

# AMBER BEVERAGE GROUP HOLDING S.À R.L.

(Registration number B218246)

# UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS for first six months of 2024

prepared in accordance with International Financial Reporting Standards as adopted by the EU



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# INFORMATION ON THE GROUP

Name of the Parent Company	Amber Beverage Group Holding S.à r.l.
Registration Number	No. B218246
Address	44, Rue de la Vallée, Luxembourg, L-2661
Main business activities of the Parent Company	Holding and management activities
Major shareholder	SPI Group Holding Limited (94%, incorporated in Cyprus)
Names and positions of the Supervisory Board Member	rs Sir Geoffrey John Mulgan, Chairman, Member of the Supervisory Board
	Mr. Simon Charles Rowe, Member of the Supervisory Board
	Mr. Douglas Brougham Cunningham, Member of the Supervisory Board
	Ms. Sabina Fatkullina Member of the Supervisory Board
	Mr. Arturs Evarts, Secretary, Member of the Supervisory Board
	Ms. Jekaterina Stuģe, Member of the Supervisory Board (until 29.01.2024)
Names and positions of the Board of Managers	Mr. Arturs Evarts, Chairman of the Board
	Mr. Javier Minguillon Espinosa, Member of the Board (until 09.07.2024)
	Ms. Jekaterina Stuģe, Chairperson of the Board (until 29.01.2024)



# Amber Beverage Group Holding S.à r.l. Unaudited condensed consolidated financial statements for first six months of year 2024

# USED ABBREVIATIONS

ABG	Amber Beverage Group, i.e., Amber Beverage Group Holding S.à r.l. and its subsidiaries
APAC	Asia – Pacific region
DACH	Germany, Austria, Switzerland region
EMEIA	Europe, Middle East, India, Africa region
ROA	Return on assets calculated as LTM Net Profit period divided by Total Assets
ROE	Return on Equity calculated as LTM Net Profit divided by Total Equity
Debt	Borrowings, including external loans, overdrafts, loans from related parties and leases
Net Debt	Debt reduced by cash and cash equivalents and short-term deposits
EBITDA	Earnings before interest, tax, depreciation, amortisation and impairment of non- financial assets, fair value adjustment on biological assets
LTM EBITDA	EBITDA for the last 12 months period
LTM Net revenue	Net revenue for the last 12 months period
9Lcs	Equivalent of 9 litre case of goods
LTM Net profit	Net profit for last 12 months



# MANAGEMENT REPORT

#### Type of operations

Amber Beverage Group (hereinafter also - the Group or ABG) is a global spirits company whose products are found in millions of households and venues across the globe. The Group was established in 2014, and through organic growth and acquisitions, it has become a global spirits industry player that unites more than 1 500 employees in more than 20 companies in the Baltic States, its historical home, Austria, Australia, Germany, Ireland, Mexico, and the United Kingdom. The Group owns three production companies, eight distribution companies, and three retail chains.

ABG produces, bottles, markets, distributes, exports, and retails a comprehensive range of beverages, of which it owns more than 100 brands, and is responsible for marketing and distributing 1 400 own- and third-party brands in all spirit categories, including Tequila, Whiskey, Vodka, as well as Wine, RTDs, and others. ABG values are Tenacity, Entrepreneurship, Fun, Excellence, Speed, and Teamwork. These are at the core of the Group's organizational spirit and overall business approach. ABG's strategic priorities are to:

- Deliver quality and value to our consumers, customers, and suppliers.
- Strengthen our market positions by building our brands and opening new markets.
- Achieve operational effectiveness and efficiency by applying rigour to everything we do.
- Build truly effective teams with an ambitious, high-performance culture.
- Generate superior business value for our third-party brand owners by providing excellent sales execution across all route-to-markets.

ABG fully-owned brands – Rooster Rojo<sup>®</sup> Tequila, KAH<sup>®</sup> Tequila, The Irishman<sup>®</sup> Whiskey, Writers' Tears<sup>®</sup> Whiskey, Riga Black Balsam<sup>®</sup>, Moskovskaya<sup>®</sup> Vodka, Grand Cavalier Brandy<sup>®</sup>, and Gradus<sup>®</sup> – are growing their awareness in more than 70 markets year by year. Due to the high quality of the liquid and the exceptional packaging, ABG core brands are bringing home numerous industry awards and positive feedback from beverage experts. One of the ABG strategy points is the opening of new markets for its core brands based on a comprehensive model for the best brand-market combination.

The second part of the ABG strategy relates to improving sales standards and proposing similar quality of services for all ABGowned distribution companies. Third-party brand management is an essential aspect of ABG's business, which is growing year after year. The Group has maintained fruitful partnerships with world-renowned producers and vintners of distilled spirits and wines, promoting their brands in the markets served by trusted ABG distribution companies. ABG is the go-to brand management and distribution company for international brand owners and producers, including Askaneli Brothers, Badel 1862, Beam Suntory, Bodegas Faustino, Brown-Forman, Casillero del Diablo, De Kuyper, Heaven Hill, Red Bull, Torres, William Grant & Sons, and others.

ABG production companies concentrate on continuous improvements within the supply chain, people management, equipment maintenance, and processes, as well as a range of sustainability initiatives, to ensure that prices for ABG brands stay at a competitive level. ABG investments are carefully considered from the perspectives of efficiency, effectiveness, and sustainability. ABG plans to further increase the use of green energy by installing additional solar panels on its production premises, as well as by instituting a fully automated warehouse construction project in Riga, Latvia, which will have the BREEAM certificate that confirms that it has been implemented in accordance with the principles of sustainable construction.

ABG cooperates with the largest suppliers of raw materials and consumables in the European Union. One of the key resources is water, which is derived from artesian wells located in territories owned by ABG. The Group strengthened its field-to-bottle tequila production capacity by acquiring additional Blue Weber Agave fields, increasing the total area of land owned to 405 hectares.

For ABG, sustainable corporate governance and compliance are the key factors in achieving its goals. The Group is committed to conducting its business responsibly and in accordance with all laws and regulations to which its business activities are subject, and to ensuring high standards of compliance in a manner that leads to an increase in its value.

The ABG Supervisory Board includes five industry professionals, independent members, and representatives of the executive board, supervising the strategic processes of the Group and providing advice.



## MANAGEMENT REPORT (continued) Performance of the Group during the reporting period

#### **Financial performance Continuous operations**

Ratio	01.01.2024- 30.06.2024	01.01.2023- 30.06.2023	Change	Change
	EUR 000	EUR 000	EUR 000	%
Net revenue	115 834	141 060	-25 226	-18%
Operating profit	-542	4 634	-5 176	-112%
Operating profit margin	-0,5%	3,3%		-3,8%
Normalized operating profit	1 043	6 139	-5 096	-83%
Normalized operating profit margin	0,9%	4,4%		-3,5%
EBITDA	3 783	7 257	-3 474	-48%
EBITDA margin	3,3%	5,1%		-1,9%
Normalized EBITDA	5 368	8 762	-3 394	-39%

Unaudited consolidated financial results presented here should be assessed considering de-consolidation of Russia based assets, namely Amber Permalko AO and Amber Talvis AO. Amber Permalko AO was sold in June 2023, whereas Amber Talvis was de-consolidated as at 30 June 2024 following the seizure of these assets by Russian government (see Note 20 *Subsequent events*). Financial statements profit and loss statement and supporting notes for current and comparative period are presented with Russian entities disclosed as Discontinued operations (see note 18). Assets and Equity and Liabilities statements for comparative period ending 31.12.2023 include Amber Talvis AO balances. Balances as on 30.06.2024 are written-off through profit and loss.



# MANAGEMENT REPORT (continued)

Comparative EBITDA of continued operations disclosed below:



Australia generated 72k positive EBITDA in H1 2023 vs -722k in H1 2024. Main reason is insufficient A&P expense recognized in H2'23 which resulted in much higher than anticipated costs in 2024. Excess cost has been consumed in H1'24, improved results expected in H2.

Mexico – 1m in H1'23 vs -718k H1'24. tequila production is at low levels due to low demand from Stoli as well as ABG brands. ABG portfolio is undergoing reforms related to changes in consumer preferences (consumer sentiment towards premium segment). Tequila overstock is being resolved during first half 2024. Mexico plant is expected to increase production at end of Q3 2024 which will improve the result in line with budget.

Global Sales – 2.5m in H1'23 vs 1.9m H1'24. Following the production COGS increase in 2023, sales price increase was not adequately implemented, which allowed customers to stock up before price adjustment in 2024. The management of Global Sales unit has been changed as well as the key focus areas of the unit. After brand price/value adjustment the sales will stabilise in H2 2024. Management costs have increased due to one-off costs related to changes in management and reorganization initiatives.

Ratios for previous periods are re-stated without Russian assets contribution:

Ratio	30.06.2024	31.12.2023	30.06.2023
ROA	1,7%	2,1%	3,8%
ROE	3,8%	5,3%	9,4%
Debt/Equity	58%	67%	74%
Debt / LTM EBITDA	4,82	4,15	3,45
Net Debt /LTM EBITDA	4,22	3,21	2,51
Equity Ratio	44%	39%	40%
Liquidity Ratio	1,18	1,13	1,24

The Management uses the previously reported alternative performance indicators in assessing the Group's performance for a particular financial period and in making decisions.



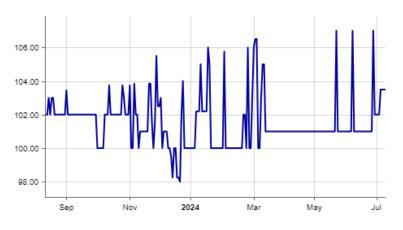
# MANAGEMENT REPORT (continued) **Funding profile**

The borrowings comprise loans from the Luminor Bank AS Latvian branch, Credit Suisse AG, and Rietumu Banka AS supporting the long-term investments, as well as overdrafts and credit lines provided by the Luminor Bank AS Latvian branch, BluOr Bank AS, Westpac, and Ultimate Finance to support the net-working capital needs and long-term unsecured loan facilities from related parties. On 21 April 2023, Amber Beverage Group Holding S.à r.l., with the intention of acquiring financing for the construction of a high-bay automated warehouse in Riga, Latvia, issued EUR 30 million in 4-year bonds (ISIN: LV0000870137), which are listed on the Frankfurt Stock Exchange (WKN: A3LE0T). Since 16 October 2023, the bonds are listed on the Nasdaq Riga Stock Exchange (AMBEFLOT27A). The Group has repaid over EUR 16 million of borrowings during LTM period and is committed to ensure further financial stabilisation during remaining 2024.

3 1 1 8 7 0 9 3 21 414 Luminor Bank AS 3 3 3 1 Credit Suisse AG 8 9 3 9 Bonds BluOr Bank AS Rietum u Banka AS 14 604 19 414 Other Banks Leases IC loans Accrued interest 30 000

As at the 30 June 2024 the composition of the debt by partners is as following:

The trading activity on the Frankfurt Stock Exchange for the period since the initial listing has been as follows:



<sup>(</sup>Source: Frankfurt Stock Exchange)

As part of the terms and conditions of the Offering Memorandum, the proceeds from the bond issue can be utilised to fund the construction of the project and to serve the respective debt. Funds obtained from the bond issue have been put on short-term deposits with Signet Bank AS with different maturities following the estimated utilisation profile for the project.

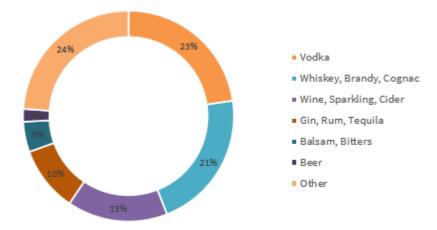
In 2024, the Parent Company has continued to work on the refinancing process of the Credit Suisse AG loan facility with a maturity date 20 December 2024 and optimising overall loan portfolio.



# MANAGEMENT REPORT (continued)

#### Non-financial performance and activities for the reporting period

The total net revenue from continuous operations of EUR 115.8 million has been generated mainly by sales in Vodka and Whiskey, Brandy, and Cognac categories:



ABG brands contributed 29% of the total volume of 3.2 million 9Lcs from continuous operations. Core brands amount to 45% of total ABG brands sold.



#### Financial risk management

In the ordinary course of business, the Group is exposed to a variety of financial risks, including credit risk, liquidity risk, and interest rate risk. The Group's management handles financial risks on an ongoing basis to minimize their potential adverse effects on the financial performance of the Group.

Most of the borrowings have variable interest rates. The Group's management is considering the use of hedging instruments to minimize the effect of variable interest rates.

Financial assets that potentially expose the Group to a certain degree of credit risk concentration are primarily trade receivables, receivables from related companies, and loans. The Group has introduced and pursues a credit policy whereby goods are sold on credit only to customers with sound credit histories. The Group also complies with sanctions regimes imposed by the EU, United Nations, and US, as well as internal procedures.

The Group pursues a prudent liquidity risk management policy, according to which adequate credit resources are ensured to settle liabilities when they fall due. The Group's management handles liquidity and cash flow risks by maintaining adequate cash reserves and securing sufficient financing by means of loans, credit lines, and finance leases, by monitoring forecasted and actual cash flows, and by matching the maturities of financial assets and liabilities on an ongoing basis.



# MANAGEMENT REPORT (continued)

#### Subsequent events

In July 2024 the Tambov District Court of Tambov Region of Russian Federation has issued a decision according to which the shares of the Amber Talvis AO owned by Amber Beverage Group Holding S.a r.l. are to be transferred for the favour of the Russian Federation. Once the motivation for the decision becomes available, the Group, along with attorneys, will examine it and use all legal means to protect its rights and restore the control over the subsidiary.

Still, by understanding the risk of negative outcome, in the unaudited financial statements for six months period ending 30 June 2024 Amber Talvis the net assets and Groups investments have been de-consolidated and the income statement items of Amber Talvis AO have been presented as discontinued operations in the consolidated statement of comprehensive income.

Despite of the existing circumstances, the management is fully convinced, that the decision made by the Tambov District Court does not and will not have any impact on the remaining operational activities of the Group, including the availability of spirit and other raw materials.

In July 2024 Amber Beverage Group Holding S.a r.l. extended the existing credit line facility provided by Luminor Bank AS until 30 November 2024.

In August 2024 Amber Distribution Latvia SIA has extended the existing overdraft facility provided by BluOr Bank AS until 15 November 2024. The total available amount of the overdraft facility has been reduced to EUR 14.9 million.

On behalf of the Board:

Arturs Evarts Chairman of the Board Luxembourg, 30 August 2024



# STATEMENT OF THE MANAGEMENTS' RESPONSIBILITY

The Board of Managers are responsible for the preparation of the consolidated financial statements in accordance with applicable law and regulations. Under that law, the Board of Managers have been elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

In preparing the consolidated financial statements, the managers should:

- Select suitable accounting policies and apply them consistently.
- Make judgements and estimates that are reasonable.
- Prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Group will continue in business as a going concern.

The managers are responsible for ensuring that proper accounting records are kept that disclose, with reasonable accuracy, at any time, the financial position of the Group and enable the managers to ensure that the consolidated financial statements comply with the IFRS as adopted by the EU. This responsibility includes designing, implementing, and maintaining such internal control as the managers determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. The managers are also responsible for safeguarding the assets of the Group, hence, for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the Board:

Arturs Evarts Chairman of the Board Luxembourg, 30 August 2024



#### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		01.01.2024- 30.06.2024	01.01.2023- 30.06.2023
	Notes	EUR 000	EUR 000
Continuing operations			
Revenue	3	181 634	216 609
Excise and duties		(65 800)	(75 549)
Net revenue		115 834	141 060
Cost of goods sold	6	(85 052)	(104 784)
Gross profit		30 782	36 276
Selling expenses	7	(20 666)	(23 860)
General and administration expenses	8	(11 412)	(10 615)
Net impairment gain/ (losses) of financial assets		(58)	(31)
Other operational income		3 236	3 581
Other operational expense		(2 316)	(2 079)
Merger and acquisition related costs		(108)	(69)
Operating profit/ (loss)		(542)	3 203
Net finance income/ (expense)	9	(3 760)	426
Profit/ (loss) before tax from continuing operations		(4 302)	3 629
Corporate income tax	10	(1 227)	(1 161)
Profit/ (loss) for the period from continuing operations	-	(5 529)	2 468
Discontinued operations			
Profit/(loss) after tax from discontinued operations	18	1 370	1 189
Profit for the period		(4 159)	3 657
Attributable to:			
Equity holders of the parent		(4 684)	3 383
Non-controlling interest		525	274
Non controlling interest	_	(4 159)	3 657
Other comprehensive income	_	6 169	(451)
Total comprehensive income/ (loss) for period	_	2 010	<u> </u>
······································	=		
Attributable to:			
Equity holders of the parent		1 474	3 339
Non-controlling interest	_	536	(133)
	_	2 010	3 206

On behalf of the Board:

Arturs Evarts Chairman of the Board Luxembourg, 30 August 2024



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

#### ASSETS

Non-current assets	Notes	30.06.2024 EUR 000	31.12.2023 EUR 000
Intangible assets		86 514	87 615
Property, plant and equipment		66 964	61 425
Rights-to-use assets		8 660	9 688
Biological assets		6 322	6 016
Non-current portion of loans to related parties		29 560	29 681
Other non-current financial assets		2 798	3 400
Non-current financial investments		2 329	2 214
Deferred tax asset		221	223
τοτα	L NON-CURRENT ASSETS	203 368	200 262
Current assets			
Inventories	11	73 662	85 648
Trade and other receivables	12	119 523	147 075
Loans to related parties		7 203	6 020
Corporate income tax		886	1 578
Short term bank deposits		8 800	12 000
Cash and cash equivalents	13	4 734	16 065
	TOTAL CURRENT ASSETS	214 808	268 386
TOTAL ASSETS		418 176	468 648



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

#### EQUITY AND LIABILITIES

	Notes	30.06.2024	31.12.2023
Capital and Reserves		EUR 000	EUR 000
Share capital		13	13
Share premium		132 553	132 553
FX revaluation reserve		3 476	(2 683)
Other reserves		1	1
Asset revaluation reserve		523	523
Pooling reserve		(306)	(21 268)
Revaluation reserve of derivatives		8	8
Retained earnings		34 926	60 573
Total equity attributable to the owners of the parent		171 194	169 720
Non-controling interest		14 296	15 114
TOTAL EQUITY		185 490	184 834
Liabilities			
Non-current liabilities			
Borrowings	16	46 875	10 245
Trade and other payables	14	11	1 357
Deferred tax liability		4 117	5 116
Derivatives		(8)	(8)
TOTAL NON-CURRENT LIABILITIES		50 995	16 710
Current liabilities			
Borrowings and bank overdrafts	16	61 315	113 951
Trade and other payables	14	78 973	97 018
Taxes payable	15	41 379	54 898
Corporate income tax liabilities	15	24	1 237
TOTAL CURRENT LIABILITIES		181 691	267 104
TOTAL LIABILITIES		232 686	283 814
		418 176	468 648

## TOTAL EQUITY AND LIABILITIES

418 176 468 648

On behalf of the Board:

Arturs Evarts Chairman of the Board Luxembourg, 30 August 2024



#### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

			Attribut	able to the ov	vners of the p	arent					
			Foreign								
			exchange		Derivatives	Asset				Non-	
	Share	Share	revaluation	Pooling	revaluation	revaluation	Other	Retained		controling	
	capital	premium	reserve	reserve	reserve	reserve	reserves	earnings	Total	interest	Total equity
	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000
1 January 2023	13	132 553	(627)	(18 041)	98	-	1	63 041	177 038	15 445	192 483
Dividends declared	-	-	-	-	-	-	-	(10 000)	(10 000)	(469)	(10 469)
Profit for the period	-	-	-	-	-	-	-	4 305	4 305	1 073	5 378
Other comprehesive income	-	-	(2 056)	-	(90)	523	-	-	(1 623)	(421)	(2 044)
Total comprehensive income	-	-	(2 056)	-	(90)	523	-	4 305	2 682	652	3 334
Reclassification of reserve due to				62				(C2)			
reorganisation of the Group	-	-	-	63	-		-	(63)	-	-	-
Derecognition due to disposal of			_	(3 290)	-			3 290		(514)	(514)
subsidiary	-	-	-	(3 2 9 0)	-		-	5 2 90	-	(314)	(514)
Impairment of negative minority interest	-	-	-	-	-		-	-	-	-	-
31 December 2023	13	132 553	(2 683)	(21 268)	8	523	1	60 573	169 720	15 114	184 834
Profit for the period	-	-	-	-	-	-	-	(4 684)	(4 684)	525	(4 159)
Other comprehesive income	-	-	6 158	-	-	-	-	-	6 1 5 8	11	6 169
Total comprehensive income	-	-	6 158	-	-	-	-	(4 684)	1 474	536	2 010
Reclassification of reserve due to loss of											
control of subsidiary	-	-	-	20 962	-	-	-	(20 962)	-	-	-
Derecognition due to loss of control of										(1 25 4)	(1 354)
subsidiary	-	-	-	-	-	-	-	-	-	(1 354)	(1 354)
30 June 2024	13	132 553	3 475	(306)	8	523	1	34 927	171 194	14 296	185 490



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

Attributable to the equity holders of the Parent Company										
					Derivatives					
		Share	FX revaluation		revaluation	Other	Retained		Non-controling	
	Share capital	Premium	reserve	Pooling reserve	reserve	reserves	Earnings	Total	interest	Total equity
	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000
1 January 2022	13	132 553	243	(18 041)	(68)	1	51 279	165 980	12 008	177 988
Transfer of prior period result	-	-	-	-	-	-	-	-	-	-
Dividends declared	-	-	-	-	-	-	(11 000)	(11 000)	(484)	(11 484)
Profit for the period	-	-	-	-	-	-	18 364	18 364	3 022	21 386
Other comprehesive income	-	-	(1 288)	-	166	-	-	(1 122)	897	(225)
Total comprehensive income	-	-	(1 288)	-	166	-	18 364	17 242	3 919	21 161
31 December 2022	13	132 553	(1 045)	(18 041)	98	1	58 643	172 222	15 443	187 665
Dividends declared	-	-	-	-	-	-	(10 000)	(10 000)	(19)	(10 019)
Profit for the period	-	-	-	-	-	-	3 383	3 383	274	3 657
Other comprehesive income	-	-	(8)	-	(36)	-	-	(44)	(407)	(451)
Total comprehensive income	-	-	(8)	-	(36)	-	3 383	3 339	(133)	3 206
Reclassification of reserve due to reorganisation of the Group	-	-	-	63	-	-	(63)	-	-	-
Reclassification of reserve due to disposal of subsidiary	-	-	-	(3 290)	-	-	3 290	-	-	-
Derecongition due to disposal of subsidiary	-	-	-	-	-	-	-	-	(514)	(514)
30 June 2023	13	132 553	(1 053)	(21 268)	62	1	55 253	165 561	14 777	180 338



Cash flow from operating activitiesProfit/ (loss) before tax for the period from continuing operations(4 302)6511Profit/ (loss) before tax form discontinued operations1579(144)Adjustments for:Pepreciation and amortisation charge4679458:Net gain on disposal of property, plant and equipment, investment properties and intrangibles(134)(11)Net gain (Joss from sale of subsidiary1477143:Interest income(1721)(126)Interest expense571613 70:Working capital changes(1987)(1216)(Increase)/ decrease in inventories11 997(622)(Increase)/ decrease in inventories1987)(12 16)(Increase)/ decrease in inventories10 34214055Corporate income tax paid(983)(12 26)Net cash generated from operating activities9 33912 865Cash generated from operating activities9 33912 865Cash flows used in investing activities9 33912 865Payments to acquire property, plant and equipment and intangible assets(6 020)(2 38:Payments to acquire biological assets-(46)Proceeds from disposal of property, plant and equipment4 194100Net cash used in investing activities11 25(31 82)Cash flows used in financing activities12 125(31 82)Cash flows used in financing activities-3000Borrowings received-10 000Net cash used in investing activities <t< th=""><th>CONSOLIDATED CASH FLOW STATEMENT</th><th></th><th>01/01/2023- 30/06/2023 EUR 000</th></t<>	CONSOLIDATED CASH FLOW STATEMENT		01/01/2023- 30/06/2023 EUR 000
Profit/ (loss) before tax for the period from continuing operations(4 302)6 511 5179Profit/ (loss) before tax from discontinued operations1579(144)Adjustments for:1579(144)Depreciation and amortisation charge4 6794 587Net gain on disposal of property, plant and equipment, investment properties and intangibles(134)(11Net (gain)/loss from sale of subsidiary1 4771 433Interest expense4 1371 4373 591Working capital changes1 1987(6 6 022)(Increase) (decrease in inventories1 1987(6 6 022)(Increase) (decrease in inventories1 0 3421 44 052Cash generated from operating activities9 3591 2 865Cash generated from operating activities9 3591 2 865Payments to acquire property, plant and equipment and intangible assets(6 020)(2 383)Payments to acquire property, plant and equipment and intangible assets- (446)1 200Proceeds from disposal of property, plant and equipment4 1941 00Proceeds from disposal of property, plant and equipment9 1001 2 825Cash flows used in investing activities1 2 8253 6 363Settlements for acquisition of subsidiaries(249)(4 08)Short term deposits placed5 93002 8 6 300Short term deposits collected9 1001 2 825Change in overdraft(4 468)1 2 9 2 3 2 9Proceeds from issue of bonds- 3 0000Borrowings from related par	Cash flow from operating activities	2011/000	2011/000
Adjustments for:46794582Depreciation and amortisation charge46794582Net gain on disposal of property, plant and equipment, investment properties and intangibles(134)(11Net gain)/loss from sale of subsidiary14771433Interest income(1721)(126)Interest income(1721)(126)Interest expense41373890Working capital changes(112)(126)(Increase)/ decrease in inventories11987(602)(Increase)/ decrease in inventories(139)(121)Cash generated from operations1034214053Corporate income tax paid(983)(122)Net cash generated from operating activities935912865Payments to acquire property, plant and equipment and intangible assets(6020)(238)Payments to acquire property, plant and equipment and intangible assets(6020)(238)Payments to acquire biological assets-(460)Proceeds from disposal of subsidiaries(249)(406)Sont term deposits placed(5900)(28 66)Short term deposits collected9100-Net cash used in financing activities-3000Borrowings received-10000Borrowings from related parties-50Repayment to borowings(8 788)(1216)Cash used in financing activities-50Cash generated from operating activities-50Cash used in financing activities-		(4 302)	6 515
Depreciation and amortisation charge4 6794 583Net gain on disposal of property, plant and equipment, investment properties and intangibles(134)(11Net (gain)/loss from sale of subsidiary1 4771 433Interest expense(1 721)(1 263Interest expense1 1 987(6 022)(Increase) / decrease in rade and other receivables3 2 526Increase/ (decrease) in trade and other receivables3 2 587Increase/ (decrease) in trade and other payables(3 9 887)(Increase) / decrease in rade and other payables(3 9 887)(Increase) / decrease in rade and other payables(9 883)(1 222)Net cash generated from operating activitiesPayments to acquire property, plant and equipment and intangible assets(6 020)Proceeds from disposal of subsidiary-9 365912 2869Settlements for acquisition of subsidiaries(249)(4 602)(2 8 660Short term deposits placed(5 900)Short term deposits collected9 100Net cash used in investing activities1 225Cash flows used in financing activities-Sort term deposits placed(5 930)Cash flows used in financing activities-Sort term deposits placed-Short term deposits placed-Sort term dep	Profit/ (loss) before tax from discontinued operations	1 579	(1 443)
Net gain on disposal of property, plant and equipment, investment properties and intangibles(134)(11Net (gain)/loss from sale of subsidiary1477143Interest income(1721)(126)Interest income(1721)(126)Interest expense4137389Vorking capital changes11987(6 02)(Increase)/ decrease in inventories11987(6 02)(Increase)/ decrease in trade and other receivables32 52618 550Increase/ (decrease) in trade and other receivables39 887)(12 16)Cash generated from operating activities9 35912 865Corporate income tax paid(983)(12 22)Net cash generated from operating activities9 35912 865Payments to acquire property, plant and equipment and intangible assets(6 020)(2 38)Payments to acquire biological assets-(460)Proceeds from disposal of property, plant and equipment41 94100Proceeds from disposal of subsidiaries(249)(4 08)Short term deposits collected9 100100Net cash used in investing activities12 25(3 825)Cash flows used in financing activities-3600Borrowings received-0000Borrowings received-0000Borrowings from related parties-55Repayment of bornowings(3 788)(12 16)Lease payment of bornowings(3 787)(2 16)Dividends paid to Parent Company's shareholders-	Adjustments for:		
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(Increase)/ decrease in inventories11 987(6 022(Increase)/ decrease) in trade and other receivables32 52618 525Increase/ (decrease) in trade and other payables(39 887)(12 166Cash generated from operating10 34214 055Corporate income tax paid(983)(12 26Net cash generated from operating activities9 35912 869Payments to acquire property, plant and equipment and intangible assets(6 020)(2 383Payments to acquire biological assets-(466Proceeds from disposal of property, plant and equipment4 194100Proceeds from disposal of property, plant and equipment-3 660Settlements for acquisition of subsidiaries(249)(4 083Short term deposits placed(5 900)(2 8 661Short term deposits collected9 100100Net cash used in investing activities11 25(31 8 22Cash flows used in financing activities-30 000Borrowings from related parties-50Borrowings from related parties-50Borrowings from related parties-50Net cash used in jneerated from financing activities-10 000Borrowings from related parties-50Net cash used in jneerated from financing activities-10 000Borrowings from related parties-50Cash used in generated from financing activities-10 000Borrowings from related parties-10 000B		5 716	13 702
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Cash flows used in investing activitiesPayments to acquire property, plant and equipment and intangible assets(6 020)(2 38:Payments to acquire biological assets-(46:Proceeds from disposal of property, plant and equipment4 194100Proceeds from disposal of subsidiary-3 66:Settlements for acquisition of subsidiaries(249)(4 08:Short term deposits placed(5 900)(28 66:Short term deposits collected9 1009 100Net cash used in investing activities1 125(31 82)Cash flows used in financing activities1 125(31 82)Interest paid(5 938)(3 45)Change in overdraft(4 468)(1 29)Proceeds from issue of bonds-30 000Borrowings received-10 000Borrowings from related parties-55Repayment of borrowings(8 788)(12 166)Lease payments(1 345)(1 36)Dividends paid to Parent Company's shareholders-(2 160)Dividends paid to non-controlling interests in subsidiaries-(1 205)Net change in cash and cash equivalents(10 055)637Cash and cash equivalents disposed due to sale of subsidary/ loss of control(1 276)(7 87Cash and cash equivalents at the begining of the period16 0657 633	Corporate income tax paid	(983)	(1 228)
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Interest paid(5 938)(3 452)Change in overdraft(4 468)(1 292)Proceeds from issue of bonds-30 000Borrowings received-10 000Borrowings from related parties-500Repayment of borrowings(8 788)(12 160)Lease payments(1 345)(1 362)Dividends paid to Parent Company's shareholders-(2 160)Dividends paid to non-controlling interests in subsidiaries-(1 195)Net cash used in/generated from financing activities(20 539)19 593Net change in cash and cash equivalents(10 055)637Cash and cash equivalents disposed due to sale of subsidary/ loss of control(1 276)(787Cash and cash equivalents at the begining of the period16 0657 633	Net cash used in investing activities	1 125	(31 825)
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Dividends paid to Parent Company's shareholders-(2 160Dividends paid to non-controlling interests in subsidiaries-(19Net cash used in/generated from financing activities(20 539)19 593Net change in cash and cash equivalents(10 055)637Cash and cash equivalents disposed due to sale of subsidary/loss of control(1 276)(78Cash and cash equivalents at the begining of the period16 0657 633			(12 166)
Dividends paid to non-controlling interests in subsidiaries(19)Net cash used in/generated from financing activities(20 539)19 593Net change in cash and cash equivalents(10 055)637Cash and cash equivalents disposed due to sale of subsidary/ loss of control(1 276)(783)Cash and cash equivalents at the begining of the period16 0657 633		(1 345)	(1361)
Net cash used in/generated from financing activities(20 539)19 593Net change in cash and cash equivalents(10 055)637Cash and cash equivalents disposed due to sale of subsidary/loss of control(1 276)(787Cash and cash equivalents at the begining of the period16 0657 633		-	(2 160)
Net change in cash and cash equivalents(10 055)637Cash and cash equivalents disposed due to sale of subsidary/loss of control(1 276)(78Cash and cash equivalents at the begining of the period16 0657 633		-	(19)
Cash and cash equivalents disposed due to sale of subsidary/loss of control(1 276)(78°Cash and cash equivalents at the begining of the period16 0657 63°	Net cash used in/ generated from financing activities	(20 539)	19 593
Cash and cash equivalents at the begining of the period 16 065 7 633	Net change in cash and cash equivalents	(10 055)	637
Cash and cash equivalents at the begining of the period 16 065 7 633	Cash and cash equivalents disposed due to sale of subsidary/loss of control	(1276)	(787)
			7 633
	Cash and cash equivalents at the end of the period	4 734	7 483



# NOTES

## (1) GENERAL INFORMATION

These unaudited condensed consolidated financial statements were approved and authorised for issue by the Board of Managers of Amber Beverage Group Holding S.à r.l. (the Parent Company) on 30 August 2024.

The Parent Company was incorporated on 26 September 2017 under the laws of the Grand Duchy of Luxembourg with the registered number B218246 as Amber Beverage Group Holding S.à r.l. The Parent Company's registered office is at 44 Rue de la Vallée, L-2661, Luxembourg.

As of 30 June 2024, Amber Beverage Group (further on – the Group or ABG) consists of the Parent Company and its subsidiaries (see also Note 19).

# (2) ACCOUNTING POLICIES

#### Basis for preparation

The unaudited condensed consolidated financial statements for six months of the year 2024 of the Group have been prepared in accordance with IAS 34 Interim Financial Reporting.

The interim consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Group's annual consolidated financial statements for the year 2023.

#### Basis for consolidation

The consolidated financial statements incorporate the financial statements of the Parent Company and entities controlled by the Parent Company (its subsidiaries). Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and can affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee).
- Exposure, or rights, to variable returns from its involvement with the investee.
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that the majority of voting rights result in control. To support this presumption, and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee.
- Rights arising from other contractual arrangements.
- The Group's voting rights and potential voting rights.

The Group re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income, and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.



#### Functional currency and revaluation

The functional and presentation currency of the main Group entities is the euro (EUR), as the European Union is the primary economic environment in which the Group's subsidiaries operate. These consolidated financial statements are presented in thousand euros (unless stated otherwise).

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

During the consolidation process for entities with functional currency other than the functional currency of the Parent Company, the positions of the statement of financial position are revalued at the year–end exchange rate, and the positions of the statement of comprehensive income, cash–flow statement, and statement of changes in equity are revalued at the average exchange rate for the reporting period (or the average exchange rate for the period the Group has obtained control).

The following foreign currency exchange rates have been applied:

	Average for period 01/01/2024- 30/06/2024	Average for period 01/01/2023- 30/06/2023	Closing rate as of 30/06/2024	Closing rate as of 31/12/2023
USD/EUR	1.0813	1.0807	1.0705	1.1050
AUD/EUR	1.6422	1.5989	1.6079	1.6263
GBP/EUR	0.8547	0.8764	0.8464	0.8691
RUB/EUR	97.9779	83.6510	92.4184	99.1919
MXN/EUR	18.5089	19.6457	19.5654	18.7231
CHF/EUR	0.9615	0.9856	0.9634	0.9260
CAD/EUR	1.4685	1.4565	1.4670	1.4642

Exchange differences on monetary items are recognised in the statement of comprehensive income in the period in which they arise.

#### Changes in accounting policy and disclosures

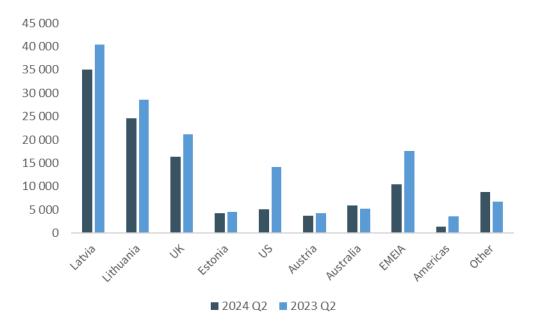
The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of new standards effective as of 1 January 2024. The Group has not early adopted any standard, interpretation, or amendment that has been issued but is not yet effective. The Group intends to adopt the above standards and interpretations and evaluate their effects on the effective date.



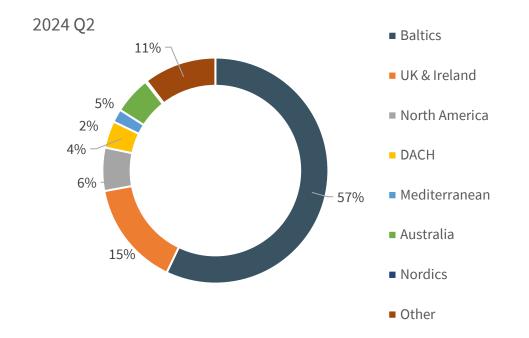
## (3) SEGMENT REPORTING

	Produ	ction	Distribution manag		Manageme Elimina		Consoli	idated
	01/01/2024- 30/06/2024	01/01/2023- 30/06/2023	01/01/2024- 30/06/2024	01/01/2023- 30/06/2023	01/01/2024- 30/06/2024	01/01/2023- 30/06/2023	01/01/2024- 30/06/2024	01/01/2023- 30/06/2023
	EUR 000							
Net revenue from continuing operations								
Third party revenue	18 261	29 012	97 573	112 048	-	-	115 834	141 060
Intersegment revenue	19 003	26 470	9 540	9 333	(28 543)	(35 803)	-	-
Segment net revenue from continuing								
operations	37 264	55 482	107 113	121 381	(28 543)	(35 803)	115 834	141 060
Operating profit from continuing operations	(353)	556	3 399	4 723	(3 588)	(2 076)	(542)	3 203
Finance income							875	1 572
Finance costs							(4 635)	(1 146)
Income tax							(1 227)	(1 161)
Net profit from continuing operations						-	(5 529)	2 468

The Group is domiciled in Luxembourg, with the primary activities carried out through its own route-to-market network in the Baltics (Latvia, Lithuania, Estonia), the UK, Australia, Austria, Germany, and in the global market through operations in Cyprus. The amount of net revenue from external customers, broken down by region of delivery, is presented as follows:



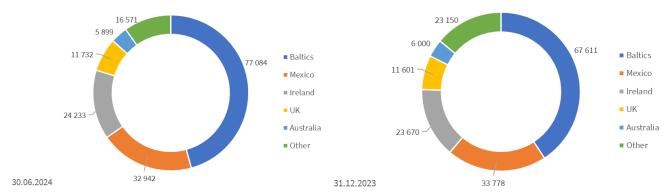




	Produc	tion	Distribution a manage		Managemer Elimina		Consolio	dated
	30.06.2024	31.12.2023	30.06.2024	31.12.2023	30.06.2024	31.12.2023	30.06.2024	31.12.2023
-	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000	EUR 000
Non-current segment								
assets	95 624	75 081	65 738	66 057	7 100	23 606	168 462	164 744
Current segment assets	89 685	98 600	94 100	134 482	13 635	5 542	197 420	238 624
Segment assets	185 309	173 681	159 838	200 539	20 735	29 148	365 882	403 368
Deferred tax assets							221	223
Current tax receivable							886	1 578
Loans to related parties							36 763	35 701
Other non-current assets Non-current financial							2 798	3 400
investments							2 329	2 214
Short term deposits						_	9 296	22 164
Total assets						=	418 175	468 648
Non-current segment liabilities	(1 679)	(1 957)	(2 950)	(4 830)	(114)	(207)	(4 743)	(6 994)
Current segment liabilities	(86 827)	(104 320)	(171 795)	(202 015)	135 910	151 673	(122 712)	(154 662)
Segment liabilities	(88 506)	(106 277)	(174 745)	(206 845)	135 796	151 466	(127 455)	(161 656)
Deferred tax liabilities							(4 117)	(5 116)
Current tax payable Interest-bearing loans and							(25)	(1 237)
borrowings							(101 097)	(115 813)
Derivatives						_	8	8
Total liabilities						_	(232 686)	(283 814)



The total non-current assets other than financial instruments and deferred tax assets, broken down by location of assets, are presented in the following graph:



## (4) OPERATING PROFIT

#### rating profit

	01.01.2024-	01.01.2023-
	30.06.2024	30.06.2023
	EUR 000	EUR 000
Gross Revenue	181 634	216 609
Excise and duties	(65 800)	(75 549)
Netrevenue	115 834	141 060
Cost of inventories	(76 133)	(94 043)
Advertising, marketing and promotional costs	(1 923)	(2 747)
Logistic costs	(3 737)	(4 616)
Staff costs	(21 727)	(23 628)
Other indirect costs	(10 124)	(10 804)
Marketing income	-	-
Other operating income	3 236	3 571
Net impairment loss on financial assets	(58)	(31)
Depreciation and amortisation - cost of goods sold	(928)	(878)
Depreciation and amortisation - selling costs	(950)	(1 659)
Depreciation and amortisation - administration costs	(2 447)	(1517)
Reversal of impairment	-	-
Depreciation, amortisation and impairment	(4 325)	(4 054)
Fair value adjustment to biological assets	-	-
M&A related costs	(108)	(69)
Net gain/ (loss) from disposal of subsidiaries	(1 477)	(1 436)
Operating profit	(542)	3 203



# (5) EBITDA RECONCILIATION

	01.01.2024-	01.01.2023-
	30.06.2024	30.06.2023
	EUR 000	EUR 000
Operating profit	(542)	3 203
Add-back for:		
Depreciation, amortisation and impairment	4 325	4 054
EBITDA from continuous operations	3 783	7 257
M&A related costs	108	69
Net gain/ (loss) from disposal of subsidiaries	1 477	1 436
Normalized EBITDA	5 368	8 762
(6) COST OF GOODS SOLD		
	01.01.2024-	01.01.2023-

		01.01.2024-	01.01.2025-
		30.06.2024	30.06.2023
		EUR 000	EUR 000
Cost of inventories		76 133	94 043
Staff costs		3 938	5 183
Depreciation and amortisation		928	878
Utility expense		898	1 344
Nature resource tax		1 382	1 462
Maintenance costs		375	340
Change in accruals		(269)	(88)
Real estate tax		121	118
Insurance costs		54	43
Laboratory expense		31	55
Other production costs		1461	1 406
	Total	85 052	104 784



# (7) SELLING EXPENSES

		01.01.2024-	01.01.2023-
		30.06.2024	30.06.2023
		EUR 000	EUR 000
Staff costs		11 808	12 212
Advertising		1 923	2 747
Transport and logistics		3 737	4 616
Mainenance of premises and similar costs		992	907
Depreciation and amortisation		950	1 659
Maintenance of cars		69	78
Packaging materials		88	132
Change in accruals		(78)	228
Other distribution costs		1 177	1 281
	Total	20 666	23 860



#### (8) GENERAL AND ADMINISTRATIVE EXPENSES

		01.01.2024-	01.01.2023-
		30.06.2024	30.06.2023
		EUR 000	EUR 000
Staff costs		5 982	6 2 3 3
Depreciation and amortisation		2 447	1 517
IT maintenance		310	342
Management and professional service expense		630	896
Office expense		205	212
Business Trips		120	339
Communication		188	213
Representation		107	200
Bank commissions		97	111
Training expense		7	71
Other administration	_	1 319	1 067
	Total	11 412	10 615

# (9) NET FINANCE INCOME/ (EXPENSES)

	01.01.2024-	01.01.2023-
	30.06.2024	30.06.2023
	EUR 000	EUR 000
Finance income:		
Interest income	308	75
Interest income from related parties	1 317	1 121
Foreign exchange gain, net	(908)	3 000
Other financial income	158	265
Total finance income	875	4 461
Finance expense:		
Interest expense	(3 867)	(3 403)
Interest expense to related parties	(260)	(323)
Foreign exchange gain/ (loss), net	(95)	-
Amortisation of loan related expense	(413)	(309)
Other financial expense	-	
Total finance expense	(4 635)	(4 035)
Net finance income/ (expense) _	(3 760)	426
(10) CORPORATE INCOME TAX		
	01.01.2024-	01.01.2023-
	30.06.2024	30.06.2023
	EUR 000	EUR 000
Current income tax	565	514
Change in deferred corporate income tax	662	647
Total	1 227	1 161



## (11) INVENTORIES

	Totat	15002	05 0+0
	Total	73 662	85 648
Provisions for obsolete inventories		(2 753)	(4 344)
Other		92	408
Goods on the way		1 491	3 233
Production in progress		2 7 3 1	3 309
Finished goods and merchandize		51 926	59 345
Raw materials		20 175	23 697
		EUR 000	EUR 000
		30.06.2024	31.12.2023

# (12) TRADE AND OTHER RECEIVABLES

Other debtors include Groups net claims towards Amber Talvis EUR 9 million. These receivables have occurred on normal course of business in prior periods and are supported by enforceable contracts. In comparative period these receivables were intercompany balances which were eliminated in consolidated figures.

		30.06.2024	31.12.2023
		EUR 000	EUR 000
Gross trade receivables		58 404	91 386
Expected credit loss allowance		(1 273)	(1 403)
Net trade receivables		57 131	89 983
Receivables from related parties		38 414	40 581
Accrued income		5 356	4 266
Prepayments		3 254	2 657
Other debtors		15 368	9 588
	Total	119 523	147 075

## (13) CASH AND CASH EQUIVALENTS

	Total	4 7 3 4	16 065
Cash in transit		70	109
Cash in shops		113	115
Petty cash		2	4
Short term deposits		496	10 164
Cash at bank		4 053	5 673
		EUR 000	EUR 000
		30.06.2024	31.12.2023



# (14) TRADE AND OTHER PAYABLES

	Total	41 403	56 135
Other		1 705	2 430
Corporate income tax		24	1 237
Value added tax		9014	12 943
Excise tax		30 660	39 525
		EUR 000	EUR 000
		30.06.2024	31.12.2023
(15) TAXES PAYABLE			
Current		81 231	97 018
Non-current		11	1 357
Out of that:			
	Total	81 242	98 375
Other payables		2 007	1 427
Deferred income		845	1 271
Advances received		583	972
Dividends payable		10 588	10 588
Salaries payable		1 327	1 174
Contingent consideration		1 050	1 549
Vacation reserve		2 109	2 077
Payables to related parties		4 833	4 997
Accrued expense		8414	11 198
Trade payables		49 486	63 122
		EUR 000	EUR 000
		30.06.2024	31.12.2023



# (16) NET BORROWINGS

	30.06.2024	31.12.2023
	EUR 000	EUR 000
Bank overdrafts	39 259	53 145
Bank loans	19 483	27 693
Bonds issued	-	30 000
Accrued interest on bank loans	255	287
Loans from related parties	(42)	79
Borrowings due within one year	58 955	111 204
	30.06.2024	31.12.2023
Non-current interest-bearing loans and borrowings	EUR 000	EUR 000
Bank loans	8 961	84
Bonds issued	30 000	-
Loans from related parties	3 181	4 525
Borrowings due after one year	42 142	4 609
Total borrowings before derivative financial		
instruments	101 097	115 813
Derivative financial instruments	(8)	(8)
Lease liabilities	7 093	8 383
Gross borrowings	108 182	124 188
Less: Cash and cash equivalents	(4 734)	(16 065)
Less: Short-term bank deposits	(8 800)	(12 000)
Net borrowings	94 648	96 123



# (17) CAPITAL MANAGEMENT

	30.06.2024	31.12.2023
	EUR 000	EUR 000
Borrowings	108 182	124 188
Cash and cash equivalents	(4 734)	(16 065)
Short term bank deposits	(8 800)	(12 000)
Equity	185 490	184 834
Gearing ratio	51%	52%
Equity	185 490	184 834
Assets	420 434	468 648
Equity to Assets ratio	44%	39%
Borrowings	108 182	124 188
LTM EBITDA	22 447	29 934
Debt/EBITDA ratio	4,8x	4,1x
Borrowings	108 182	124 188
Cash and cash equivalents	(4 734)	(16 065)
Short term bank deposits	(8 800)	(12 000)
EBITDA	22 447	29 934
Net Debt/ EBITDA ratio	<u>4,2x</u>	3,2x
LTM EBITDA	22 447	29 934
Consolidated Net finance charges	5 565	9 320
Interest coverage ratio	4x	3,2x



## (18) DISCONTINIUED OPERATIONS

Profit and loss statement for the period ending 30.06.2023 includes both Amber Talvis and Amber Permalko, period ending 30.06.2024 includes only Amber Talvis. Loss from de-recognition of Amber Talvis recorded in profit and loss line *Other operational expense*. De-recognition of pooling reserve presented in Equity statement line *Reclassification of reserve due to loss of control of subsidiary*.

	01.01.2024-	01.06.2023-
	30.06.2024	30.06.2023
	EUR 000	EUR 000
Discontinued operations		
Revenue	5 133	22 760
Cost of goods sold	(3 247)	(13 806)
Gross profit	1 886	8 954
Operational expenses	(1 295)	(4 524)
Operating profit/ (loss)	591	4 430
Net finance income/ (expense)	990	(2 986)
Profit/ (loss) before tax	1 581	1 444
Corporate income tax	(211)	(255)
Profit/(loss) after tax from discontinued operations	1 370	1 189
EBITDA from Discontinued operations	968	4 957



# (19) GROUP STRUCTURE

Name	Principal activities	Country of incorporation	% Equity interest 30/06/2024	% Equity interest 31/12/2023
Amber Beverage Group Holding S.à r.l. (Parent Company)	Holding and management activities	Luxembourg	-	-
Amber Distribution Latvia SIA	Distribution	Latvia	100%	100%
Interbaltija Amber SIA	Distribution	Latvia	100%	100%
Amber Distribution Estonia OU	Distribution	Estonia	100%	100%
Amber Distribution Lithuania UAB	Distribution	Lithuania	100%	100%
Amber Beverage UK Ltd	Distribution	The UK	100%	100%
Amber Beverage Australia Pty Ltd	Distribution	Australia	100%	100%
Amber Beverage Austria GmbH	Distribution	Austria	100%	90%
Amber Beverage Germany GmbH	Distribution	Germany	100%	100%
Indie Brands Ltd	Distribution	The UK	100%	75%
Indie Spirits Ltd	Distribution	The UK	100%	75%
WW Equity House Holding Ltd	Holding activities	Ireland	100%	100%
WW Equity House Trading Ltd	Distribution and brand management	Ireland	100%	100%
Amberbev International Ltd	Distribution	Cyprus	100%	100%
Amber Latvijas balzams AS	Production of alcoholic beverages	Latvia	89.99%	89.99%
Amber Production Tequila S.A. de C.V.	Production of alcoholic beverages	Mexico	100%	100%
Amber Agave S.A. de C.V.	Agricultural activities	Mexico	100%	100%
Amber Talvis AO (see Note 19)	Rectification of ethyl alcohol	Russia	72.87%	72.87%
Amber Production Remedia OU	Production of alcohol beverages	Estonia	100%	100%
Amber IP Brands S.à r.l.	Intellectual property rights management	Switzerland	100%	100%
Amber Beverage Group SIA	Management services	Latvia	100%	100%
Think Spirits NL B.V.	Management services	The Netherlands	100%	100%
ABG Real Estate SIA	Real estate management	Latvia	100%	100%



# (20) SUBSEQUENT EVENTS

In July 2024 the Tambov District Court of Tambov Region of Russian Federation has issued a decision according to which the shares of the Amber Talvis AO owned by Amber Beverage Group Holding S.a r.l. are to be transferred for the favour of the Russian Federation. Once the motivation for the decision becomes available, the Group, along with attorneys, will examine it and use all legal means to protect its rights and restore the control over the subsidiary.

Despite of the existing circumstances, the management is fully convinced, that the decision made by the Tambov District Court does not and will not have any impact on the remaining operational activities of the Group, including the availability of spirit and other raw materials.

In July 2024 Amber Beverage Group Holding S.a r.l. has extended the existing credit line facility provided by Luminor Bank AS until 30 November 2024.

In August 2024 Amber Distribution Latvia SIA has extended the existing overdraft facility provided by BluOr Bank AS until 15 November 2024. The total available amount of the overdraft facility has been reduced to EUR 14.9 million.

Since the last day of interim financial statements and the signing of these unaudited condensed consolidated financial statements, there have been no other subsequent events that would have a significant effect on the financial position of the Group as of 30 June 2024.

On behalf of the Board:

Arturs Evarts Chairman of the Board Luxembourg, 30 August 2024