001 the Group's pension expenses were reduced by refunding from the Swedish Staff Pension Society EUR 4.5 million.

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
To members of Board of Directors and Presidents				
Wages and salaries	8.1	9.1	0.6	0.5
Profit bonuses	1.0	1.2	0.1	0.1
Pension expenses	1.3	1.2	0.2	0.1
Other personnel expenses	0.9	0.7	0.0	0.0
	11.3	**12.2**	**0.9**	**0.7**

Salaries paid to the President and the Deputy to the President to the parent company were EUR 431 000 in 2002.
The fringe benefits were EUR 24 000.
The President of the parent company has the right to retire at the age of 60.

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
5. DEPRECIATION				
Depreciation according to plan				
Goodwill	0.1	0.3		
Consolidation goodwill, 10 years' depreciation	2.8	2.3		
Consolidation goodwill, 20 years' depreciation	1.7	1.7		
Other capitalized expenditure	2.2	2.2	0.1	0.1
Buildings and structures	0.3	0.3		
Machinery and equipment	6.1	6.2	0.0	0.0
Other tangible assets	0.1	0.2		
	13.3	**13.2**	**0.1**	**0.1**

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
6. FINANCIAL INCOME AND EXPENSES				
Dividend income				
From group companies			1.1	14.8
From associated companies				
From other	0.0	0.0		
	0.0	0.0	1.1	14.8
Interest income from non-current investments				
From group companies			0.6	0.6
From associated companies	0.0	0.0	0.0	0.0
From other				
	0.0	0.0	0.6	0.6
Other interest and financial income				
From group companies			0.2	0.3
From associated companies				
From other	1.0	1.3	0.1	0.3
	1.0	1.3	0.3	0.6
Interest expenses and other financial expenses				
To group companies			- 0.8	- 1.0
To associated companies				
To other	- 1.5	- 2.4	- 1.2	- 1.8
	- 1.5	- 2.4	- 2.0	- 2.8
Differences in exchange rates				
Exchange rate gains	1.2	1.7	2.1	1.8
Exchange rate losses	- 1.0	- 2.3	- 2.0	- 1.9
	+ 0.2	- 0.6	+ 0.1	- 0.1
Value decrease on non-current investments	0.0	0.0	- 3.1	- 0.6
Total	**- 0.3**	**- 1.7**	**- 3.0**	**+ 12.4**
7. EXTRAORDINARY ITEMS				
Extraordinary income				
Group contribution			18.1	17.6
Extraordinary expenses				
Group contribution			- 3.6	- 6.0
			14.5	**11.6**
8. INCOME TAXES				
Taxes for the fiscal year	4.4	7.1	1.4	1.9
Taxes for previous years	- 0.3	0.6	0.2	0.0
Change in deferred tax receivables	1.6	- 0.4	- 0.6	0.0
	5.7	**7.3**	**1.0**	**1.9**

NOTES TO THE FINANCIAL STATEMENTS

EUR million	Goodwill	Other capitalized expenditure	Intangible assets total	Consolidation goodwill 10 years' depr.	Consolidation goodwill 20 years' depr.	Consolidation goodwill total
1. INTANGIBLE ASSETS						
Group						
Acquisition value Jan. 1	1.7	12.7	14.4	20.2	34.7	54.8
Translation difference	0.0	- 0.4	- 0.4			
Increase	0.0	2.2	2.2	6.7	0.0	6.7
Decrease	0.4	1.0	1.4	0.0	0.0	0.0
Acquisition value Dec. 31	1.3	13.5	14.8	26.9	34.7	61.5
Accumulated depreciation Jan. 1	1.0	7.3	8.3	11.2	11.7	22.9
Accumulated depreciation of decrease	0.4	1.2	1.6			
Depreciation for the period	0.1	2.2	2.3	2.8	1.7	4.5
Accumulated depreciation Dec. 31	0.7	8.2	8.9	14.1	13.4	27.5
Book value Dec. 31, 2002	**0.6**	**5.3**	**5.9**	**12.8**	**21.2**	**34.0**
Book value Dec. 31, 2001	0.7	5.4	6.1	8.9	23.0	31.9
Parent company						
Acquisition value Jan. 1		0.8	0.8			
Increase		0.8	0.8			
Decrease		0.3	0.3			
Acquisition value Dec. 31		1.3	1.3			
Accumulated depreciation Jan. 1		0.6	0.6			
Accumulated depreciation of decrease		0.3	0.3			
Depreciation for the period		0.1	0.1			
Accumulated depreciation Dec. 31		0.4	0.4			
Book value Dec. 31, 2002		**0.9**	**0.9**			
Book value Dec. 31, 2001		0.2	0.2			

	Land areas	Buildings and structures	Machinery and equipment	Other tangible assets	Total tangible assets
2. TANGIBLE ASSETS					
Group					
Acquisition value Jan. 1	5.1	14.2	43.4	1.6	64.3
Translation difference	- 0.2	- 2.4	- 1.0	- 0.1	- 3.8
Increase			6.3	0.2	6.5
Decrease		2.2	2.4	0.8	5.3
Acquisition value Dec. 31	4.9	9.6	46.3	0.9	61.7
Accumulated depreciation Jan. 1		2.0	29.8	0.3	32.1
Accumulated depreciation of decrease		0.2	3.4		3.6
Depreciation for the period		0.3	6.1	0.1	6.5
Accumulated depreciation Dec. 31		2.1	32.5	0.4	34.9
Book value Dec. 31, 2002	**4.9**	**7.6**	**13.8**	**0.5**	**26.8**
Book value Dec. 31, 2001	5.1	11.4	13.6	1.3	31.4
Parent company					
Acquisition value Jan. 1	3.8		0.5	0.1	4.4
Increase					
Acquisition value Dec. 31	3.8		0.5	0.1	4.4
Accumulated depreciation Jan. 1			0.3		0.3
Depreciation for the period					
Accumulated depreciation Dec. 31			0.3		0.3
Book value Dec. 31, 2002	**3.8**		**0.2**	**0.1**	**4.1**
Book value Dec. 31, 2001	3.8		0.2	0.1	4.1

EUR million		Book value	Rental income		Tenant
3. LAND AND BUILDINGS					
Jaakko Pöyry Group Oyj (Land area)	Finland	3.8	0.2		Kiinteistö Oy Vantaan Jaakonkatu 3
JP Fastighets AB	Sweden	2.2	0.1		External
SCI J.P.R.	France	0.8	0.2		Retma S.A.S., Jaakko Pöyry S.A.S.
JP Representacoes e Participacoes Ltda	Brazil	4.6	0.6		External
Jaakko Pöyry Tecnologia Ltda	Brazil	1.0	0.2	(net result)	External
Other		0.1			
		12.5			

	Shares in group companies	Receivables from group companies	Shares in associated companies	Receivables from associated companies	Other shares	Other receivables	Total
4. NON-CURRENT INVESTMENTS							
Group							
Jan. 1			4.5	0.5	6.8		11.7
Increase				0.1	0.2		0.3
Decrease			0.1		0.3		0.4
Dec. 31			4.4	0.6	6.6		11.6
Accumulated influence on the earnings Jan. 1			1.5				1.5
Share of the profit for the period			0.2				0.2
Share of the loss for the period			- 0.3				- 0.3
Translation difference			- 0.5				- 0.5
Accumulated influence on the earnings Dec. 31			0.9				0.9
Book value Dec. 31, 2002			**5.3**	**0.6**	**6.6**	**0.0**	**12.5**
Book value Dec. 31, 2001			6.0	0.5	6.8	0.0	13.2
Parent company							
Jan. 1	93.7	22.0	3.5	0.4	2.2		121.9
Increase	2.2	5.9					8.1
Decrease	8.5	5.8					14.3
Value decrease	2.4	0.6					3.1
Book value Dec. 31, 2002	**85.0**	**21.5**	**3.5**	**0.4**	**2.2**	**0.0**	**112.6**
Book value Dec. 31, 2001	93.7	22.0	3.5	0.4	2.2	0.0	121.9

	Group ownership/ voting rights, %	Parent company ownership/ voting rights, %	Book value Parent company EUR million	Book value Other group company EUR million	Net sales EUR million	Personnel
5. SHARE OWNERSHIP						
Group companies						
Forest Industry						
Jaakko Pöyry Oy, Finland	100.0	100.0	40.7		42.5	397
JP Engineering Ltd, Finland	100.0			3.6	39.7	580
Papes Oy, Finland	100.0			0.2	1.2	14
JP-Kakko Oy, Finland	100.0	100.0	2.1		8.4	106
Jaakko Pöyry AB, Sweden	100.0			7.2	16.7	209
Jaakko Pöyry Norge AS, Norway	100.0			0.9	3.8	40
Jaakko Pöyry Deutschland GmbH, Germany	100.0			1.0	2.8	36
Jaakko Pöyry S.A.S. (former JP Engineering S.N.C.), France	100.0			0.0	3.2	29
Jaakko Pöyry Polska Sp. z o.o., Poland	55.0			0.6	1.5	36
Jaakko Pöyry Southern Africa (Pty) Ltd, South Africa	100.0			0.5	2.8	43
Marathon Engineers/Architects/Planners LLC, USA	85.0			5.9	9.2	79
Jaakko Pöyry ABGS Inc., Canada	100.0			2.4	4.6	112
P.T. Jaakko Pöyry Engineering, Indonesia	100.0	1.0		0.3	0.5	9
Jaakko Pöyry (Thailand) Co. Ltd, Thailand	100.0			0.0		
Jaakko Pöyry Tecnologia Ltda, Brazil	100.0			5.0	15.5	201
Forest Industry Consulting						
Jaakko Pöyry Consulting Oy, Finland	77.0	77.0	3.4		0.6	4
JP Management Consulting Oy, Finland	69.5			3.3		
JP Management Consulting (Europe) Oy, Finland	69.5			3.0	13.9	113
Jaakko Pöyry Consulting AB, Sweden	69.5			0.4	0.5	
JP Management Consulting (Europe) Ltd, United Kingdom	69.5			0.1	2.7	19
JP Management Consulting (Europe) GmbH, Germany	69.5			0.0	1.8	15
JP Management Consulting (North America) Inc., USA	69.5			0.4	6.6	31
JP Management Consulting (Asia-Pacific) Pte Ltd, Singapore	69.5			1.0	5.5	35
JP Management Consulting (Asia-Pacific) Pty Ltd, Australia	69.5			0.4	1.4	12
JP Management Consulting (Asia-Pacific) Ltd, New Zealand	69.5			0.5	2.3	17
JP Operations Management Ltd Oy, Finland	66.9			0.2	2.7	10
JP Capital International Ltd, United Kingdom	61.6			0.6	4.3	16
Energy						
Electrowatt-Ekono Oy, Finland	100.0	100.0	2.3		23.1	154
JPI Process Contracting Oy, Finland	100.0	100.0	3.9		0.5	10
Electrowatt-Ekono AB, Sweden	100.0			0.0	1.1	7
Electrowatt-Ekono AG, Switzerland	100.0	100.0	12.8		24.5	132
Electrowatt Engineering AG, Branch Office, Oman					10.2	178
Electrowatt-Ekono GmbH, Germany	100.0			2.3	3.5	41
Electrowatt Engineering Mannheim GmbH, Germany	100.0			0.7	2.1	16
Jaakko Pöyry S.A.S., France	100.0			1.7	0.8	5
Beture-Environnement S.A., France	70.0			0.5	6.1	58
RETMA S.A.S., France	100.0			1.0	5.1	56
SEEI S.A.S., France	100.0			0.6	3.3	33
Heymo Ingenieria S.A., Spain	60.8	60.8	1.3		12.7	172
Electrowatt-Ekono (UK) Ltd, United Kingdom	100.0			4.9	7.0	68
Electrowatt Engineering (UK) Ltd, Branch Office, Saudi Arabia					0.8	3
Electrowatt-Ekono Sp. z o.o., Poland	57.1			0.0	0.1	
JES Energy Electrowatt Ekono Sp. z o.o., Poland	60.0			0.1	0.2	6
Electrowatt-Ekono (S) Pte Ltd, Singapore	100.0			0.0		
Electrowatt-Ekono (Thailand) Ltd, Thailand	100.0			0.3	13.7	77
Electrowatt-Ekono (Philippines) Inc., Philippines	100.0			0.1	1.4	68
Electrowatt Engineering (Peru) S.A., Peru	100.0			0.0	0.6	12
Electrowatt Engineering (Argentina) S.A., Argentina	100.0			0.0		3

	Group ownership/ voting rights, %	Parent company ownership/ voting rights, %	Book value Parent company EUR million	Book value Other group company EUR million	Net sales EUR million	Personnel
Infrastructure & Environment						
Soil and Water Ltd, Finland	100.0	100.0	1.5		16.1	186
PSV-Soil and Water Ltd, Finland	100.0			0.5	4.2	63
Geokeskus Oy, Finland	100.0			0.2	1.6	21
JP-Transplan Ltd, Finland	100.0			1.4	6.8	70
JP-Suoraplan Ltd, Finland	100.0			0.4	2.1	13
Electrowatt Infra AG, Switzerland	100.0	100.0	12.3		36.7	181
Rätia Ingenieure AG, Switzerland	100.0			0.1	1.4	13
BPI-Consult GmbH, Germany	100.0			1.2	29.9	310
BPI-Consult Sp. z o.o. Polska, Poland	100.0			0.0	0.5	16
HB-Verkehrsconsult GmbH, Germany	100.0			0.1	3.7	48
Beture-Cerec S.A., France	60.0	60.0	0.3		6.0	95
JP Building Engineering Ltd, Finland	100.0			1.8	12.2	190
JP-Projektipalvelu Oy, Finland	100.0	100.0	0.0		0.2	4
JP-Terasto Oy, Finland	100.0	100.0	1.1		10.1	104
Jaakko Pöyry Group Projects Ltd Oy, Finland	100.0			0.0		
East Engineering Ltd Oy, Finland	100.0			0.0	0.4	
JP-Terasto Eesti Oü, Estonia	80.0			0.0	0.3	5
SIA JP-Terasto, Latvia	100.0			0.0		
ZAO JP-Terasto, Russia	100.0			0.0	0.8	7
Electrowatt Infra (Thailand) Ltd, Thailand	100.0			0.3	0.1	11
Electrowatt Engineering (S) Pte Ltd, Singapore	100.0			0.0		
Real estates						
Jaakko Pöyry Holding AB, Sweden	100.0	100.0	0.5			
Jaakko Pöyry Fastighets AB, Sweden	100.0			2.2		
SCI J.P.R., France	100.0			0.2		
JP-Finanz AG, Switzerland	100.0	100.0	1.9			
JP Representacoes e Participacoes Ltda, Brazil	100.0			5.3		
Other						
Inforbis Oy, Finland	100.0	100.0	0.5		0.3	3
JP-Sijoitus Oy, Finland	100.0	100.0	0.5			
Electrowatt Engineering (Deutschland) GmbH, Germany	100.0			3.0		
Jaakko Pöyry (USA) Inc., USA	100.0			7.7		
Intelligent Buildings Systems & Services AG, IBS+S Zürich, Switzerland	100.0			0.0		
BfÖ Bürogemeinschaft für angewandte Oekologie, Switzerland	100.0			0.0		
Electrowatt Engineering Altdorf AG, Switzerland	100.0			0.1		
GEO Büro für Geotechnik GmbH, Germany	100.0			0.0		
Soil & Water Portugal-Consultores Lda, Portugal	100.0			0.0		
Jaakko Pöyry Engineering (South America) S.A., Uruguay	100.0	100.0	0.0			
Jaakko Pöyry Consulting (South America) S.A., Uruguay	100.0	100.0	0.0			
Jaakko Pöyry Pty Ltd, Australia	100.0			0.0		
J.P. New Zealand Ltd, New Zealand	100.0			0.0		
Proratio Engineering GmbH, Austria	100.0	100.0	0.0			
Jaakko Pöyry spol s.r.o., Czech Republic	100.0	100.0	0.0			
JP Projectos Industriais Lda, Portugal	100.0	100.0	0.0			
ZAO Konsofin, Russia	70.0			0.0		
			85.0	**74.1**		

NOTES TO THE FINANCIAL STATEMENTS

	Group ownership/ voting rights, %	Parent company ownership/ voting rights, %	Book value Parent company EUR million	Other group company EUR million
Associated companies				
Energy				
Polartest Oy, Finland	22.8			0.2
Inesco Oy, Finland	50.0			0.5
Korea District Heating Engineering Company Ltd, Korea	50.0			0.2
Advance Ekono Co. Ltd, Thailand	49.0			0.0
Emerging Power Partners Oy, Finland	50.0			0.0
Infrastructure & Environment				
JP-Skanska Water Oy, Finland	50.0	50.0	0.1	
EPStar Oy, Finland	30.0	30.0	0.2	
Entec A/S, Estonia	42.0			0.0
Associated companies, real estate				
Martinparkki Oy, Finland	50.0	50.0	2.9	
Kiinteistö Oy Manuntori, Finland	34.2	34.2	0.3	
Pembroke S.A., Uruguay	50.0	50.0	0.0	
Accumulated influence on the earnings and the balance sheet				0.9
			3.5	**1.8**
Other share ownership				
B. Grimm Bayernwerk Electrowatt Ltd (Amata Power), Thailand				3.0
Peak Pacific Investment Company Ltd, Singapore				0.9
Private Energy Market Fund Ky, Finland				0.1
Conox Oy, Finland	3.3			0.0
JP Development Oy, Finland	11.6			0.1
Devecon Oy, Finland	19.0			0.0
GreenStream Network Oy, Finland	17.2			0.0
Industry Council for Development Services B.V., Netherlands			0.0	
GT-Geotieto Oy, Finland	6.6			0.0
Shares in condominiums and in real estate companies, Finland			2.0	0.9
Other shares			0.2	0.2
Value decrease				- 0.8
			2.2	**4.4**

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
6. NON-CURRENT RECEIVABLES				
Security deposits	0.3	0.4		
Deferred tax receivable	1.0	2.9		
Other receivables	3.6	4.3		
Prepaid expenses and accrued income	2.2	0.0		
	7.1	**7.6**		

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
7. CURRENT RECEIVABLES				
Accounts receivable	85.9	82.1		
Accounts receivable			0.7	0.3
Loans receivable			3.4	3.4
Other receivables			18.1	17.6
Prepaid expenses and accrued income			0.8	0.5
Total from group companies			23.0	21.8
Accounts receivable	0.1	0.3		
Total from associated companies	0.1	0.3		
Loans receivable	0.2	0.3		
Other receivables	5.8	7.0	0.2	0.5
Prepaid expenses and accrued income	46.9	55.1	1.3	0.1
	139.0	**144.8**	**24.6**	**22.4**

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
8. PREPAID EXPENSES AND ACCRUED INCOME				
Income from percentage-of-completion method	36.1	47.0		
Interest income	0.0	0.0	0.3	0.3
Social expenses	2.6	0.5		
Rents	0.5	0.5		
Taxes	3.3	1.0	0.7	0.0
Other	6.6	6.1	1.0	0.3
	49.1	**55.1**	**2.0**	**0.6**

EUR million	Share capital	Share premium reserve	Legal reserve	Translation differences	Retained earnings	Total
9. SHAREHOLDERS' EQUITY						
Group						
Shareholders' equity Jan. 1, 2001	13.7	21.1	18.1	- 3.5	48.0	97.4
Shares subscribed with warrants	0.2	2.0				2.2
Acquisition of own shares					- 4.9	- 4.9
Payment of dividend					- 8.2	- 8.2
Translation differences				0.3		0.3
Net profit for the period					18.0	18.0
Shareholders' equity Dec. 31, 2001	13.9	23.1	18.1	- 3.2	52.8	104.7
Distributable earnings						
Retained earnings					52.8	
Translation differences					- 3.2	
Untaxed reserves included in retained earnings					- 1.3	
Distributable earnings Dec. 31, 2001					48.3	
Shareholders' equity Jan. 1, 2002	13.9	23.1	18.1	- 3.2	52.8	104.7
Cancellation of own shares	- 0.3	0.3				0.0
Shares subscribed with warrants	0.2	1.4				1.6
Acquisition of own shares					- 0.1	- 0.1
Payment of dividend					- 8.2	- 8.2
Transfer			0.1		- 0.1	0.0
Translation differences				- 5.5	- 0.6	- 6.1
Net profit for the period					12.3	12.3
Shareholders' equity Dec. 31, 2002	**13.8**	**24.8**	**18.2**	**- 8.7**	**56.2**	**104.3**
Distributable earnings						
Retained earnings					56.2	
Translation differences					- 8.7	
Untaxed reserves included in retained earnings					- 0.6	
Distributable earnings Dec. 31, 2002					**46.9**	
Parent company						
Shareholders' equity Jan. 1, 2001	13.7	21.1	18.0		22.5	75.4
Shares subscribed with warrants	0.2	2.0				2.2
Acquisition of own shares					- 4.9	- 4.9
Payment of dividend					- 8.2	- 8.2
Net profit for the period					17.5	17.5
Shareholders' equity Dec. 31, 2001	13.9	23.1	18.0		26.9	81.9
Shareholders' equity Jan. 1, 2002	13.9	23.1	18.0		26.9	81.9
Cancellation of own shares	- 0.3	0.3				0.0
Shares subscribed with warrants	0.2	1.4				1.6
Acquisition of own shares					- 0.1	- 0.1
Payment of dividend					- 8.2	- 8.2
Net profit for the period					3.9	3.9
Shareholders' equity Dec. 31, 2002	**13.8**	**24.8**	**18.0**		**22.5**	**79.1**

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
10. NON-CURRENT LIABILITIES				
Loans from credit institutions	13.3	15.2	13.3	15.0
Liabilities to group companies			12.3	10.0
Deferred tax liability	1.0	1.2		
Other	8.8	3.9	0.4	0.4
	23.1	**20.3**	**26.0**	**25.4**

11. LOANS WITH DUE DATE AFTER FIVE YEARS OR LATER				
Loans from credit institutions	6.0	8.7	6.0	8.7
Other non-current loans	0.0	0.1	12.3	10.0
	6.0	**8.8**	**18.3**	**18.7**

12. LOANS ACCORDING TO MATURITY				
Year 2002		14.0		38.7
Year 2003	6.6	1.7	35.9	1.7
Year 2004	2.1	2.1	2.1	2.1
Year 2005	2.6	2.6	2.6	2.6
Year 2006	2.6	2.6	2.6	2.6
Later	6.0	6.2	18.3	16.1
	19.9	**29.2**	**61.5**	**63.8**

13. CURRENT LIABILITIES				
Loans from credit institutions	6.6	14.0	6.2	10.2
Advances received	37.2	42.8		
Accounts payable	12.8	17.0	0.1	0.2
Loans			29.7	28.5
Accounts payable			0.1	0.2
Other current liabilities			3.9	4.3
Accrued expenses and deferred income			0.5	0.6
Total to group companies			34.2	33.6
Total to associated companies	0.0	0.0	0.0	0.0
Other current liabilities	19.5	16.8	0.1	0.1
Accrued expenses and deferred income	42.8	46.8	0.8	0.9
	118.9	**137.4**	**41.5**	**45.0**

14. ACCRUED EXPENSES AND DEFERRED INCOME				
Expenses from percentage-of-completion projects	1.0	3.4		
Salaries and vacation accruals	25.9	25.1	0.5	0.5
Social expenses	6.0	6.1	0.2	0.1
Interest expenses	0.2	0.5	0.2	0.3
Rents	0.1	0.0		
Taxes	4.2	5.2		
Other	5.4	6.5	0.4	0.6
	42.8	**46.8**	**1.3**	**1.5**

NOTES TO THE FINANCIAL STATEMENTS

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
1. CONTINGENT LIABILITIES				
Pledged assets and mortgages and corresponding loans total	**0.0**	**0.0**	**0.0**	**0.0**
Pledged assets and mortgages for own debts				
Mortgages on company assets	0.0	0.4		
	0.0	**0.4**	**0.0**	**0.0**
Other obligations				
Pledged assets	2.5	2.4	2.3	2.3
Mortgages, real estate	0.0	1.4		
Rent and leasing obligations	46.1	52.8	18.7	22.1
Pension obligations	0.0	0.0	0.0	0.0
Other obligations	25.1	31.9	0.0	0.0
	73.7	**88.5**	**21.0**	**24.4**
For group companies				
Other obligations			19.7	21.6
			19.7	**21.6**
For associated companies				
	0.0	**0.0**	**0.0**	**0.0**
For others				
Pledged assets	0.1	0.2	0.0	0.0
Mortgages, real estate	3.8	3.8	3.8	3.8
Other obligations	0.1	0.0	0.1	0.0
	4.0	**4.0**	**3.9**	**3.8**
Total				
Pledged assets	2.6	2.6	2.3	2.3
Mortgages, real estate	3.8	5.2	3.8	3.8
Mortgages on company assets	0.0	0.4	0.0	0.0
Rent and leasing obligations	46.1	52.8	18.7	22.1
Pension obligations	0.0	0.0	0.0	0.0
Other obligations	25.2	31.9	19.8	21.6

EUR million	Group 2002	Group 2001	Parent company 2002	Parent company 2001
2. RENT AND LEASING OBLIGATIONS				
Leasing contracts with due date after one year or later will be due followingly:				
Year 2002		13.4		2.6
Year 2003	12.7	10.0	2.5	2.5
Year 2004–2006	21.3	17.0	6.2	6.5
Later	12.1	12.4	10.0	10.5
	46.1	**52.8**	**18.7**	**22.1**
3. DERIVATIVE INSTRUMENTS				
Foreign exchange forward contracts, notional values	11.9	12.5	10.5	11.1
Foreign exchange forward contracts, fair values			0.3	

The notional amounts are not a measure of the foreign rate risk of the exposure outstanding.

4. MANAGEMENT OF FINANCIAL RISKS

The financial risks of the Group are customer, counterpart, country, interest, currency, liquidity and refinancing risks. The Group's objective is to protect itself against any major risk. The realisation of any risk shall not overburden the financial result or the cash flow of the Group. The Board of Directors of Jaakko Pöyry Group Oyj has issued its Operational Authorities and Financing Policies, which are intended to limit and minimise the risk impact on the Group's net income, shareholders' equity and liquidity.

FOREIGN EXCHANGE RISK

Group subsidiaries hedge their foreign currency positions fully. The Group's financing unit is responsible for managing the maximum currency exposure within the limits defined in the Financing Policy. Hedging of subsidiaries' equity is decided separately. All derivative instruments are used for hedging purposes.

INTEREST RISK

The Group's interest rate risk arises from interest-bearing liabilities and money market investments. The net amount of these items on December 31, 2002 was EUR 13.0 million. Thus an interest rate change of one percentage points corresponds to a change of EUR 0.1 million per year.

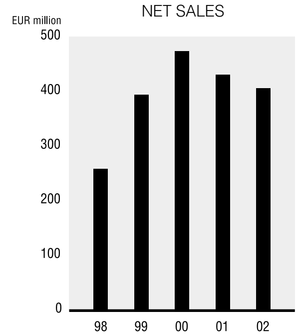
LIQUIDITY, REFINANCING AND COUNTERPART RISKS

In order to minimise the liquidity and refinance risk, the Group has defined minimum liquidity levels, maximum short-term loan restrictions and minimum average maturities for long-term loans. According to the Group Financing Policy investments and derivative instruments are allowed only with financial institutions that have a good credit standing and within a defined limit of each counterpart.

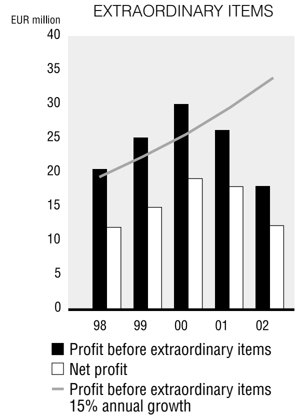
KEY FIGURES

EUR million	1998	1999	2000	2001	**2002**
STATEMENT OF INCOME					
Consulting and engineering	230.3	363.8	408.2	405.0	386.0
EPC	29.4	31.6	66.3	26.8	21.0
Net sales total	**259.7**	**395.4**	**474.5**	**431.8**	**407.0**
Change in net sales, %	18.4	52.3	20.0	- 9.0	- 5.7
Other operating income	2.0	5.1	2.2	2.0	1.4
Share of associated companies' results	1.5	0.7	- 0.1	0.2	- 0.1
Operating expenses	231.5	360.8	431.7	392.8	376.6
Depreciation of consolidation goodwill	2.9	3.7	4.0	4.0	4.5
Other depreciation and value decrease	6.7	9.5	9.1	9.2	8.8
Operating profit	**22.1**	**27.2**	**31.8**	**28.0**	**18.4**
Proportion of net sales, %	8.5	6.9	6.7	6.5	4.5
Financial income and expenses	- 1.5	- 1.9	- 1.7	- 1.7	- 0.3
Proportion of net sales, %	0.6	0.5	0.4	0.4	0.1
Profit before extraordinary items	**20.6**	**25.3**	**30.1**	**26.3**	**18.1**
Proportion of net sales, %	7.9	6.4	6.4	6.1	4.5
Extraordinary items	0.0	0.0	0.0	0.0	0.0
Profit before taxes and minority interest	**20.6**	**25.3**	**30.1**	**26.3**	**18.1**
Proportion of net sales, %	7.9	6.4	6.4	6.1	4.5
Income taxes	- 8.0	- 8.9	- 9.0	- 7.3	- 5.7
Minority interest	- 0.5	- 1.4	- 1.9	- 1.0	- 0.1
Net profit for the period	**12.1**	**15.0**	**19.2**	**18.0**	**12.3**
BALANCE SHEET					
Intangible assets	2.7	5.3	6.6	6.1	5.9
Consolidation goodwill	32.6	40.0	35.8	31.9	34.0
Tangible assets	24.8	33.3	32.7	31.4	26.8
Non-current investments	29.1	17.6	13.4	13.2	12.5
Work in progress	10.2	44.7	62.0	46.9	36.1
Receivables	72.8	126.9	122.3	105.5	110.0
Current investments, cash in hand and at banks	29.4	30.7	37.5	32.5	26.0
Assets total	**201.6**	**298.5**	**310.3**	**267.5**	**251.3**
Shareholders' equity	65.9	82.1	97.4	104.7	104.3
Minority interest	5.3	4.9	5.2	5.1	5.0
Interest bearing liabilities	49.8	42.4	34.9	29.2	19.9
Advances received	21.3	55.6	67.5	42.8	37.2
Other non-interest bearing liabilities	59.3	113.5	105.3	85.7	84.9
Liabilities total	**201.6**	**298.5**	**310.3**	**267.5**	**251.3**

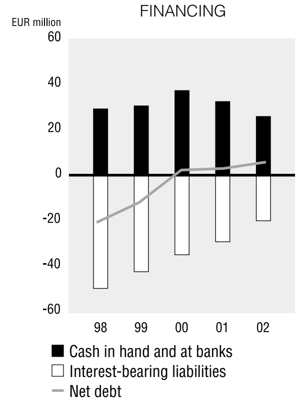
NET SALES



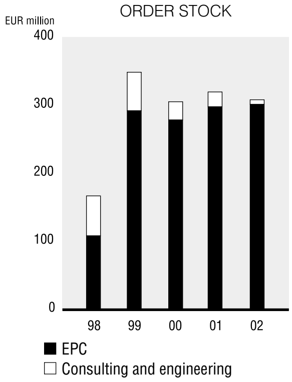
PROFIT BEFORE EXTRAORDINARY ITEMS



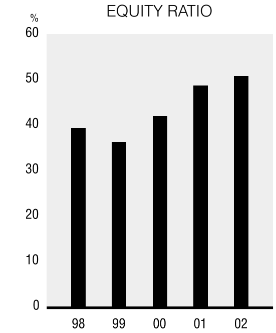
FINANCING



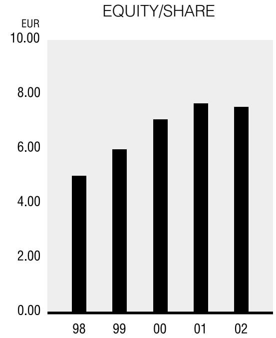
ORDER STOCK



EQUITY RATIO



SHAREHOLDERS' EQUITY/SHARE



EUR million	1998	1999	2000	2001	**2002**
PROFITABILITY AND OTHER KEY FIGURES					
Return on investment, %	17.6	22.6	25.1	21.2	14.5
Return on equity, %	18.0	20.7	22.3	17.8	11.3
Equity ratio, %	39.5	36.5	42.2	48.9	51.0
Equity/assets ratio, %	35.3	29.1	33.3	41.1	43.5
Net debt/equity ratio (gearing), %	28.8	13.5	- 2.5	- 3.0	- 5.6
Current ratio	1.4	1.1	1.2	1.3	1.4
Consulting and engineering, EUR million	108.4	292.3	278.7	298.1	301.6
EPC, EUR million	58.7	56.6	26.8	21.8	6.8
Order stock total, EUR million	167.1	348.9	305.5	319.9	308.4
Capital expenditure, operating, EUR million	4.9	11.1	9.9	7.9	9.1
Proportion of net sales, %	1.9	2.8	2.1	1.8	2.2
Capital expenditure in shares, EUR million	2.2	16.3	1.3	0.1	2.5
Proportion of net sales, %	0.8	4.1	0.3	0.0	0.6
Personnel in group companies in average	2 919	4 222	4 558	4 584	4 635
Personnel in associated companies in average	2 710	239	159	199	195
Personnel in group companies at year-end	2 977	4 472	4 572	4 584	4 632
Personnel in associated companies at year-end	2 577	146	174	197	194
KEY FIGURES FOR THE SHARES					
Earnings/share, EUR	0.89	1.11	1.40	1.30	0.90
Corrected with dilution effect	0.81	1.00	1.28	1.24	0.86
Shareholders' equity/share, EUR	5.03	6.00	7.10	7.69	7.57
Dividend, EUR million	4.4	6.2	8.2	8.2	8.3 [1]
Dividend/share, EUR	0.34	0.45	0.60	0.60	0.60 [1]
Dividend/earnings, %	37.6	40.5	42.8	46.1	66.7
Effective return on dividend, %	4.1	3.1	3.3	3.7	4.0
Price/earnings multiple	9.2	13.1	12.8	12.3	16.7
Issue-adjusted trading prices, EUR					
Average trading price	9.71	10.18	18.64	18.09	16.43
Highest trading price	11.60	16.80	24.00	21.00	19.00
Lowest trading price	6.56	7.70	15.00	15.00	11.40
Closing price at year-end	8.22	14.50	18.00	16.00	15.00
Total market value of outstanding shares, EUR million	107.8	198.2	247.0	218.0	206.7
Total market value of own shares, EUR million	4.9	8.7		4.9	0.2
Trading volume of shares					
Shares, 1 000	6 996	11 747	2 385	2 280	1 615
Proportion of total volume, %	51.1	83.4	17.4	16.5	11.8
Issue-adjusted number of outstanding shares, 1 000 [2]					
In average	13 480	13 492	13 692	13 838	13 696
At year-end	13 103	13 670	13 724	13 624	13 782

1) Board of Directors' proposal. 2) Total number of shares, see page 28.

KEY FIGURES

EUR million	1-3/01	4-6/01	7-9/01	10-12/01	1-3/02	4-6/02	7-9/02	10-12/02	1-12/01	1-12/02
NET SALES										
Forest Industry	40.0	38.9	33.3	38.0	39.6	34.6	29.7	34.0	150.2	137.9
Forest Industry Consulting	12.1	11.7	11.2	11.4	10.1	10.2	7.9	7.6	46.4	35.8
Energy	34.1	33.0	28.0	31.9	24.1	27.8	30.9	28.4	127.0	111.2
Infrastructure & Environment	26.9	26.3	24.6	29.7	27.0	30.9	28.0	36.8	107.5	122.7
Other	0.0	0.0	1.0	- 0.3	- 0.4	0.0	- 0.4	0.2	0.7	- 0.6
	113.1	**109.9**	**98.1**	**110.7**	**100.4**	**103.5**	**96.1**	**107.0**	**431.8**	**407.0**
OPERATING PROFIT AND PROFIT BEFORE EXTRAORDINARY ITEMS										
Forest Industry	5.1	4.7	4.3	3.7	5.6	2.9	2.3	2.5	17.8	13.3
Forest Industry Consulting	0.2	0.4	- 0.1	0.8	0.4	0.6	0.0	- 0.8	1.3	0.2
Energy	- 4.4	0.6	1.5	1.7	- 1.4	- 0.5	- 0.3	1.5	- 0.6	- 0.7
Infrastructure & Environment	2.1	1.4	1.0	3.4	1.8	1.8	2.3	2.6	7.9	8.5
Other	4.5	- 0.6	- 1.0	- 1.3	- 1.0	- 0.1	- 0.8	- 1.0	1.6	- 2.9
Operating profit	**7.5**	**6.5**	**5.7**	**8.3**	**5.4**	**4.7**	**3.5**	**4.8**	**28.0**	**18.4**
Financial items	- 0.6	- 0.4	- 0.5	- 0.2	- 0.2	0.3	- 0.4	0.0	- 1.7	- 0.3
Profit before extraordinary items	**6.9**	**6.1**	**5.2**	**8.1**	**5.2**	**5.0**	**3.1**	**4.8**	**26.3**	**18.1**
ORDER STOCK										
Forest Industry	93.5	82.2	76.7	74.2	66.5	60.3	72.2	77.7	74.2	77.7
Forest Industry Consulting	22.8	23.0	20.4	18.5	11.7	7.2	6.9	7.5	18.5	7.5
Energy	90.3	91.2	93.4	123.5	113.2	119.6	125.4	123.8	123.5	123.8
Infrastructure & Environment	95.5	96.2	96.6	103.7	96.9	93.8	97.3	99.4	103.7	99.4
	302.1	**292.6**	**287.1**	**319.9**	**288.3**	**280.9**	**301.8**	**308.4**	**319.9**	**308.4**
Consulting and engineering	278.6	272.6	265.9	298.1	270.5	266.8	292.6	301.6	298.1	301.6
EPC	23.5	20.0	21.2	21.8	17.8	14.1	9.2	6.8	21.8	6.8
	302.1	**292.6**	**287.1**	**319.9**	**288.3**	**280.9**	**301.8**	**308.4**	**319.9**	**308.4**

	Net sales		Personnel	
	2001	**2002**	2001	**2002**
AREA				
The Nordic countries	138.3	117.5	2 348	2 279
Continental Europe	159.9	172.8	1 309	1 380
Asia	66.4	60.3	452	422
North America	29.5	21.5	138	222
South America	25.4	22.2	268	250
Other	12.3	12.7	69	79
	431.8	**407.0**	**4 584**	**4 632**

	Personnel	
	2001	**2002**
BUSINESS GROUP		
Forest Industry	1 842	1 891
Forest Industry Consulting	311	272
Energy	1 193	1 094
Infrastructure & Environment	1 206	1 342
Other	32	33
	4 584	**4 632**

SHAREHOLDERS AND SHARES

MAJOR SHAREHOLDERS

	Number of shares	Per cent of shares and voting rights
Corbis S.A.	3 491 990	25.3
Mutual Pension Insurance Company Varma-Sampo	606 150	4.4
Procurator Oy	556 750	4.0
Odin Norden	537 500	3.9
Sampo Life Insurance Company Ltd	280 000	2.0
Suomi Insurance Company Ltd	275 000	2.0
Nordea Life Assurance Ltd	223 000	1.6
Suomi Mutual Life Assurance Company	210 000	1.5
Odin Finland	142 400	1.0
Nordea Nordic Small Cap Fund	113 750	0.8
Others	7 345 061	53.5
	13 781 601	100.0

5 952 736 of the shares were nominee-registered, representing 43.2 per cent of the shares.

MANAGEMENT'S SHAREHOLDINGS

The members of the Board of Directors, the President and CEO and the Deputy to President and CEO own 7 630 shares through direct ownership, and 571 280 through controlled ownership, corresponding to 4.2 per cent of the shares. In addition, they own warrants entitling them to subscribe for 200 500 shares, representing 1.4 per cent of the shares after all subscriptions. Henrik Ehrnrooth, Vice Chairman of the Board of Directors, together with his brothers Georg Ehrnrooth and Carl-Gustaf Ehrnrooth indirectly holds a controlling interest in Corbis S.A.

OWNERSHIP STRUCTURE BY TYPE OF SHAREHOLDER

	Number of owners	Per cent of owners	Per cent of shares and voting rights
Companies	66	7.2	6.0
Financial and insurance institutions	26	2.8	12.1
Households	781	85.1	2.6
Ownership outside Finland and nominee registered	24	2.6	73.6
Public sector entities and non-profit associations	21	2.3	5.7
	918	100.0	100.0

OWNERSHIP STRUCTURE BY NUMBER OF SHARES OWNED

Number of shares	Number of owners	Per cent of owners	Per cent of shares and voting rights
1 - 100	304	33.1	0.2
101 - 200	198	21.6	0.3
201 - 300	91	9.9	0.2
301 - 500	102	11.1	0.3
501 - 1 000	90	9.8	0.5
1 001 - 2 000	48	5.2	0.6
2 001 - 5 000	31	3.4	0.7
5 001 -	54	5.9	97.2
	918	100.0	100.0

Source: The Finnish Central Securities Depository Ltd, December 31, 2002.

The figures are based on the total number of shares 13 791 601, excluding 10 000 own shares.

SHAREHOLDERS AND SHARES

SHARE CAPITAL AND SHARES

Situation after changes	Share capital EUR 1000	Share premium reserve EUR 1000	Legal reserve EUR 1000	Shares 1000	Nominal value EUR/share
December 2, 1997	11 521	15 058	20 183	13 700	0.84
June 11, 1999	11 998	20 117	20 183	14 267	0.84
March 20, 2000, cancellation of shares	11 496	20 619	20 183	13 670	0.84
March 20, 2000	13 670	20 619	18 008	13 670	1.00
Subscription with warrants 2000	13 724	21 149	18 008	13 724	1.00
Subscription with warrants 2001	13 933	23 084	18 008	13 933	1.00
March 22, 2002, cancellation of shares	13 624	23 393	18 008	13 624	1.00
Subscription with warrants 2002	13 792	24 842	18 008	13 792	1.00
April 30, 2005 if all warrants are exercised for subscription	14 661			14 661	1.00

According to the company's Articles of Association, the issued share capital must not be less than EUR 10 000 000 nor more than EUR 40 000 000. The book value of the share is EUR 1.00. The company has one series of shares.

THE COMPANY'S OWN SHARES

The Board of Directors is authorised until March 6, 2003 to acquire or convey the company's own shares. The authorisation covers a maximum of 662 332 shares, equalling 5.0 per cent of the total number of shares. During the period from September 30 to October 7, 2002 the company acquired 10 000 own shares. The average acquisition price was EUR 12.88 per share, totalling EUR 0.1 million. The authorisation allows acquisition of a further 652 332 shares.

The Board of Directors proposes to the Annual General Meeting on March 5, 2003 that the Board be authorised to decide to acquire or convey the company's own shares to a maximum of 5.0 per cent of the company's share capital.

AUTHORISATION TO ISSUE NEW SHARES

The Board of Directors is authorised until March 6, 2003 to decide on an increase of the share capital by a maximum of EUR 1 000 000 by issuing for subscription a maximum of 1 000 000 new shares.

The Board of Directors proposes to the Annual General Meeting on March 5, 2003 that the Board be reauthorised to raise the share capital by a maximum of EUR 1 000 000 by issuing a maximum of 1 000 000 new shares.

BOND LOAN WITH WARRANTS

Jaakko Pöyry Group Oyj issued in 1998 a bond loan with warrants for subscription by group personnel, by the members of the parent company's Board of Directors, and by the Group company JP-Sijoitus Oy. The bond loan with warrants is part of the Group's employee incentive scheme. The loan was repaid in 2001.

The 1 300 000 warrants attached to the bond allow subscription of 1 300 000 new shares in the company. Should all warrants be used for subscription of shares, the new shares would equal 8.9 per cent of the total number of shares. The subscription period for 390 000 warrants started on April 1, 2000, for 390 000 warrants on April 1, 2001 and for 520 000 warrants on April 1, 2002. The subscription period for all warrants ends on April 30, 2005. A total of 430 615 shares have been subscribed for under these warrants.

The subscription price for one new share is EUR 11.60 reduced by the amount of dividend per share paid after March 30, 1998 and before the share subscription. The new subscription price enters into effect on the relevant record date of each dividend distribution.

DIVIDEND POLICY

The dividend distributed by Jaakko Pöyry Group Oyj is dependent on the company's earnings and investment requirements. The objective is to increase the dividend per share from year to year, and to ensure that at least 40 per cent, or more, of earnings are distributed each year. Should the company need to expand its technology base by investing in acquisitions, or to expand its office network, the dividend-to-earnings ratio may be changed.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.60 per share, i.e. 66.7 per cent of earnings, be paid for 2002. The corresponding figures for 2001 were EUR 0.60 and 46.1 per cent.

MARKET CAPITALISATION

Jaakko Pöyry Group Oyj's market capitalisation at the end of 2002 was EUR 206.9 million. The share price decreased during the year from EUR 16.00 to EUR 15.00, equalling 6.3 per cent. The HEX portfolio index of Helsinki Exchanges decreased during the same period by 16.7 per cent. In 2002 the highest share price was EUR 19.00 and the lowest EUR 11.40.

1 615 351 shares (11.8 per cent) of Jaakko Pöyry Group Oyj were traded on the Helsinki Exchanges in 2002. The corresponding number in 2001 was 2 279 657 shares (16.5 per cent). The monthly average number of shares traded in 2002 was 134 613 compared to 189 971 shares in 2001.

QUOTATION AND TRADING CODES

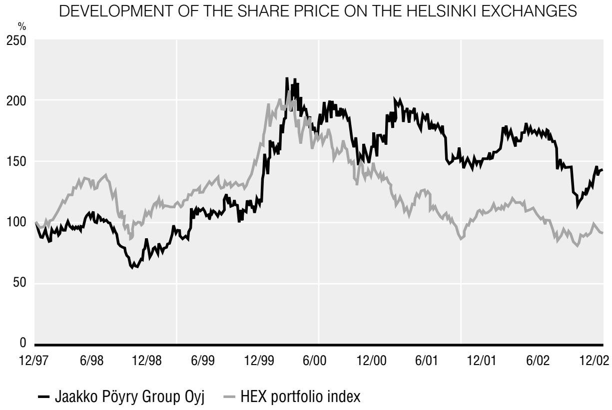
The shares of Jaakko Pöyry Group Oyj have been quoted on the Helsinki Exchanges since December 1997. The trading code and trading lot are:

Helsinki Exchanges JPG1V
Trading lot 100 shares

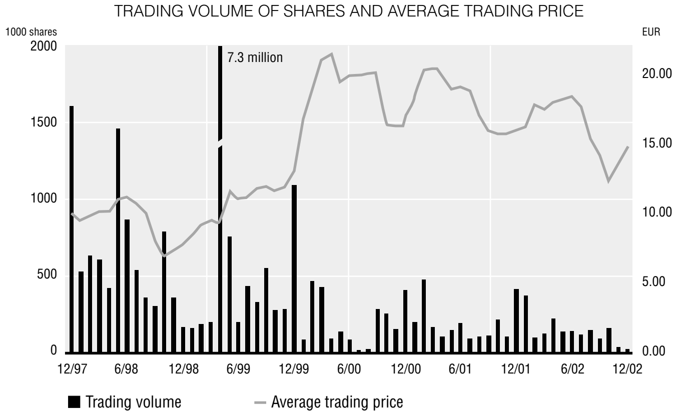
The warrants attached to Jaakko Pöyry Group Oyj's bond loan with warrants 1998 have been quoted on the Helsinki Exchanges since September 2001. The trading code and trading lot are:

Helsinki Exchanges JPG1VEW198
Trading lot 100 warrants

DEVELOPMENT OF THE SHARE PRICE ON THE HELSINKI EXCHANGES



TRADING VOLUME OF SHARES AND AVERAGE TRADING PRICE



PROPOSAL OF THE BOARD OF DIRECTORS, AUDITOR'S REPORT

The Consolidated Balance Sheet as at December 31, 2002		
shows the distributable retained earnings to stand at	EUR	46 932 000.00
The parent company's distributable earnings are		
Retained earnings	EUR	18 616 258.90
Net profit for the period	EUR	3 885 740.57
	EUR	22 501 999.47
The Board of Directors proposes that a dividend of EUR 0.60		
per share be paid on the outstanding shares as at the record date.		
On the proposal date the amount of the outstanding shares was 13 781 601.		
Accordingly EUR 0.60 per outstanding share would be	EUR	8 268 960.60
The remainder will be transferred to retained earnings, thus	EUR	14 233 038.87
	EUR	22 501 999.47

Vantaa, Finland, February 6, 2003

Jaakko Pöyry Group Oyj
Board of Directors

Heikki Lehtonen | Henrik Ehrnrooth | Jaakko Pöyry

Olle Alsholm | Matti Lehti | Harri Piehl

Franz Steinegger | Erkki Pehu-Lehtonen
President and CEO

TO THE SHAREHOLDERS OF JAAKKO PÖYRY GROUP OYJ

We have audited the accounting records, the financial statements and the administration of Jaakko Pöyry Group Oyj for the period January 1–December 31, 2002. The financial statements, which include the report of the Board of Directors, consolidated and parent company income statements, balance sheets and notes to the financial statements, have been prepared by the Board of Directors and the Managing Director. Based on our audit we express an opinion on these financial statements and on the parent company's administration.

We have conducted the audit in accordance with Finnish Standards of Auditing. Those standards require that we perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation. The purpose of our audit of administration of the parent company is to examine that the members of the Board of Directors, the Managing Director and the Deputy Managing Director have legally complied with the rules of the Finnish Companies Act.

In our opinion the financial statements showing a profit of EUR 3 885 740.57 for the parent company and EUR 12 332 000 for the Group have been prepared in accordance with the Finnish Accounting Act and other rules and regulations governing the preparation of financial statements in Finland. The financial statements give a true and fair view, as defined in the Accounting Act, of both the consolidated and parent company's result of operations as well as of the financial position. The financial statements can be adopted and the members of the Board of Directors, the Managing Director and the Deputy Managing Director of the parent company can be discharged from liability for the period audited by us. The proposal by the Board of Directors regarding the distribution of retained earnings is in compliance with the Finnish Companies Act.

Vantaa, Finland, February 6, 2003

KPMG WIDERI OY AB

Albrecht Hagert

Authorized Public Accountant

CORPORATE GOVERNANCE

The corporate administration of Jaakko Pöyry Group Oyj is based on the Finnish Companies Act and the articles of association of the company. Accordingly, the control and management of the company is divided between the shareholders represented at the General Meeting of the Shareholders, the Board of Directors, and the President and CEO. The other governing bodies of the company have an assisting and supporting role.

GENERAL MEETING

The supreme decision-making powers in the company rest with the General Meeting. Its duties are set out in the Companies Act. The Annual General Meeting decides, among other things, about the acceptance of the financial statements, distribution of dividends, release from liability of the Board of Directors and the President and CEO, acquisition and conveyance of own shares, and any changes to the articles of association. The Annual General Meeting elects the members of the Board of Directors and the auditor of the company.

BOARD OF DIRECTORS

The duties of the Board of Directors are those specified in the Companies Act. The Articles of Association of the company do not define other tasks for the Board of Directors. Accordingly, the Board of Directors is responsible for the management of the company and for the proper organisation of its operations, and for the proper supervision and control of accounting and financial matters. Moreover, the Board of Directors decides about matters which are of significant nature to the company such as strategy, annual budgets and action plans, major investments, organisational structure, and supervisory and control policies. The Board of Directors elects the President and CEO and his Deputy, and monitors and evaluates their performance. The Board of Directors consists of a minimum of four (4) and a maximum of ten (10) members. The Annual General Meeting of 2002 decided that the number of the Board members is seven (7). The Board members are appointed for a term of one year lasting until the close of the following Annual General Meeting. The Board of Directors appoints among its members a Chairman and Vice Chairmen. In 2002, the Board of Directors convened nine (9) times.

PRESIDENT AND CEO

According to the Companies Act, the President and CEO is in charge of the day-to-day management of the company in accordance with the guidelines and instructions of the Board of Directors. The duties of the President and CEO include ensuring that the company's accounting methods comply with law and other regulations, and that the financial matters are handled in a reliable manner. The President and CEO is also in charge of the preparation of matters presented to the Board of Directors and for the company's strategic planning, finance, financial planning and reporting, and risk management. The President and CEO is assisted in his duties by his Deputy. Erkki Pehu-Lehtonen has acted as President and CEO of the company and Teuvo Salminen as Deputy to the President and CEO since January 1, 1999. Both have service contracts with the company for an open-ended period and with the right to severance payments for up to 24 months of compensation in the event of termination by the company for reasons other than cause.

EXECUTIVE COMMITTEE

The Executive Committee of Jaakko Pöyry Group Oyj is chaired by the President and CEO. The Executive Committee's main responsibility is to assist the President and CEO and his Deputy in their duties. The other tasks of the Executive Committee include the review and control of financial matters, sales and operative decisions, and investments and divestments. The Executive Committee has a standard minimum agenda for the meetings. Appointments to the Executive Committee are made by the President and CEO and approved by the Board of Directors. The Executive Committee presently consists of nine (9) members. The Executive Committee convenes regularly once a month.

BUSINESS ORGANISATION STRUCTURE

The business operations of Jaakko Pöyry Group Oyj are conducted through four business groups: Forest Industry, Forest Industry Consulting, Energy, and Infrastructure & Environment. Each business group has a business group Director appointed by the President and CEO. The appointments are approved by the Board of Directors. All business groups have executive committees chaired by their business group Director. The business group Directors report to the President and CEO. The Group's parent company Jaakko Pöyry Group Oyj is responsible for the Group's administration, strategic planning, accounting, financing, and investor relations. It also provides the business groups with services related to common group functions.

DECISION-MAKING ON EXECUTIVE APPOINTMENTS

All executive appointments, as well as the terms and conditions relating to the appointments, are approved by the superior of the director proposing the appointment.

MANAGEMENT REMUNERATION AND OTHER BENEFITS

The Annual General Meeting decides about the remuneration to the members of the Board of Directors. The salary and other benefits of the President and CEO and his Deputy are resolved by the Board of Directors. Bonus schemes within the Group are profitability and performance based and part of the individual's total remuneration. The key principles on bonuses are defined in the Group Policy on Profit Bonuses. Members of the Board of Directors do not receive bonuses. The salaries, fees and benefits paid to the members of the Board of Directors are shown in the Notes to the Financial Statements. The Notes also detail the salaries, fees and benefits to the President and CEO and his Deputy as well as their pension rights.

AUDITORS

Jaakko Pöyry Group Oyj has one (1) auditor. The auditor must be an authorised public accountant firm. The auditor is appointed until further notice. The present auditor of the company is KPMG Wideri Oy Ab, authorised public accounting firm, with Albrecht Hagert, authorised public accountant as the principal auditor.

INSIDER CONTROL

The company fully complies with the Guidelines for Insiders issued by the Helsinki Exchanges. In 2002, Jaakko Pöyry Group Oyj issued revised company specific insider guidelines, which have been published and distributed throughout the Group. Jaakko Pöyry Group permanent insiders are the members of the Board of Directors, the President and CEO and his Deputy, the auditor in charge, the members of the Executive Committee as well as specifically named directors and persons responsible for financial, accounting and legal matters, and investor relations.

SUPERVISORY PROCEDURES

To ensure the achievement of the Group's financial and other targets and to minimise risk exposure, the Board of Directors has approved general rules and principles governing

- the management organisation
- the management principles
- the operational authorities and approval matrix
- the Group policies for various disciplines such as financial planning and reporting, internal and external auditing, decision-making in the employment of executives, and profit bonus principles

CALCULATION OF KEY FIGURES

Return on investment, ROI %

$$\frac{\text{profit before extraordinary items + interest and other financial expenses}}{\text{balance sheet total - non-interest bearing liabilities (average)}} \times 100$$

Return on equity, ROE %

$$\frac{\text{profit before extraordinary items - taxes}}{\text{shareholders' equity + minority interest (average)}} \times 100$$

Equity ratio %

$$\frac{\text{shareholders' equity + minority interest}}{\text{balance sheet total - advance payments received}} \times 100$$

Equity/assets ratio %

$$\frac{\text{shareholders' equity + minority interest}}{\text{balance sheet total}} \times 100$$

Net debt/equity ratio, gearing %

$$\frac{\text{interest-bearing liabilities - current investments - cash in hand and at banks}}{\text{shareholders' equity + minority interest}} \times 100$$

Current ratio

$$\frac{\text{current assets}}{\text{current liabilities}}$$

Earnings/share, EPS

$$\frac{\text{profit before extraordinary items - taxes including taxes from appropriations - minority interest}}{\text{issue-adjusted average number of shares for the fiscal year}}$$

Shareholders' equity/share

$$\frac{\text{shareholders' equity}}{\text{issue-adjusted number of shares at the end of the fiscal year}}$$

Dividend/share

$$\frac{\text{dividend}}{\text{issue-adjusted number of shares at the end of the fiscal year}}$$

Dividend/earnings %

$$\frac{\text{dividend for the fiscal year}}{\text{profit before extraordinary items - taxes including taxes from appropriations - minority interest}} \times 100$$

Effective return on dividend %

$$\frac{\text{dividend/share}}{\text{issue-adjusted trading price at the end of the fiscal year}} \times 100$$

Price/earnings multiple, P/E

$$\frac{\text{quoted share price at the end of the fiscal year}}{\text{earnings per share}}$$

Market value of share capital

$$\text{number of shares at the end of the fiscal year} \times \text{closing price at the end of the fiscal year}$$

Exchange of shares %

$$\frac{\text{number of shares exchanged during the fiscal year}}{\text{average number of shares for the fiscal year}} \times 100$$

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