



Prospectus
on public offering, listing and
admission of shares to trading

October 2021

Akciju sabiedrība VIRŠI-A
(Joint-stock company registered
in the Republic of Latvia)

Offering of up to 1,509,121 Offer Shares
Offer Price EUR 4.49 per Offer Share
Offer Period 25 October 2021 – 5 November 2021

Prospectus on Public Offering, Listing and Admission of Shares to Trading

This prospectus on public offering, listing and admission of shares to trading (the “**Prospectus**”) has been prepared and published by akciju sabiedrība “VIRŠI-A”, a joint-stock company incorporated under the laws of Latvia with registration number 40003242737 (the “**Company**” or the “**Issuer**” and, together with its subsidiaries, the “**Group**”) solely for use in connection with (i) newly issued shares; and (ii) the admission of the Shares to trading on Nasdaq Riga First North.

The Company is offering up to 1,509,121 new shares (the “**Offer Shares**”). If the over-allotment option is exercised, the total number of Offer Shares may increase by up to 1,735,489 Offer Shares. The Offer Shares are offered (i) publicly to retail investors in Latvia, Estonia and Lithuania (the “**Retail Offering**”) and (ii) non-publicly to qualified investors (as falling within the meaning of Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the “**Prospectus Regulation**”) in Latvia and in certain selected Member States of the European Economic Area as well as other selected investors in reliance on certain exemptions available under the laws of the respective Member States (the “**Institutional Offering**”) and, together with Retail Offering, the “**Offering**”).

Pursuant to authorisation of the Extraordinary General Meeting of the Shareholders held on 30 September 2021, the Management Board of the Company has resolved to apply for admission of all the Shares of the Company, including the Offer Shares, to trading on Nasdaq Riga First North. The Prospectus has been registered with the decision 02.01.02.02.668/133 of the Latvian Financial Capital Market Commission (the “**FCMC**”) on 19 October 2021.

The Offer Period of the Offer Shares commences on 25 October 2021 at 10:00 and terminates on 5 November 2021 at 15:30 (the “**Offer Period**”) in accordance with the terms and conditions set out in this Prospectus. The Offer Price is EUR 4.49 per one Offer Share (the “**Offer Price**”), of which EUR 0.50 is the nominal value of one Offer Share and EUR 3.99 is the issue premium.

In relation with the Offering, the Company and the Shareholders have agreed that AS LHV Pank as the stabilising manager (the “**Stabilising Manager**”) will have the right to acquire the Offer Shares on the Nasdaq Riga in the amount up to 226,368 shares (the “**Over-Allotment Shares**”). The Over-Allotment Shares bear the same rights as the Offer Shares. Further information about the number of over-allotment shares sold in the Offering is presented in the Section 17.16 “Dilution” of this Prospectus. The Stabilising Manager will have the right to acquire Offer Shares on Nasdaq Riga First

North in the amount equal to the Over-Allotment Shares by retaining the proceeds from the sale of the Offer Shares (the “**Stabilisation Proceeds**”), in order to stabilise the stock market price of the Offer Shares at a level higher than that which would otherwise prevail in conformity with the applicable law (including with Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (Market Abuse Regulation)). The Company and the Stabilising Manager shall notify of all transactions made for the purposes of stabilisation in accordance with applicable law. The Stabilising Manager may make the purchase within 30 calendar days (included) as of commencement of the trading with the Shares on Nasdaq Riga First North (the “**Stabilisation Period**”). The stabilising transactions to purchase the Offer Shares may only be effected at a price not exceeding the Offer Price. The Stabilising Manager will not, however, be required to carry out any stabilisation actions. If any such actions are carried out by the Stabilising Manager, they may be discontinued at any time without prior notice. No assurance can be given that such stabilisation actions, if taken, will bring the expected results. At the end of the Stabilisation Period, any remaining Stabilisation Proceeds which were not used for stabilisation activities will be provided to the Company (net of respective costs) by the Stabilising Manager.

Up until registration of Prospectus the Company submitted an application for admission to trading on First North to Nasdaq Riga for the listing and admission to trading of all the Shares of the Company (the “**Shares**”), including Offer Shares, on the Nasdaq Riga First North. Trading in the Shares on the Nasdaq Riga First North is expected to commence on or about 11 November 2021.

The Company reserves the right to cancel or postpone the Offering or amend the terms and conditions of the Offering in accordance with the terms and conditions prescribed in this Prospectus.

Investment in Shares entails risks. While every care has been taken by the Company to ensure that this Prospectus presents a fair and complete overview of the Company, the Group and their operations, and the Offer Shares, the value of investment in the Offer Shares may be significantly affected by circumstances that are either not evident at the date of approval of this Prospectus or not reflected in this Prospectus. Investment in Offer Shares must be based on this Prospectus as a whole. Hence, we ask you to study this Prospectus with care.

The Prospectus is valid until the end of the Offer Period or commencement of trading with Shares on Nasdaq Riga First North, whichever occurs later. The Company is obligated to update the Prospectus by publishing a supplement only in case new facts, material errors or inaccuracies occur. Such an obligation does not apply after the end of the validity period of the Prospectus.

Notice to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MIFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MIFID II; and (c) local implementing measures (collectively, the “**MIFID II Product Governance Requirements**”), and disclaiming all and any liability, which any “manufacturer” (for the purposes of the MIFID II Product Governance Requirements) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and

investors who meet the criteria of professional clients and eligible counterparties, each as defined in MIFID II (the “**Positive Target Market**”); and (ii) eligible for distribution through all distribution channels as are permitted by the MIFID II (the “**Appropriate Channels of Distribution**”). Distributors should note that: the price of the Offer Shares may decline and Investors could lose all or part of their investment; the Offer Shares offer no guaranteed income and no capital protection; and an investment in the Offer Shares is suitable only for investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating

the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Conversely, an investment in the Offer Shares is not suitable for investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile (the **"Negative Target Market"** and, together with the Positive Target Market, the **"Target Market Assessment"**).

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling

restrictions in relation to the Offering. For the avoidance of any doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MIFID II; or (b) a recommendation to any Investor or group of Investors to invest, or purchase, or take any other action whatsoever with respect to the Offer Shares. Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares and determining Appropriate Channels of Distribution.

Applicable Law and Legal Information

The Prospectus has been drawn up in accordance Prospectus Regulation and the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004 (the **"Delegated Regulation"**), in particular, with Annex 1 "Registration document for equity securities" and Annex 11 "Securities note for equity securities or units issued by collective investment undertakings of the closed-end type" thereof.

The Company is a joint stock company organised and existing under the laws of Latvia. As a result, the rights of shareholders of

the Company will be governed by Latvian law and the Company's Articles of Association (the **"Articles of Association"**). The rights of shareholders under Latvian law may differ from the rights of shareholders of companies registered in other jurisdictions. This Prospectus and the terms and conditions of the Offering as set out in this Prospectus and any sale and purchase of the Offer Shares shall be governed by, and construed in accordance with, Latvian law. The courts of Latvia shall have exclusive jurisdiction to settle any dispute which may arise out of, or in connection with, the Offering or this Prospectus.

Please review the Introductory Information indicated below in this Prospectus before reading the Prospectus.



Global Lead Manager and Bookrunner

AS LHV Pank

Introductory Information

Important Information to Investors

A person considering the possibility of investing in the securities of the Company (“**Prospective Investor**”) should make their own assessment as to the suitability of such investment. Prior to making any decision as to whether to subscribe for or purchase Offer Shares, Prospective Investors should read this Prospectus in its entirety and should not just rely on key information or information summarised within it. When making an investment decision, Prospective Investors must rely upon their own examination, analysis and enquiries of the Company and the Group and the terms of the Offering, including the merits and risks involved.

Without prejudice to any obligation of the Issuer to publish a supplementary prospectus, neither the delivery of this Prospectus nor any issue or sale made under this Prospectus shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Company or of the Group since the date of this Prospectus or that the information contained herein is correct as at any time subsequent to the date of this Prospectus. The contents of this Prospectus should not be construed as legal, business, financial or tax advice.

No person has been authorised to provide any information or to make any representations other than those contained in this Prospectus in connection with the Offering and, if given or made, such information or representations must not be relied upon as having been authorised by or on behalf of the Company, the Management Board or LHV. Neither the Company nor LHV, or any of their respective representatives, is making any representation to any

offeree or purchaser of the Offer Shares regarding the legality of an investment in the Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each Prospective Investor should consult with his or her own adviser(s) as to the legal, tax, business, financial and related aspects of a subscription for or purchase of the Offer Shares.

This Prospectus does not constitute an offer of, or the solicitation of an offer to subscribe for or buy any Offer Shares to any person in any jurisdiction. The distribution of this Prospectus in certain jurisdictions may be restricted by law. Other than in Latvia, Estonia and Lithuania, no action has been or will be taken by the Company to permit an issue of the Offer Shares or to permit the possession or distribution of this Prospectus (or any other issuing or publicity materials relating to the Offering or Offer Shares) in any jurisdiction where further action may be required for that purpose. Neither this Prospectus, nor any advertisement nor any other material relating to same may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offering and the issue of the Offer Shares disclaim any responsibility or liability for the violations of any such restrictions.

Structure of the Offering

The Offering consists of (i) a public offering to retail investors in Latvia, Estonia and Lithuania, and (ii) a private placement to institutional investors in Latvia and in certain selected Member States of the European Economic in accordance with applicable rules and exceptions. The Offering is neither directed to the general public in

any particular country other than Latvia, Estonia or Lithuania, nor directed to any person whose participation would require additional prospectuses, registrations or measures other than those prescribed under Latvian law.

Responsible Persons and Limitation of Liability

The Company is the person responsible for the information given in this Prospectus. The Company accepts responsibility for the correctness and accuracy of the information in this Prospectus as at the date of registration of the Prospectus. Having taken all

responsible care, the Company believes that the information in this Prospectus is, to the best of the Company's knowledge, in conformity with the facts and excludes no information likely to affect the meaning of this Prospectus.

[Signed with secure electronic signature]

Chairman of the Management Board
Jānis Vība

[Signed with secure electronic signature]

Member of the Management Board
Vita Čirjevskā

[Signed with secure electronic signature]

Member of the Management Board
Linda Prūse

Without the prejudice to the above, the persons responsible for the information given in this Prospectus are not liable solely on the basis of the summary of this Prospectus, unless the information given in the summary is misleading or inaccurate together with this

Prospectus or does not provide material information needed for a decision on the investment in Offer Shares together with other parts of this Prospectus.

Legal status of Nasdaq Riga First North

Nasdaq Riga First North is a multilateral trading facility (an alternative market), operated by Nasdaq Riga. It does not have the same legal status as a regulated market. Companies listed on Nasdaq Riga First North are subject to the rules of Nasdaq Riga First North and not the legal requirements for admission to trading on a regulated market. The risk of investing in a company that is traded on Nasdaq Riga First North may therefore be higher compared to investing in a

company that is traded on a regulated market. In addition, the Issuer is not subject to mandatory share buy-back obligations stipulated in the Financial Instruments Market Law. All companies with shares admitted to trading on Nasdaq Riga First North have a certified adviser that monitors a company's compliance with the rules. The approval of admitting to trading on Nasdaq Riga First North is in the competence of Nasdaq Riga, AS.

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1. Summaries

1.1. Summary in English

1.1.1. Introduction and warnings

Name and international securities identification number (ISIN) of the securities

Share of VIRŠI-A, international securities identification number (ISIN): LV0000101848.

Identity and contact details of the Issuer, including its legal entity identifier (LEI)

The business name of the Issuer is akciju sabiedrība "VIRŠI-A". The Issuer is a joint stock company, incorporated in Latvia and operating under the Laws of Latvia, registered in the Commercial Register on 6 January 1995 under the registration number 40003242737. The registered address of the Issuer is 17 Kalna Street, Aizkraukle, Aizkraukle parish, Aizkraukle region, LV-5101, Latvia. The Issuer's e-mail is birojs@virsi.lv, telephone number: +371 65133677. Its legal entity identifier (LEI) is 213800DMDEDIDNEAOR80.

Identity and contact details of the competent authority approving the prospectus

The Prospectus has been approved by the Latvian Financial and Capital Market Commission, as the competent authority. Address of the Latvian Financial and Capital Market Commission is 1 Kungu Street, Riga, LV-1050, e-mail: fktk@fktk.lv, telephone number: +371 67774800.

Date of approval of the prospectus

This Prospectus was approved on 19 October 2021.

Warnings

The Summary has been prepared in accordance with Article 7 of Regulation (EU) 2017/1129 and should be read as an introduction to the Prospectus. Any decision to invest in the Offer Shares should be based on a consideration of the Prospectus as a whole by the investor. Investment in the Offer Shares entails risks and the investor

could lose all or part of the invested capital. Where a claim relating to the information in this Prospectus is brought before court, the plaintiff investor may be required, under national law, to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability in relation to this summary attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

1.1.2. Key information on the Issuer

Who is the Issuer of securities?

The Issuer is akciju sabiedrība "VIRŠI-A", a joint stock company incorporated in Latvia and operating under the Laws of Latvia. The registered address of the Issuer is 17 Kalna Street, Aizkraukle, Aizkraukle parish, Aizkraukle region, LV-5101, Latvia and its LEI number is 213800DMDEDIDNEAOR80. The Issuer is registered in the Commercial Register with registration number 40003242737.

The main activities of the Issuer are retail sale of automotive fuel in specialised stores (NACE 47.30) and fuel, solid, liquid and gaseous fuel and related product wholesale (NACE 46.71). The Issuer is the parent company of the Group. The Issuer sells wide range of fuel products to retail and wholesale customers. The main fuel products include petrol, diesel, liquefied petroleum gas (LPG) and compressed natural gas (CNG). The Issuer also sells convenience stores products, such as food, coffee, drinks and tobacco products in fuel stations. In addition, the Subsidiary SIA "VIRŠI Renergy" offers electricity and natural gas to its B2B customers.

As of the date of this Prospectus, the following Shareholders hold over 5% of total share capital of the Issuer and are considered as the main Shareholders of the Issuer:

Name of Shareholder	Number of Shares held	Proportion	Person directly or indirectly controlling the Shareholder
Jānis Riekstiņš	3,178,840	23.8%	N/A
Jānis Rušmanis	3,151,960	23.6%	N/A
Ruta Plūme	3,151,960	23.6%	N/A
Ilgvars Zuzulis	1,936,480	14.5%	N/A
Andris Priedītis	1,936,480	14.5%	N/A
TOTAL	13,355,720	100.0%	

To the extent known to the Issuer, none of the major Shareholders controls the Issuer directly or indirectly. The Issuer is not aware of any arrangements the operation of which may later result in a change in control of the Company. Additionally, the Company is not aware of any common control agreements between its Shareholders.

The Management Board of the Issuer has three members. Details of each Management Board member are reflected in the below table.

Name	Role	Appointment Date	Expiration of the Term in Office
Jānis Vība	CEO; Chairman of the Management Board with right of sole representation	22.07.2019.	22.07.2024.
Vita Čirjevskā	Member of the Management Board with right of sole representation	13.04.2021.	13.04.2026.
Linda Prūse	Member of the Management Board with right of sole representation	13.04.2021.	13.04.2026.

The Supervisory Board of the Issuer has six members. Details of each Supervisory Board member are set out in the below table.

Name	Role	Appointment Date	Expiration of the Term in Office
Jānis Riekstiņš	Chairman of the Supervisory Board	13.04.2021.	13.04.2026.
Jānis Rušmanis	Deputy Chairman of the Supervisory Board	13.04.2021.	13.04.2026.
Andris Priedītis	Member of the Supervisory Board	13.04.2021.	13.04.2026.
Silva Skudra	Member of the Supervisory Board	13.04.2021.	13.04.2026.
Ivars Blumbergs	Member of the Supervisory Board	13.04.2021.	13.04.2026.
Ilgvars Zuzulis	Member of the Supervisory Board	13.04.2021.	13.04.2026.

With its resolution of 2 September 2020, the General Meeting of Shareholders appointed akciju sabiedrība "KPMG Baltics AS" (registration number: 40003235171, registered address at 7 Vesetas Street, Riga, LV1013, Latvia) as external auditor for the Issuer for the financial years 2020 and 2021. Akciju sabiedrība "KPMG Baltics AS" is a member of the Latvian Association of Certified Auditors.

Accounting Principles (GAAP). Given the common control nature of the legal restructuring, the comparatives for the period from 1 January 2019 were prepared as if the Group had been formed prior to 1 January 2019. Since no consolidated financial statements have been prepared in the past, no reconciliations between the first IFRS consolidated financial statements and the previous GAAP separate financial statements are presented in these consolidated financial statements.

What is the key financial information regarding the Issuer?

The consolidated financial statements for the year ended 31 December 2020 is the first set of consolidated financial statements of the Group prepared in accordance with IFRS. The Group did not prepare consolidated financial statements for the previous reporting periods under the Latvian Generally Accepted

Selected consolidated income statements of the Group (EUR'000)

	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Net sales	187,022	171,431	80,532	96,836
Cost of sales	(166,858)	(150,095)	(70,553)	(85,004)
Gross profit	20,164	21,336	9,979	11,832
Selling expenses	(14,274)	(14,146)	(6,884)	(7,993)
Administrative expenses	(1,779)	(1,903)	(936)	(1,022)
Other operating income	46	187	33	28
Other operating expenses	(339)	(800)	(311)	(85)
Results from operating activities	3,818	4,674	1,881	2,759
Financial revenue	9	15	10	106
Finance expenses	(270)	(500)	(257)	(241)
Profit before tax	3,557	4,189	1,633	2,624
Corporate income tax for the reporting year	(3)	(2)	-	-
Net profit for the period	3,554	4,187	1,633	2,624

Selected consolidated balance sheet statements of the Group (EUR'000)

	As at 1 January	Year ended 31 December		Six-month period ended 30 June
	2019	2019	2020	2021
	unaudited	unaudited	audited	reviewed
Total non-current assets	37,621	50,904	54,423	56,014
Total current assets	18,465	21,086	18,403	26,435
Total assets	56,086	71,991	72,826	82,449
Total shareholder's equity	27,253	32,551	36,621	38,758
Total non-current liabilities	9,244	17,682	17,855	19,573
Total current liabilities	19,589	21,758	18,350	24,118
Total liabilities	28,834	39,440	36,205	43,691
Total liabilities and shareholder's equity	56,086	71,991	72,826	82,449

Summary of the consolidated cash flow statements of the Group (EUR'000)

Cash flows from operating activities	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Cash and cash equivalents at the beginning of the year	2,876	2,954	2,954	3,677
Net cash flows from operating activities	7,662	7,455	2,801	4,542
Net cash flows generated from investing activities	(8,450)	(6,479)	(1,926)	(3,236)
Net cash flows from financing activities	866	(253)	(152)	1,291
Cash and cash equivalents at the end of the year	2,954	3,677	3,677	6,273
Net cash flows for the reporting year	78	722	723	2,597

What are the key risks that are specific to the Issuer?

Macroeconomic and megatrend risks. The operations and financial condition of the Issuer are materially affected by the macroeconomic conditions in Latvia and globally, including, but not limited to, GDP growth, the government's fiscal and monetary policies, consumer spending, inflation rate, employment rate, income levels and the overall economic certainty. The Group's performance may also be affected by significant developments within the fuel market, including, but not limited to, potential changes in excise tax policies, development of alternative fuels, decline in the number of new vehicles bought switch to electric vehicles. Macroeconomic and megatrend risks are influenced by various factors beyond the Issuer's control. Such risks expose the Issuer to a potential decline in consumer demand and/or loss of market share, followed by a deterioration in the Issuer's performance and financial condition.

Sourcing and business continuity risks. The Issuer heavily relies on ORLEN Lietuva (via its representative in Latvia SIA ORLEN Latvija) for its fuel supply, as ORLEN Lietuva operates the only crude oil refinery in Latvia, Lithuania and Estonia. Supply of crude oil and feedstock to the refinery, in turn, is mainly reliant on deliveries via Butinge Oil Terminal. Such lack of diversification among available fuel sources in the Baltic states means the Issuer is exposed to the risk of experiencing temporary fuel shortages in a case a disruption occurs in normal business operations of SIA ORLEN Latvija, ORLEN Lietuva, or Butinge Oil Terminal. Similarly, the Issuer may face a significant reduction in fuel supply in the event of termination or expiry of cooperation with SIA ORLEN Latvija. Although alternative fuel sources are available, the Issuer may not be able to obtain alternate supply in a timely manner or on satisfactory terms. Interruption of fuel supply could lead to a decline in quality and quantity of fuel sold by the Issuer, thus having a material adverse effect on the Issuer's business.

Transition to a low-carbon economy associated risks. A transition to a lower carbon economy may have an impact on the Issuer's business, financial condition or reputation. The transition entails risks related to changes in policies, regulations, taxation, consumer behavioural patterns, technology and the Issuer's reputation. The Issuer is likely to face increased greenhouse gas emission costs due to tightening in environmental regulations.

In addition, EU has adopted the European Green Deal and aims to become climate-neutral by 2050. The policies adopted by the European Commission include proposals to apply emissions trading to new sectors, increase use of renewable energy and increase energy efficiency, for a faster roll-out of low emission transport modes and the infrastructure and fuels to support them, to align taxation policies with the European Green Deal objectives, take measures to prevent carbon leakage and provide tools to preserve and grow the natural carbon sinks.

Issuer's business model is significantly impacted by implementation of such policies as they may lead to reduced consumption of non-renewable energy sources. In order to maintain its business, the Issuer may have to diversify its business model. Any failure to effectively manage the Issuer's business in the light of such transition to a low-carbon economy or change of its business model to accommodate for such transition could have a material adverse effect on the business, financial condition and results of operations of the Issuer.

Business diversification risks. The Issuer has experienced EBITDA growth in the past and although the Issuer considers itself well positioned to continue generating strong EBITDA growth figures, there can be no assurance that the growth will be sustainable and that the Issuer will continue experiencing significant above-market EBITDA growth or any growth at all. Issuer's business model is significantly impacted by implementation of environmental policies and further measures to reduce emissions and increase use of renewable energy sources may be adopted going forward. In order to maintain its business, the Issuer may have to further diversify its business model.

Dependence on IT related risks. The Issuer is dependent upon efficient and uninterrupted operation of several information and communication systems, including its accounting systems. The Issuer could experience difficulties in conducting its business or generating necessary management and accounting information due to termination of existing outsourcing arrangements or delays in implementation of any major new system, as well as any failure or interruption in the operation of the existing systems caused by technological damages, software errors, cyber-issues and other malware.

1.1.3. Key information on the securities

What are the main features of the securities?

All the Shares (also the Offer Shares) are ordinary bearer shares in dematerialised form with a nominal value of EUR 0.50 each. The Shares will be registered with Nasdaq CSD under reserved ISIN LV0000101848 after the approval of this Prospectus and before the start of the Offer Period and will be kept in book-entry form. No share certificates have been or will be issued. The Shares are denominated in euro and governed by the laws of Latvia.

As of the date of the Prospectus, the share capital of the Company is EUR 6,677,860 divided into 13,355,720 ordinary bearer shares in dematerialised form. The par value of each Share is EUR 0.50. All of the Shares have been issued and are fully paid up. The Shares are denominated in, and will be traded in, euro. The Shares are governed by the laws of Latvia. All Shares grant equal rights to the Shareholders. After registration of the Offer Shares with the Commercial Register of Latvia, the Offer Shares shall bear the same rights as the existing Company's Shares.

Each Share carries dividend rights and entitles its holder to the right to attend and to cast one vote at the General Meeting. In the event of liquidation of the Company, Shareholders are entitled to a share of the surplus of assets in the proportion to the number of Shares held. In case of the increase of share capital, then existing Shareholders have priority right to purchase the newly issued Shares in proportion to the total nominal value of the Shares held.

Dividend rights are the only envisaged form of Shareholders' rights to share in the Company's profits. Dividends are paid to the Shareholders in proportion to the total of the nominal value of the shares owned by them. Dividends are paid for fully paid-up Shares. The General Meeting of Shareholders adopts a resolution on distribution of dividends following receipt of the Management Board's proposal on distribution of dividends and the report of the Supervisory Board. The General Meeting of Shareholders also decides on the date of payment of dividends, which must be in the same financial year as the decision on payment of dividends. Dividends can only be calculated and paid out from funds available to the Company. Dividends are paid in cash by bank transfer to shareholders' accounts on the day of payment. The Company issues notification of payment of dividends via the information system of Nasdaq Riga.

The dividend policy of the Company was adopted by the General Meeting of Shareholders on 28 July 2021. The dividend policy will enter into force after Admission of Shares to Trading, which is subject to approval by Nasdaq Riga. Under the dividend policy, up to 20% of the Group's net profit earned in the previous financial year is expected to be paid to the Company's shareholders in the form of dividends. The amount of net profit designated for payment of dividends may be adjusted based on such circumstances and considerations as the financial condition, legal obligations and responsibilities, the balance of the capital structure or strategic goals of the Issuer. Net profit remaining after payment of dividends is retained by the Company for further investments and business development.

The same procedures and rights with respect to dividend payments are applied both to residents and nonresidents of Latvia. Dividends paid by the Company are taxable in accordance with the statutory requirements of Latvia and may also be taxed in the Shareholder's tax residence country.

Where will the Shares be traded?

In the event of a successful Offering the Shares will be traded on Nasdaq Riga First North.

Nasdaq Riga First North is a multilateral trading facility (an alternative market), operated by Nasdaq Riga. It does not have the same legal status as a regulated market. Companies listed on Nasdaq Riga First North are subject to the rules of First North and not the legal

requirements for admission to trading on a regulated market. No application has been or will be submitted to trading of the Shares on any other stock exchange. Trading with the Shares on the Nasdaq Riga First North is expected to commence on or about 11 November 2021.

What are the key risks that are specific to the securities?

Tax regime risks. Changes in the current tax regime applicable to transactions with Shares or with respect to dividends in Latvia may result in an increased tax burden to the Shareholders. This may further adversely affect the rate of return from the investment into the Shares.

Cancellation of Offering. The Issuer will pursue its best efforts to ensure a successful Offering. Nevertheless, there can be no assurance that the Offering will take place and that the Prospective Investors will receive the Shares they have subscribed for, or that the Offering will not be delayed. The Issuer has reserved the right to postpone or cancel the Offering in full or in part at any time until the end of the Offer Period. The reasons for the cancellation of the Offering could be, inter alia, insufficient demand for the Offer Shares, unexpected and significant change in the economic or political situation in Latvia or the world, as well as significant change within the Group operations, which may materially affect its performance or strategy.

Ability to distribution dividends. The Issuer has developed a dividend policy, setting out the principles for distribution of dividends. Nevertheless, the ability of the Issuer to distribute dividends depends upon the availability of distributable profit. In addition, future financing and investment requirements of the Issuer, in particular, debt financing arrangements, may impose restrictions on the Issuer to distribute dividends under certain circumstances. Debt financing arrangements may also impose covenants requiring the establishment of certain reserves and, accordingly, deductions when calculating the distributable profit.

Share price volatility and liquidity of shares. Following the Offering, the Share price will be affected primarily by the supply and demand for the Shares and could fluctuate significantly in response to numerous factors, many of which are beyond the Issuer's control. There is no guarantee that an active and liquid market for the Shares will develop.

Share value dilution risks. Upon approval of the General Meeting of Shareholders or extraordinary meeting of shareholders, the Issuer may seek to raise capital through offerings of debt securities (potentially including convertible debt securities) or additional shares. An issuance of additional shares or securities containing a right to convert into equity, such as convertible bonds would dilute the economic and voting rights of the existing shareholders of the Issuer if made without granting special subscription rights to the existing shareholders of the Issuer.

1.1.4. Information on the offer of securities to the public and admission to trading on Nasdaq Riga First North

Under which conditions and timetable can I invest in this security?

In the course of the Offering, up to 1,509,121 Offer Shares (plus up to 226,368 additional Offer Shares that may be allocated pursuant to the over-allotment option) are being offered at the Offer Price. The Offering is being offered (i) publicly to retail investors in Latvia, Estonia, and Lithuania (the "Retail Offering") and (ii) non-publicly to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation in Latvia and in certain selected member states of the European Economic Area, as well as to other selected

investors in reliance on certain exemptions available under the laws of respective Member States (the "Institutional Offering"). The Company submitted a listing application to Nasdaq Riga First North for the admission to trading of all the Company's Shares, including the Offer Shares, on the Nasdaq Riga First North, up until

the registration of the Prospectus. Trading with the Company's Shares is expected to commence on Nasdaq Riga First North on or about 11 November 2021. The indicative timetable of the Offering is the following:

Start of the Offer Period	25 October 2021
End of the Offer Period	5 November 2021
Announcement of Offer Price and results of the Offering	On or about 8 November 2021
Settlement of the Offering	On or about 10 November 2021
First trading day on Nasdaq Riga First North	On or about 11 November 2021

The Company has reserved the right to postpone or cancel the Offering in full or in part at any time until the end of the Offer Period. The reason for postponement or cancellation of the Offering is described in more detail in this Prospectus. Any cancellation of the Offering will be announced through the information system of Nasdaq Riga and through the Company's website (<https://www.virsi.lv/investoriem>).

The Company has appointed AS LHV Pank as the Global Lead Manager and Bookrunner and intends to conclude a Placement and Services Agreement after Prospectus registration in connection with the Offering, which includes, among others, the obligation of the Global Lead Manager to sell the Offer Shares "on a best effort basis", and arrange the settlement of the Offering.

The Company together with the Global Lead Manager will decide on the allocation of the Offer Shares after the expiry of the Offering Period on or about 8 November 2021. The allocation of the Offer Shares between the Institutional Offering and the Retail Offering has not been previously determined. The Company together with the Global Lead Manager will determine the final allocation upon its sole discretion. The Offer Shares will be allocated to the investors participating in the Retail Offering in accordance with the following principles, which the Company together with the Global Lead Manager may change depending on the distribution of Subscription Undertakings collected in the Retail Offering and the Institutional Offering, the total demand and other circumstances:

- i. Employees of the Group who submitted a Subscription Undertaking in the Retail Offering are altogether guaranteed an allocation of the first 50 000 Offer Shares subscribed for;
- ii. Each investor who submitted a Subscription Undertaking in the Retail Offering during the first week of the Offering (prior to 29 October 16:00) is presumably guaranteed an allocation up to 100 of the Offer Shares subscribed for. In case of holding 100 or more of the Shares the respective investor is also entitled to participate in the Shareholders' benefit programme of the Issuer. For Subscription Undertakings, amended or supplemented after the referred term, the current allocation principle will apply only to the Offer Shares subscribed before the referred term, provided that with respect to clause (i) above, the respective employee of the Group has been in the employment relationship with the Group as at 30 June 2021.

Upon over-subscription of the Offering, the Company may, at the proposal of the Global Lead Manager, decide to increase the number of Offer Shares by the number of Over-Allotment Shares, which would increase the number of Offer Shares up to 1,735,489 Offer Shares. These shares shall be allocated between the investors participating in the Offering. If the Offering is undersubscribed, the Company may reduce the number of the Offer Shares accordingly, or cancel the Offering.

The funds blocked on the current account of the investor who participated in the Retail Offering will be released in the amount

corresponding to the Offer Price multiplied by the number of Shares not allocated to such investor.

The Company expects to announce the results of the allocation process through the information system of Nasdaq Riga and the website of the Company at <https://www.virsi.lv/investoriem> on or about 8 November 2021.

As of the date of this Prospectus, the number of the Shares of the Issuer is 13,355,720. The number of the Offer Shares is up to 1,735,489 (including the over-allotment option). Therefore, the number of the Shares of the Company after the successful registration of the increase of the share capital of the Company will be up to 15,091,209, provided, however, that the number of the Offer Shares is not changed. Therefore, the shareholdings in the Company existing immediately prior to the Offering will be diluted by up to 11.50% as a result of the Offering.

The expenses and taxes related to the Offering and admission to trading payable by the Issuer are estimated to be EUR 0.15M. In addition, the Issuer has agreed to pay the Global Lead Manager EUR 0.28M assuming that all Offer Shares (including the Over-allotment Shares) are subscribed for. After deduction of costs, the net proceeds of the Offering are estimated to be EUR 6.47M.

Why is this prospectus being produced?

The key reason for the Offering is to use the capital raised (as a result of the Offering) to finance the development of the Group's business, continuing profitable growth and ensuring strong long-term financial health of the operations.

The Issuer believes significant increase in the Group's operating volumes, market share and profitability can be achieved in the following years, provided that the Issuer strengthens its presence in alternative fuel sales and electric vehicle charging segments as well as optimises its operating expenses. Respectively, the largest part of the net proceeds will be used towards the development of alternative fuel offering, as well as infrastructure and distribution channels related to alternative fuels, including CNG, biomethane and LNG (Liquified Natural Gas), as well as EV (Electric Vehicle) chargers. The remaining part of the proceeds will be used towards increasing the long-term operating efficiency of the Group by developing IT solutions and installing solar panels.

The planned use of proceeds described above will be implemented during the period of 2021-2023. The investments will be distributed across the upcoming years according to the development strategy of the Issuer and according to what are the most optimal investment options at the time. The manner in which the proceeds from the Offering are used may diverge from the abovementioned plan, subject to future circumstances and conditions.

The Offer is not subject to an underwriting agreement on a firm commitment basis. There are no material conflicts of interest pertaining to the Offer or Admission to trading.

1.2. Summary in Estonian (Kokkuvõte)

1.2.1. Sissejuhatus ja hoiatused

Väärtpaberite nimi ja rahvusvaheline väärtpaberite identifitseerimisnumber (ISIN)

VIRŠI-A aktsia, rahvusvaheline väärtpaberite identifitseerimisnumber (ISIN): LV0000101848.

Emitendi nimi ja kontaktandmed, sh tema juriidilise isiku tunnus (LEI)

Emitendi ärinimi on „akciju sabiedrība VIRŠI-A“. Emitent on Lätis asutatud ja Läti seaduste alusel tegutsev aktsiaselts, mis on registreeritud äriregistris 6. jaanuaril 1995 registrinumbriga 40003242737. Emitendi registreeritud asukoht on Kalna tänav 17, Aizkraukle, Aizkraukle vald, Aizkraukle reģions, LV-5101, Läti. Emitendi e-posti aadress on birojs@virsi.lv, telefoninumber: +371 65133677. Tema juriidilise isiku tunnus (LEI) on 213800DMDEDIDNEAOR80. Prospekti kinnitava pädeva asutuse nimi ja kontaktandmed Prospekti on pädeva asutusena heaks kiitnud Läti finants- ja kapitalituru komisjon. Läti finants- ja kapitalituru komisjoni aadress on Kungu tänav 1, Riia, LV-1050, e-post: ftk@fktk.lv, telefoninumber: +371 67774800.

Prospekti kinnitamise kuupäev

Käesolev prospekt kinnitati 19. oktoobril 2021.

Hoiatused

Kokkuvõtte koostati määruse (EL) 2017/1129 artikli 7 kohaselt ning seda tuleks lugeda kui Prospekti sissejuhatus. Pakutavate Aktsiatesse investeerimise üle otsustamisel peaks investor tuginema Prospektile tervikuna. Pakutavatesse Aktsiatesse investeerimine hõlmab riske ning investor võib kaotada kogu või osa oma investeeritud kapitalist.

Kui kohtule esitatakse Prospektis sisalduva teabega seonduv nõue, võib hagejast investoril tekkida siseriikliku õiguse alusel kohustus kanda Prospekti tõlkimise kulud kohtumenetluse käigus või enne kohtumenetluse algatamist. Käesoleva kokkuvõttega seoses kohaldatakse tsiviilvastutust vaid nende isikute suhtes, kes koostasid kokkuvõtte, sh selle mis tahes tõlke, kuid ainult juhul, kui kokkuvõtte on eksitav, ebatäpne või Prospekti muude osadega vastuolus või ei anna koos Prospekti teiste osadega lugedes põhiteavet, mis aitaks investoritel otsustada nimetatud väärtpaberitesse investeerimise üle.

1.2.2. Põhiteave emitendi kohta

Kes on väärtpaberite emitent?

Emitent on „akciju sabiedrība VIRŠI-A“, Lätis asutatud ja Läti seaduste alusel tegutsev aktsiaselts. Emitendi registreeritud asukoht on Kalna tänav 17, Aizkraukle, Aizkraukle vald, Aizkraukle reģions, LV-5101, Läti ja selle LEI number on 213800DMDEDIDNEAOR80. Emitent on registreeritud äriregistris registrinumbriga 40003242737. Emitendi põhitegevuseks on mootorkütuse jaemüük spetsialiseeritud kauplustes (NACE 47.30) ning tahke-, vedel- ja gaaskütuse jms toodete hulgemüük (NACE 46.71). Emitent on Kontserni emettevõtja. Emitent müüb jae- ja hulgemüügilientidele laia valikut kütusetooted. Peamisteks kütusetoodeteks on bensiin, diisel, veeldatud naftagaas (LPG) ja surumaagaas (CNG). Emitent müüb tanklates ka esmatarbekaupu, näiteks toitu, kohvi, jooki ja tubakatooteid. Lisaks pakub tütarettevõtja SIA „VIRŠI Renergy“ oma B2B klientidele elektrit ja maagaasi.

Käesoleva Prospekti kuupäeva seisuga omavad järgmised Aktsionärid üle 5% kogu Emitendi aktsia- või osakapitalist ja neid peetakse Emitendi Suuraktsionärideks:

Aktsionäri nimi	Aktsiate arv	Osakaal	Aktsionäri otse või kaudselt kontrolliv isik
Jānis Riekstiņš	3,178,840	23,8%	-
Jānis Rušmanis	3,151,960	23,6%	-
Ruta Plūme	3,151,960	23,6%	-
Ilgvars Zuzulis	1,936,480	14,5%	-
Andris Priedītis	1,963,480	14,5%	-
KOKKU	13,355,720	100,0%	

Emitendile teadaolevalt ei kontrolli ükski suurematest Aktsionäridest Emitenti ei otseselt ega kaudselt. Emitent ei ole teadlik ühestki kokkuleppest, mille elluviimine võib hiljem tuua kaasa Ettevõtte kontrolli muudatusi. Lisaks ei ole Ettevõtte teadlik oma Aktsionäride vahelistest mis tahes ühise kontrolli kokkulepetest.

Emitendi Juhatus on kolmeliikmeline. Juhatus e liikmete andmed on esitatud allolevas tabelis.

Nimi	Ametikoht	Ametisse määramise kuupäev	Ametiaja lõppemine
Jānis Vība	Tegevjuht; ainuesindusõigusega juhatuse esimees	22.07.2019.	22.07.2024.
Vita Čirjevskā	Ainuesindusõigusega juhatuse liige	13.04.2021.	13.04.2026.
Linda Prūse	Ainuesindusõigusega juhatuse liige	13.04.2021.	13.04.2026.

Emitendi Nõukogu on kuueliikmeline. Nõukogu kõikide liikmete andmed on esitatud allolevas tabelis.

Nimi	Ametikoht	Ametisse määramise kuupäev	Ametiaja lõppemine
Jānis Riekstiņš	Nõukogu esimees	13.04.2021.	13.04.2026.
Jānis Rušmanis	Nõukogu aseesimees	13.04.2021.	13.04.2026.
Andris Priedītis	Nõukogu liige	13.04.2021.	13.04.2026.
Silva Skudra	Nõukogu liige	13.04.2021.	13.04.2026.
Ivars Blumbergs	Nõukogu liige	13.04.2021.	13.04.2026.
Ilgvars Zuzulis	Nõukogu liige	13.04.2021.	13.04.2026.

Oma 2. septembri 2020. aasta otsusega määras Aktsionäride Üldkoosolek akciju sabiedrība „KPMG Baltics AS” (registrinumber: 40003235171, registreeritud asukoht: Vesetas tānāv 7, Rīa, LV-1013, Lāti) Emitendi välisaudiitoriks 2020. ja 2021. majandusaastaks. Akciju sabiedrība „KPMG Baltics AS” on Lāti Vandeaudiitorite Kogu liige.

Milline on emitenti puudutav põhiline finantsteave?

31. detsembril 2020 lõppenud aasta konsolideeritud finantsaruanded on Kntserni esimesed IFRS-i alusel koostatud konsolideeritud finantsaruanded. Kontsern ei koostanud Lāti hea raamatupidamistava

(GAAP) alusel konsolideeritud finantsaruandeid varasemate aruandlusperioodide kohta. Arvestades juriidilise ümberkorraldamise ühise kontrolli iseloomu, koostati 1. jaanuarist 2019 algava perioodi võrdlusandmed nagu oleks Kontsern loodud enne 1. jaanuari 2019. Kuna varem ei koostatud konsolideeritud finantsaruandeid, ei ole käesolevates konsolideeritud finantsaruannetes esitatud kooskõlastusi esimeste IFRS-i konsolideeritud finantsaruannete ja varasemate GAAP eraldi finantsaruannete vahel.

Kontserni valitud konsolideeritud kasumiaruanded (EUR'000)

	31. detsembril lõppenud aasta		30. juunil lõppenud kuuekuuline periood	
	2019	2020	2020	2021
	auditeerimata	auditeeritud	ülevaatamata	ülevaadatud
Müügi netokäive	187,022	171,431	80,532	96,836
Müüdüd toodete maksumus	(166,858)	(150,095)	(70,553)	(85,004)
Brutokasum	20,164	21,336	9 979	11,832
Müügikulud	(14,274)	(14,146)	(6,884)	(7,993)
Administratiivkulud	(1,779)	(1,903)	(936)	(1,022)
Muu tegevustulu	46	187	33	28
Muud tegevuskulud	(339)	(800)	(311)	(85)
Äritegevuse tulemused	3,818	4,674	1,881	2,759
Finantstulu	9	15	10	106
Finantskulud	(270)	(500)	(257)	(241)
Maksueelne kasum	3,557	4,189	1,633	2,624
Aruandeaasta ettevõtte tulumaks	(3)	(2)	-	-
Aruandeaasta puhaskasum	3,554	4,187	1,633	2,624

Valitud konsolideeritud finantsseisundi aruanded (EUR'000)

	1. jaanuari seisuga	31. detsembril lõppenud aasta		30. juunil lõppenud kuuekuuline periood
	2019	2019	2020	2021
	auditeerimata	auditeerimata	auditeeritud	ülevaadatud
Põhivarad kokku	37,621	50,904	54,423	56,014
Käibevarad kokku	18,465	21,086	18,403	26,435
Varad kokku	56,086	71,991	72,826	82,449
Omakapital kokku	27,253	32,551	36,621	38,758
Pikaajalised kohustised kokku	9,244	17,682	17,855	19,573
Lühiajalised kohustised kokku	19,589	21,758	18,350	24,118
Kohustised kokku	28,834	39,440	36,205	43,691
Kokku kohustised ja omakapital	56,086	71,991	72,826	82,449

Kontserni konsolideeritud rahavoogude aruannete kokkuvõte (EUR'000)

Rahavood põhitegevusest	31. detsembril lõppenud aasta		30. juunil lõppenud kuuekuuline periood	
	2019	2020	2020	2021
	auditeerimata	auditeeritud	ülevaatamata	ülevaadatud
Raha ja raha ekvivalendid aasta alguses	2,876	2,954	2,954	3,677
Netorahavood põhitegevusest	7,662	7,455	2,801	4,542
Netorahavood investeerimistegevusest	(8,450)	(6,479)	(1,926)	(3,236)
Netorahavood finantseerimistegevusest	866	(253)	(152)	1,291
Raha ja raha ekvivalendid aasta lõpus	2,954	3,677	3,677	6,273
Aruandeaasta netorahavood	78	722	723	2,597

Millised on emitendiga seotud põhiriskid?

Makromajanduslikud ja megatrendide riskid. Emitendi tegevust ja finantsseisundit mõjutavad oluliselt Läti ja üleilmsed makromajanduslikud tingimused, sealhulgas, kuid mitte ainult SKP kasv, valitsuse eelarve- ja rahapoliitika, tarbijate kulutused, inflatsiooni määr, tööhõive määr, sissetulekute tase ja üldine majanduslik kindlus. Kontserni tegevust võivad mõjutada ka kütuseturul toimuvad olulised arengud, sealhulgas, kuid mitte ainult aktsiisipoliitika võimalikud muudatused, alternatiivkütuste väljatootamine, uute sõidukite ostmise vähenemine, üleminek elektrisõidukitele. Makromajanduslike ja megatrendide riske mõjutavad erinevad tegurid, mis ei kuulu Emitendi kontrolli alla. Nimetatud riskide tõttu ohustab Emitenti see, et tarbijate nõudlus võib potentsiaalselt väheneda ja/või turuosa kaduda, millele järgneb Emitendi tulemuste ja finantsseisundi halvenemine.

Sisseostmis- ja talitluspidavuse riskid. Kütuse tarne osas sõltub Emitent olulisel määral ettevõttest ORLEN Lietuva (selle Läti

esindaja SIA ORLEN Latvija kaudu), kuna ORLEN Lietuva käitab Baltikumis ainsat toornafta rafineerimistehast. Toornafta ja lähteaine tarnimine rafineerimistehasesse sõltub omakorda peamiselt Butinge naftaterminali (*Butinge Oil Terminal*) kaudu toimuvatest tarnetest. Balti riikide kättesaadavate kütuseallikate selline mitmekesisuse puudumine tähendab, et Emitenti ohustab risk, et juhul kui ettevõtete SIA ORLEN Latvija, ORLEN Lietuva või Butinge naftaterminali tavapärase äritegevus katkeb, tekib ajutine kütusepuudus. Samamoodi võib Emitent silmitsi seista kütusetarne märkimisväärse vähenemisega koostöö lõpetamise või lõppemise tõttu ettevõttega SIA ORLEN Latvija. Olgugi et saadaval on alternatiivsed kütuseallikad, ei pruugi Emitent muid tarneid kätte saada õigeaegselt või rahuldavatel tingimustel. Kütusetarne katkemine võib põhjustada Emitendi müüdava kütuse kvaliteedi ja koguse langust, avaldades seega Emitendi äritegevusele olulist negatiivset mõju.

Vähese CO₂ heitega majandusele üleminekuga seotud riskid. Madalamale CO₂ heitega majandusele üleminek võib

mõjutada Emitendi ettevõtlustegevust, finantsseisundit või mainet. Üleminekuga kaasnevad riskid, mis on seotud poliitika, eeskirjade, maksustamise, tarbijate käitumismallide, tehnoloogia ja Emitendi maine muutustega. Edaspidi seisab Emitent tõenäoliselt silmitsi kasvuhooonegaaside suuremate emissioonikuludega, mis tulenevad keskkonnavaldkonna eeskirjade karmistamisest. Lisaks on EL võtnud vastu Euroopa rohelise kokkuleppe – eesmärk on 2050. aastaks saada kliimaneutraalse. Euroopa Komisjoni vastu võetud poliitika hõlmab ettepanekuid, mis käsitlevad heitkogustega kauplemise kohaldamist uutele sektoritele, taastuenergia kasutamise ja energiatõhususe suurendamist vähese heitega transpordiliikide ning neid toetava taristu ja kütuste kiiremat kasutuselevõtmist, et viia maksupoliitika Euroopa rohelise kokkuleppe eesmärkidega vastavusse, kasvuhooonegaaside heite ülekandumise vältimise meetmete kasutuselevõtmist ning looduslike CO₂ sidujate säilitamise ja arendamise vahendite tagamist. Sellise poliitika kohaldamine mõjutab oluliselt Emitendi ärimudelit, kuna nimetatud võib viia taastumatute energiaallikate tarbimise vähenemiseni. Äritegevuse säilitamiseks võib Emitendil osutada vajalikuks oma ärimudelit mitmekesistada. Emitendi äritegevuse tõhusa juhtimise mis tahes tõrge, pidades silmas vähese CO₂ heitega majandusele ülemineku või ärimudelit muutmist sellise ülemineku jaoks, võib avaldada olulist negatiivset mõju Emitendi äritegevusele, finantsseisundile ja tegevustulemustele.

Äritegevuse mitmekesistamise riskid. Emitent on ka varem kogenud intressi-, maksu- ja amortisatsioonieelse kasumi (EBITDA) kasvu ja olgugi, et Emitent on seisukohal, et tal on hea positsioon saada jätkuvalt tugevaid EBITDA kasvu näitajaid, ei ole võimalik garanteerida, et kasv on jätkusuutlik ja et Emitendil on jätkuvalt märkimisväärne turu tasemest kõrgem EBITDA kasv või üldse mis tahes kasv. Emitendi ärimudelit mõjutab oluliselt keskkonnapoliitika kohaldamine ning edaspidi võidakse võtta heitkoguste vähendamiseks ja taastuvate energiaallikate kasutamise suurendamiseks lisameetmeid. Oma äritegevuse säilitamiseks võib osutada vajalikuks, et Emitent peab oma ärimudelit veelgi mitmekesistama.

Sõltuvus IT-ga seonduvatest riskidest. Emitent sõltub mitme info- ja sidesüsteemi, sealhulgas raamatupidamissüsteemi tõhusast ja katkematusel toimimisest. Emitendil võib äritegevuses või vajaliku juhtimis- ja raamatupidamisteabe loomisel tekkida raskusi olemasolevate allhankelepingute lõpetamise või mis tahes oluliste uute süsteemide rakendamise viivituste tõttu, samuti olemasolevate süsteemide toimimise tõrgete või katkestuste tõttu, mille on põhjustanud tehnoloogilised kahjustused, tarkvaravead, küberprobleemid ja muu pahavara.

1.2.3. Põhiteave väärtpaperite kohta

Mis on väärtpaperite põhitunnused?

Kõik Aktsiad (sh Pakutavad Aktsiad) on dematerialiseeritud lihtaktsiastest esitajaaktsiad, millest igaühe nimiväärtus on 0,50 eurot. Aktsiad registreeritakse Nasdaq CSD-s reserveeritud ISIN-numbri LV0000101848 all pärast käesoleva Prospekti kinnitamist ja enne Pakkumisperioodi algust ning neid hoitakse registrikande vormis. Aktsiatähti välja ei ole antud ega anta ka edaspidi. Aktsiate vääringuks on euro ja need alluvad Läti õigusele. Prospekti koostamise kuupäeva seisuga on Ettevõtte aktsiakapital 6,677,860 eurot, mis on jagatud 13,355,720 dematerialiseeritud lihtaktsiastest esitajaaktsiateks. Iga AktSIA nimiväärtus on 0,50 eurot. Kõik Aktsiad on emiteeritud ja nende eest on täielikult tasutud. Aktsiate vääringuks on ja nendega kaubeldakse eurodes. Aktsiad alluvad Läti õigusele. Kõik Aktsiad annavad Aktsionäridele võrdsed õigused. Pärast Pakutavate Aktsiate registreerimist Läti äriregistris on Pakutavatel Aktsiatel samad õigused kui Ettevõtte olemasolevatel Aktsiatel. Iga AktSIA annab dividendioigused ja selle omanikule õiguse osaleda Üldkoosolekul ja seal hääletada ühe häälega. Ettevõtte likvideerimise

korral on Aktsionäridel õigus saada tulu vara ülejäägi realiseerimisest omatavate Aktsiate arvuga proportsionaalselt. Aktsiakapitali suurendamise korral on olemasolevatel Aktsionäridel eelisõigus osta uusi emiteeritud Aktsiaid proportsionaalselt omatavate aktsiate nominaalse koguväärtusega.

Dividendioigused on ainus ettenähtud viis, kuidas Aktsionäridel on õigus Ettevõtte kasumist osa saada. Aktsionäridele makstakse dividende neile kuuluvate aktsiate nominaalse koguväärtusega proportsionaalselt. Dividende makstakse täielikult sissemakstud Aktsiate eest. Aktsionäride Üldkoosolek langetab dividendide jaotamise otsuse pärast dividendide jaotamise käsitleva Juhatuses ettepaneku ja Nõukogu aruande kättesaamist. Samuti langetab Aktsionäride Üldkoosolek otsuse dividendide väljamaksmise kohta, mis peab jääma dividendide väljamaksmise otsusega sama majandusaasta raamesse. Dividende saab arvestada ja välja maksta ainult Ettevõtte käsutuses olevatest vahenditest. Dividendid makstakse maksepäeval aktsionäride kontodele välja pangalaekandega. Ettevõtte väljastab dividendide maksmise teate Nasdaq Riga infosüsteemi kaudu. Aktsionäride Üldkoosolek võttis Grupi dividendipoliitika vastu 28. juulil 2021. Dividendipoliitika jõustub pärast Aktsiate Kauplemisele võtmist, mille peab heaks kiitma Nasdaq Riga. Dividendipoliitika kohaselt makstakse Kontserni aktsionäridele eeldatavalt dividendidena välja kuni 20% eelmisel majandusaastal teenitud puhaskasumist. Dividendide väljamaksmiseks määratud puhaskasumi summat võib korrigeerida, tuginedes sellistele asjaoludele ja kaalutlustele nagu Emitendi finantsseisund, juriidilised kohustused ja vastutus, kapitalistruktuuri tasakaal või strateegilised eesmärgid. Pärast dividendide väljamaksmist järele jääva puhaskasumi jätab Ettevõtte edasisteks investeringuteks ja äritegevuse arendamiseks endale. Dividendimaksete suhtes kohaldatakse sama korda ja õigusi nii Läti residentide kui ka mitteresidentide puhul. Ettevõtte makstavad dividendid on maksustatavad Läti seadusjärgsete nõuete kohaselt ja neid võidakse maksustada ka Aktsionäri maksuresidentsuse riigis.

Kus Aktsiatega kaubeldakse?

Eduka Pakkumise korral hakatakse Aktsiatega kaupleva börsil Nasdaq Riga First North. Nasdaq Riga First North on Nasdaq Riga hallatav mitmepoolne kauplemissüsteem (alternatiivturg). Sellel ei ole sama õiguslikku seisundit kui reguleeritud turul. Börsil Nasdaq Riga First North noteeritud ettevõtete suhtes kehtivad First Northi reeglid, mitte reguleeritud turul kauplemisele võtmise õiguslikud nõuded. Ühelgi teisel börsil Aktsiatega kauplemiseks ühtegi taotlust esitatud ei ole ega esitata ka edaspidi. Börsil Nasdaq Riga First North Aktsiatega kauplemine algab eeldatavalt 11. novembril 2021 või sellele lähedasel kuupäeval.

Millised on väärtpaperitele omased põhiriskid?

Maksurežiimi riskid. Praeguses maksurežiimis tehtavad muudatused, mida kohaldatakse Läti Aktsiatehingute või dividendide puhul, võivad Aktsionäride maksukoormust suurendada. Lisaks võib see ebasoodsalt mõjutada Aktsiatesse investeerimise tulumäära. **Pakkumise tühistamine.** Emitent teeb kõik jõupingutused selleks, et Pakkumine oleks edukas. Siiski ei ole võimalik garanteerida, et pakkumine toimub ja et Võimalikud Investorid saavad nende poolt märgitud Aktsiad või et Pakkumine ei hiline. Emitent jätab endale õiguse kuni Pakkumisperioodi lõpuni Pakkumine täielikult või osaliselt mis tahes ajal edasi lükata või tühistada. Pakkumise tühistamise põhjused võivad muu hulgas olla Pakutavate Aktsiate ebapiisav nõudlus, Läti või maailma majandusliku või poliitilise olukorra ootamatud ja olulised muutused, samuti Kontserni tegevuse sellised olulised muutused, mis võivad selle tulemuslikkust või strateegiat oluliselt mõjutada. **Dividendide jaotamise võimekus.** Emitent on välja töötanud dividendipoliitika, milles on sätestatud dividendide jaotamise põhimõtted. Sellest hoolimata sõltub Emitendi dividendide jaotamise

võimekus jaotatava kasumi kättesaadavusest. Lisaks võivad Emitendi tulevased rahastamis- ja investeerimisnõuded, eelkõige võlapõhise rahastamise skeemid, teatud tingimustel piirata Emitendi poolt dividendide jaotamist. Võlapõhise rahastamise skeemid võivad samuti sisaldada teatud reservide moodustumist nõudvaid laenulepingu tingimusi ja vastavalt ka mahaarvamisi jaotatava kasumi arvutamisel.

Aktsiahinna kõikumine ja aktsiate likviidsus. Pärast Pakkumist mõjutab AktSIA hinda peamiselt Aktsiate nõudlus ja pakkumine ning see võib oluliselt kõikuda, reageerides paljudele teguritele, millest paljud ei ole Emitendi kontrolli all. Puudub garantii, et areneb välja Aktsiate aktiivne ja likviidne turg.

AktsIA väärtuse lahjendamise riskid. Aktsionäride Üldkoosoleku või erakorralise koosoleku heakskiidu korral võib Emitent taotleda kapitali kaasamist võlaväärtpaberite (potentsiaalselt sealhulgas vahetusväärtpaberite) või täiendavate aktsiate pakkumiste kaudu. Selliste täiendavate aktsiate või väärtpaberite emiteerimine, mis sisaldavad omakapitaliks konverteerimise õigust (näiteks vahetusvõlakirjad) lahjendaks Emitendi olemasolevate aktsionäride majanduslikku ja hääleõigust, kui seda tehakse ilma Emitendi olemasolevatele aktsionäridele erilisi märkimisõigusi andmata.

1.2.4. Teave väärtpaberite avaliku pakkumise ja kauplemisele Nasdaq Riga First North võtmise kohta

Millistel tingimustel ja millise ajakava alusel saan ma sellesse väärtpaberisse investeerida?

Pakkumise käigus pakutakse kuni 1,509,121 Pakutavat Aktsiat (ja kuni 226,368 täiendavat Pakutavat Aktsiat, mis võidakse jaotada täiendava jaotamise õiguse kohaselt) Pakkumishinnaga.

Pakkumine on suunatud i) avalikult Eesti, Läti ja Leedu jaeinvestoritele („**Jaepakkumine**“) ning ii) mitteavalikult kutselistele investoritele Prospektimääruse artikli 2 lõike e tähenduses Lätis ja teatud valitud Euroopa Majanduspiirkonna liikmesriikides ning ka muudele valitud investoritele, tuginedes asjakohastele eranditele vastavate liikmesriikide seadusandluses („**Institutsionaalne pakkumine**“). Ettevõtte esitab börsile Nasdaq Riga First North noteerimisavalduse Ettevõtte kõikide Aktsiate, sealhulgas Pakutavate Aktsiate, kauplemisele võtmiseks börsil Nasdaq Riga First North kuni Prospekti registreerimiseni. Ettevõtte Aktsiatega kauplemine algab börsil Nasdaq Riga First North 11. novembril 2021 või sellele lähedasel kuupäeval. Pakkumise arvestuslik ajakava on järgmine:

Pakkumisperioodi algus	25. oktoober 2021
Pakkumisperioodi lõpp	5. novembril 2021
Pakkumishinna ja Pakkumise tulemuste avalikustamine	8. novembril 2021 või sellele lähedane kuupäev
Pakkumise arveldus	10. novembril 2021 või sellele lähedane kuupäev
Esimene kauplemispäev börsil Nasdaq Riga First North	11. novembril 2021 või sellele lähedane kuupäev

Ettevõtte jätab endale õiguse kuni pakkumisperioodi lõpuni Pakkumine täielikult või osaliselt mis tahes ajal edasi lükata või tühistada. Pakkumise edasilükkamise või tühistamise põhjust kirjeldatakse käesolevas Prospektis üksikasjalikumalt. Pakkumise mis tahes tühistamisest teatatakse Nasdaq Riga infosüsteemi ja Ettevõtte veebilehe (<https://www.virsi.lv/investoriem>) kaudu.

Ettevõtte määras Globaalseks Peakorraldajaks ja Arvepidajaks (Bookrunner) ettevõtte AS LHV Pank ning kavatses pärast Prospekti registreerimist Pakkumisega seoses sõlmida Väärtpaberite Avaliku Pakkumis- ja Teenuslepingu, mis hõlmab muu hulgas Globaalse Peakorraldaja kohustust müüa Pakutavaid Aktsiaid „parimate jõupingutuste“ kohaselt ja korraldada Pakkumise arveldus. Koos Globaalse Peakorraldajaga langetab Ettevõtte otsuse Pakutavate Aktsiate jaotamise üle pärast Pakkumisperioodi lõppu 8. novembril 2021 või sellele lähedasel kuupäeval. Pakutavate Aktsiate jaotust Institutsionaalse ja Jaepakkumise vahel ei ole eelnevalt kindlaks määratud. Ettevõtte koos Globaalse Peakorraldajaga otsustab lõpliku jaotuse enda äranägemisel.

Pakutavad Aktsiad jaotatakse Jaepakkumises osalevatele investoritele vastavalt järgnevatele põhimõtetele, mida Ettevõtte koos Globaalse Peakorraldajaga võib muuta vastavalt Jae- ja Institutsionaalsel Pakkumisel kogutud Märkimiskorralduste jaotusele, kogunõudlusele ja teistele asjaoludele:

- i. Kontserni töötajatele, kes esitasid Märkimiskorralduse Jaepakkumises, on garanteeritud esimese 50 000 märgitud Pakutava AktSIA jaotamine;
- ii. Igale investorile, kes esitas Jaepakkumise Märkimiskohustuse Pakkumise esimese nädala jooksul (enne 29. oktoobrit kell 16.00), on eelduslikult garanteeritud kuni 100 märgitud Pakutava AktSIA jaotamine. Omades 100 või rohkem Aktsiat, on

vastaval investoril lisaks õigus osaleda Emitendi Aktsionäride hüveprogrammis. Märkimiskorralduste osas, mida muudetakse või täiendatakse pärast viidatud perioodi, kohalduvad kehtivad jaotuspõhimõtted vaid sellistele Pakutavatele Aktsiatele, mis märgiti enne viidatud perioodi, eeldusel, et ülaloleva punkti (i) osas on vastav Kontserni töötaja olnud Kontserniga töösuhtes 30. juuni 2021 kuupäeva seisuga. Pakkumise ülemärkimise korral võib Ettevõtte Globaalse Peakorraldaja ettepanekul otsustada Pakutavate Aktsiate arvu suurendada Täiendava jaotamise Aktsiate arvu võrra, mis suurendaks Pakutavate Aktsiate arvu 1,735,489 Pakutava Aktsiani. Need aktsiad jaotatakse Pakkumises osalevate investorite vahel. Kui Pakkumine osutub alamärgituks, võib Ettevõtte vastavalt Pakutavate Aktsiate arvu vähendada või Pakkumise tühistada. Jaepakkumisel osalenud investorite arvelduskontole reserveeritud vahendid vabastatakse sellise summa ulatuses, mis vastab Pakkumishinnale korrutatuna Aktsiate arvuga, mida ei ole sellele investorile eraldatud. Ettevõtte annab jaotamisprotsessi tulemustest eeldatavalt teada Nasdaq Riga infosüsteemi ja ettevõtte veebilehe <https://www.virsi.lv/investoriem> kaudu 8. novembril 2021 või sellele lähedasel kuupäeval. Käesoleva Prospekti kuupäeva seisuga on Emitendi Aktsiate arv 13,355,720. Pakutavate Aktsiate arv on kuni 1,735,489 (sh täiendava jaotamise õigus). Seega on Ettevõtte Aktsiate arv pärast Ettevõtte aktsiakapitali suurendamise edukat registreerimist kuni 15,091,209, tingimusel, et Pakutavate Aktsiate arvu ei muudeta. Seepärast lahjendatakse vahetult enne Pakkumist Ettevõtte olemasolevaid osalusi kuni 11,50% võrra.

Pakkumise ja kauplemisele võtmisega seotud kulud ja maksud, mida Emitent peab tasuma, on hinnanguliselt 0,15 MEUR. Lisaks nõustus Emitent Globaalsele Peakorraldajale tasma 0,28 MEUR eeldusel, et kõik Pakutavad Aktsiad (sealhulgas Täiendava Jaotamise Aktsiad) on märgitud. Pärast kulude mahaarvamist on Pakkumise puhastulu hinnanguliselt 6,47 MEUR.

Miks see prospekt koostatakse?

Pakkumise peamine põhjus on (Pakkumise tulemusena) kogutud kapitali kasutamine Kontserni äritegevuse arendamiseks, kasumliku kasvu jätkamiseks ja ettevõtlustegevuse pikaajaliselt tugeva finantsseisundi tagamiseks.

Emitent on arvamusel, et järgnevatel aastatel on võimalik märkimisväärselt suurendada Kontserni tegevusmahte, turuosa ja kasumlikkust tingimisel, et Emitent tugevdab oma positsiooni alternatiivkütuste müügi ja elektrisõidukite laadimise segmentides ning optimeerib oma tegevuskulusid. Vastavalt kasutatakse

suuremat osa puhastulust alternatiivkütuste pakkumise arendamise valdkonnas, samuti alternatiivkütustega, sealhulgas surumaagaasi (CNG), biometaan ja veeldatud naftagaasi (LPG), ning elektrisõidukite (EV) laadijate taristu ja turustuskanalitega seonduvas valdkonnas. Tulude ülejäänud osa kasutatakse Kontserni pikaajalise tegevustõhususe parandamiseks IT-lahenduste väljatöötamise ja päikesepaneelide paigaldamise kaudu.

Eespool kirjeldatud tulude kavandatud kasutamine viiakse ellu ajavahemikul 2021–2023. Investeeringud jaotatakse järgnevatel aastate peale vastavalt Emitendi arengustrateegiale ja sellele, millised on vastaval ajahetkel kõige optimaalsemad investeerimisvõimalused. Pakkumisest saadud tulu kasutamise viis võib asjaoludest ja tingimustest olenevalt eespool esitatud plaanist erineda.

Pakkumise suhtes ei ole sõlmitud märkimislepingut siduva kohustuse alusel.

Pakkumise või Kauplemisele Lubamisega seonduvalt olulised huvide konfliktid puuduvad.

1.3. Summary in Latvian (*Kopsavilkums*)

1.3.1. Ievads un brīdinājumi

Vērtspapīru nosaukums un starptautiskais vērtspapīru identifikācijas numurs (ISIN)

VIRŠI-A akcijas, starptautiskais vērtspapīru identifikācijas numurs (ISIN): LV0000101848.

Emitenta identitāte un kontaktinformācija, tajā skaitā tā juridiskās personas kods (LEI)

Emitenta nosaukums ir akciju sabiedrība "VIRŠI-A". Emitents ir akciju sabiedrība, kas dibināta Latvijā un darbojas saskaņā ar Latvijas likumiem, reģistrēta Komercreģistrā 1995. gada 6. janvārī ar reģistrācijas numuru 40003242737. Emitenta juridiskā adrese ir Kalna iela 17, Aizkraukle, Aizkraukles pag., Aizkraukles nov., LV-5101, Latvija. Emitenta e-pasts ir birojs@virsi.lv, tālruna numurs: +371 65133677. Tā juridiskās personas identifikators (LEI) ir 213800DMDEDIDNEAOR80.

Prospektu apstiprinošās kompetentās iestādes identitāte un kontaktinformācija

Prospektu apstiprinājusi Latvijas Finanšu un kapitāla tirgus komisija kā kompetentā iestāde. Latvijas Finanšu un kapitāla tirgus komisijas adrese ir Kungu iela 1, Rīga, LV-1050, e-pasts: ftk@ftk.lv, tālruna numurs: +371 67774800.

Prospekta apstiprināšanas datums

Šis Prospekts apstiprināts 2021. gada 19. oktobrī.

Brīdinājumi

Šis kopsavilkums sagatavots saskaņā ar Regulas (ES) 2017/1129 7. pantu, un tas būtu lasāms kā Prospekta ievads. Jebkuri ieguldītāja lēmumi attiecībā uz ieguldījumiem Piedāvājuma akcijās jābalsta uz šo Prospektu kā vienotu kopumu. Ieguldījums Piedāvājuma akcijās

saistīts ar riskiem, un ieguldītājs var zaudēt visu ieguldīto kapitālu vai daļu no tā. Ja tiesā ir celta prasība par Prospektā ietvertu informāciju, ieguldītājam - prasītājam saskaņā ar valsts tiesībām var būt nepieciešams segt Prospekta tulkošanas izmaksas pirms tiesvedības sākšanas. Civiltiesiskā atbildība saistībā ar šo kopsavilkumu gulstas tikai uz tām personām, kas iesniegušas kopsavilkumu, tostarp veikušas jebkādu tā tulkošanu, bet tikai tādā gadījumā, ja kopsavilkums ir maldinošs, neprecīzs vai, lasot kopā ar pārējām Prospekta daļām, pretrunīgs, vai, ja, lasot kopā ar pārējām Prospekta daļām, nav sniegta pamatinformācija, lai palīdzētu ieguldītājiem apsvērt, vai ieguldīt minētajos vērtspapīros.

1.3.2. Pamatinformācija par Emitentu

Vērtspapīru emitents

Emitents ir akciju sabiedrība "VIRŠI-A", kas dibināta Latvijā un darbojas saskaņā ar Latvijas likumiem. Emitenta juridiskā adrese ir Kalna iela 17, Aizkraukle, Aizkraukles pag., Aizkraukles nov., LV-5101, Latvija, un tā LEI kods ir 213800DMDEDIDNEAOR80. Emitents ir reģistrēts Komercreģistrā ar reģistrācijas numuru 40003242737.

Emitenta pamatdarbība ir degvielas mazumtirdzniecība degvielas uzpildes stacijās (NACE 47.30) un degvielas, cietā, šķidrā un gāzveida kurināmā un līdzīgu produktu vairumtirdzniecība (NACE 46.71). Emitents ir Grupas mātes sabiedrība. Emitents pārdod plašu degvielas produktu sortimentu mazumtirdzniecības un vairumtirdzniecības klientiem. Galvenie degvielas produkti ir benzīns, dīzeļdegviela, sašķidrīnātā naftas gāze (LPG) un saspīestā dabasgāze (CNG). Degvielas uzpildes stacijās Emitents pārdod arī dažādus plaša patēriņa produktus, piemēram, pārtiku, kafiju, dzērienus un tabakas izstrādājumus. Turklāt meitasuzņēmums SIA "VIRŠI Renergy" nodrošina elektrības un dabasgāzes tirdzniecību saviem biznesa klientiem.

Šī Prospekta sagatavošanas dienā sekojošiem akcionāriem pieder vairāk nekā 5% no visām Emitenta akcijā, un viņi ir uzskatāmi par Emitenta galvenajiem akcionāriem:

Akcionāra nosaukums (vārds, uzvārds)	Piederošo akciju skaits	Proporcija	Persona, kas tieši vai netieši kontrolē akcionāru
Jānis Riekstiņš	3,178,840	23.8 %	Nepiemēro
Jānis Rušmanis	3,151,960	23.6 %	Nepiemēro
Ruta Plūme	3,151,960	23.6 %	Nepiemēro
Ilgvars Zuzulis	1,936,480	14.5 %	Nepiemēro
Andris Priedītis	1,936,480	14.5 %	Nepiemēro
KOPĀ	13,355,720	100.0 %	

Ciktāl Emitentam zināms, neviens no lielākajiem akcionāriem ne tieši, ne netieši nekontrolē Emitentu. Emitentam nav zināmas vienošanās, kuru darbība vēlāk var izraisīt Sabiedrības kontroles maiņu. Turklāt Sabiedrībai nav zināmas nekādas vispārējās kontroles vienošanās starp akcionāriem.

Emitenta valdē ir trīs valdes locekļi. Informācija par katru valdes locekli atspoguļota zemāk redzamajā tabulā.

Vārds, uzvārds	Amats	Iecelšanas datums	Amata pilnvaru termiņš
Jānis Vība	Izpilddirektors; Valdes priekšsēdētājs ar tiesībām pārstāvēt atsevišķi	22.07.2019.	22.07.2024.
Vita Čirjevskā	Valdes locekle ar tiesībām pārstāvēt atsevišķi	13.04.2021.	13.04.2026.
Linda Prūse	Valdes locekle ar tiesībām pārstāvēt atsevišķi	13.04.2021.	13.04.2026.

Emitenta padomē ir seši padomes locekļi. Informācija par katru padomes locekli izklāstīta zemāk redzamajā tabulā.

Vārds, uzvārds	Amats	Iecelšanas datums	Amata pilnvaru termiņš
Jānis Riekstiņš	Padomes priekšsēdētājs	13.04.2021.	13.04.2026.
Jānis Rušmanis	Padomes priekšsēdētāja vietnieks	13.04.2021.	13.04.2026.
Andris Priedītis	Padomes loceklis	13.04.2021.	13.04.2026.
Silva Skudra	Padomes loceklis	13.04.2021.	13.04.2026.
Ivars Blumbergs	Padomes loceklis	13.04.2021.	13.04.2026.
Ilgvars Zuzulis	Padomes loceklis	13.04.2021.	13.04.2026.

Kārtējā Akcionāru sapulce ar 2020. gada 2. septembra lēmumu iecēla akciju sabiedrību "KPMG Baltics AS" (reģistrācijas numurs: 40003235171, juridiskā adrese Vesetas iela 7, Rīga, LV-1013, Latvija) par Emitenta ārējo revidentu 2020. un 2021. finanšu gadam. Akciju sabiedrība "KPMG Baltics AS" ir Latvijas Zvērinātu revidentu asociācijas dalībnieks.

Emitenta finanšu pamatinformācija

Konsolidētie finanšu pārskati par gadu, kas noslēdzās 2020. gada 31. decembrī, ir pirmais Grupas konsolidēto finanšu pārskatu kopums, kas sagatavots saskaņā ar starptautiskajiem finanšu

pārskatu standartiem (SFPS). Saskaņā ar Latvijas vispārpieņemtajiem grāmatvedības principiem (GAAP), par iepriekšējiem pārskata periodiem Grupa nav gatavojusi konsolidētos finanšu pārskatus. Ņemot vērā juridiskās restrukturizācijas kopējo kontroles raksturu, salīdzinošie rādītāji laika posmā no 2019.gada 1.janvāra tika sagatavoti pieņemot, ka Grupa būtu izveidota pirms 2019.gada 1.janvāra. Tā kā iepriekš netika sagatavoti konsolidētie finanšu pārskati, šajos konsolidētajos finanšu pārskatos netiek sniegti saskaņojumi starp pirmajiem SFPS konsolidētajiem finanšu pārskatiem un iepriekšējiem vispārpieņemtiem grāmatvedības principiem.

Atlasīts Grupas konsolidētais peļņas vai zaudējumu aprēķins (tūkst. EUR)

	Par gadu, kas beidzās 31.decembrī		Par sešu mēnešu periodu, kas beidzās 30.jūnijā	
	2019	2020	2020	2021
	nerevidēts	revidēts	nepārskatīts	pārskatīts
Neto apgrozījums	187,022	171,431	80,532	96,836
Izdevumi ieņēmumu sasniegšanai	(166,858)	(150,095)	(70,553)	(85,004)
Bruto peļņa	20,164	21,336	9,979	11,832
Pārdošanas izmaksas	(14,274)	(14,146)	(6,884)	(7,993)
Administratīvās izmaksas	(1,779)	(1,903)	(936)	(1,022)
Pārējie saimnieciskās darbības ieņēmumi	46	187	33	28
Pārējās saimnieciskās darbības izmaksas	(339)	(800)	(311)	(85)
Pamatarbības rezultāti	3,818	4,674	1,881	2,759
Finanšu ieņēmumi	9	15	10	106
Finanšu izmaksas	(270)	(500)	(257)	(241)
Peļņa pirms uzņēmumu ienākuma nodokļa	3,557	4,189	1,633	2,624
Uzņēmuma ienākuma nodoklis par pārskata gadu	(3)	(2)	-	-
Pārskata gada peļņa	3,554	4,187	1,633	2,624

Atlasītie Grupas konsolidētie bilances pārskati (tūkst. EUR)

	Uz 1.janvāri	Par gadu, kas beidzās 31.decembrī		Par sešu mēnešu periodu, kas beidzās 30.jūnijā
	2019	2019	2020	2021
	nerevidēts	nerevidēts	revidēts	pārskatīts
Ilgtermiņa ieguldījumi kopā	37,621	50,904	54,423	56,014
Apgrozāmie līdzekļi kopā	18,465	21,086	18,403	26,435
Kopā aktīvi	56,086	71,991	72,826	82,449
Kopā pašu kapitāls	27,253	32,551	36,621	38,758
Ilgtermiņa saistības kopā	9,244	17,682	17,855	19,573
Īstermiņa saistības kopā	19,589	21,758	18,350	24,118
Kopējās saistības	28,834	39,440	36,205	43,691
Kopā saistības un pašu kapitāls	56,086	71,991	72,826	82,449

Grupas konsolidētais naudas plūsmas pārskats (tūkst. EUR)

Pamatdarbības naudas plūsma	Par gadu, kas beidzās 31.decembrī		Par sešu mēnešu periodu, kas beidzās 30.jūnijā	
	2019	2020	2020	2021
	nerevidēts	revidēts	nepārskatīts	pārskatīts
Nauda un tās ekvivalenti pārskata sākumā	2,876	2,954	2,954	3,677
Pamatdarbības neto naudas plūsma	7,662	7,455	2,801	4,542
Ieguldīšanas darbības neto naudas plūsma	(8,450)	(6,479)	(1,926)	(3,236)
Finansēšanas darbības neto naudas plūsma	866	(253)	(152)	1,291
Nauda un tās ekvivalentu atlikums pārskata beigās	2,954	3,677	3,677	6,273
Pārskata gada neto naudas plūsma	78	722	723	2,597

Emitentam raksturīgie būtiskākie riski

Makroekonomiskie un globālie riski. Emitenta darbību un finansiālo stāvokli būtiski ietekmē makroekonomiskie apstākļi Latvijā un pasaulē, tajā skaitā, bet ne tikai, IKP pieaugums, valdības fiskālā un monetārā politika, patērētāju izdevumi, inflācijas līmenis, nodarbinātības līmenis, ienākumu līmenis un vispārējā ekonomiskā noteiktība. Grupas darbības rādītājus var ietekmēt arī nozīmīgi notikumi degvielas tirgū, tajā skaitā, bet ne tikai iespējamās akcīzes nodokļu politikas pārmaiņas, alternatīvo degvielu izstrāde, jaunu automobiļu iegādes samazināšanas, pāreja uz elektromobiļiem. Makroekonomiskos un globālos riskus ietekmē dažādi faktori ārpus Emitenta kontroles. Šādi riski var Emitentam radīt iespējama pieprasījuma samazināšanos un/vai tirgus daļas zaudējuma draudus, kam seko Emitenta darbības rādītāju un finansiālā stāvokļa pasliktināšanās.

Apgādes un darbības nepārtrauktības riski. Degvielas apgādes ziņā Emitents ir zināmi atkarīgs no "ORLEN Lietuva" (ar tās pārstāvja Latvijā SIA "ORLEN Latvija" starpniecību), jo "ORLEN Lietuva" vada vienīgo naftas pārstrādes rūpniecību Baltijā. Savukārt jēlnaftas un izejvielu piegādes pārstrādes rūpniecībai galvenokārt ir atkarīgas no piegādēm caur Būtiņģes naftas termināli. Šāds pieejamo degvielas avotu diversifikācijas trūkums Baltijas valstīs nozīmē, ka Emitents ir pakļauts riskam saskarties ar pagaidu degvielas deficītu gadījumā, ja rodas traucējumi SIA "ORLEN Latvija", "ORLEN Lietuva" vai Būtiņģes naftas termināļa darbībā. Tāpat arī Emitents var saskarties ar degvielas apgādes ievērojamo samazināšanos gadījumā, ja tiek pārtraukta vai beidzas sadarbība ar SIA "ORLEN Latvija". Kaut gan ir pieejami alternatīvi degvielas piegādes avoti, Emitents var nebūt spējīgs iegūt alternatīvu apgādi savlaicīgi vai ar apmierinošiem noteikumiem. Degvielas apgādes pārtraukums varētu izraisīt Emitenta pārdotās degvielas kvalitātes un daudzuma samazināšanos, tādējādi būtiski nelabvēlīgi ietekmējot Emitenta uzņēmējdarbību.

Riski, kas saistīti ar pāreju uz mazoglekļa ekonomiku. Pāreja uz mazoglekļa ekonomiku var ietekmēt Emitenta uzņēmējdarbību, finansiālo stāvokli vai reputāciju. Pāreja rada riskus, kas saistīti ar politikas, likumu, nodokļu uzlikšanas, patērētāju uzvedības modeļu, tehnoloģiju un Emitenta reputācijas pārmaiņām. Pastāv iespēja, ka Emitents saskarsies ar pieaugošām siltumnīcefekta gāzu emisijas izmaksām stingrāku vides aizsardzības noteikumu dēļ.

Turklāt ES ir pieņēmusi Eiropas zaļo kursu, un tās mērķis ir līdz 2050. gadam kļūt par klimatneitrāli. Eiropas Komisijas pieņemtajā politikā iekļauti priekšlikumi piemērot emisijas kvotu tirdzniecību jaunām nozarēm, palielināt atjaunojamās enerģijas izmantošanu un paaugstināt energoefektivitāti, izvērst ātrāku pāreju uz zemas emisijas transporta veidiem un infrastruktūru un degvielām to atbalstam, pielāgot nodokļu politiku Eiropas zaļā kursa mērķiem, īstenot oglekļa noplūdes novēršanas pasākumus un nodrošināt instrumentus oglekļa dabisko piesaistītāju saglabāšanai un pavairošanai. Emitenta uzņēmējdarbības modeli ievērojami ietekmē šādas politikas īstenošana, jo tā var novest pie neatjaunojamo enerģijas avotu patēriņa samazināšanās. Lai saglabātu uzņēmējdarbību, Emitentam var nākties diversificēt savu uzņēmējdarbības modeli. Emitenta jebkāda veida nespēja veikt uzņēmējdarbību, ņemot vērā šo pāreju uz mazoglekļa ekonomiku, vai nespēja mainīt uzņēmējdarbības modeli, lai pielāgotos šai pārejai, varētu būtiski nelabvēlīgi ietekmēt Emitenta uzņēmējdarbību, finansiālo stāvokli un darbības rezultātus. Uzņēmējdarbības diversifikācijas riski. Iepriekš Emitentam ir bijis EBITDA pieaugums un, lai arī Emitents uzskata, ka ir labvēlīga stāvoklī, lai turpinātu uzrādīt spēcīgus EBITDA pieauguma rādītājus, nav pārliecības par to, ka pieaugums būs ilgtspējīgs un Emitents joprojām spēs demonstrēt ievērojamu EBITDA pieaugumu virs tirgus līmeņa vai vispār jebkādu pieaugumu. Emitenta uzņēmējdarbības modeli ievērojami ietekmē vides politikas īstenošana, un turpmāk var tikt pieņemti vēl citi pasākumi emisiju samazināšanai un atjaunojamo enerģijas avotu izmantošanai. Lai nodrošinātu uzņēmējdarbības turpināšanu, pastāv iespēja, ka Emitentam būs nepieciešams turpināt dažādot savu uzņēmējdarbības modeli. Riski, kas saistīti ar atkarību no IT. Emitents ir atkarīgs no vairāku informācijas un sakaru sistēmu, tajā skaitā grāmatvedības sistēmas, efektīvas un nepārtrauktas darbības. Emitents varētu saskarties ar sarežģījumiem uzņēmējdarbībā vai nepieciešamās grāmatvedības informācijas izveidē gadījumā, ja tiktu izbeigti esošie ārpalpojumu līgumi vai aizkavēta kādas nozīmīgas jaunas sistēmas ieviešana, vai rastos jebkādi esošo sistēmu darbības pārtraukumi vai traucējumi, ko izraisījuši tehniski bojājumi, programmatūras kļūdas, kiberproblemas vai ļaunprātīgas programmatūras.

1.3.3. Pamatinformācija par vērtspapīriem

Vērtspapīru galvenās iezīmes

Visas Akcijas (tajā skaitā Piedāvājuma akcijas) ir dematerializētas uzrādītāja akcijas ar katras akcijas nominālvērtību 0,50 EUR. Akcijas tiks reģistrētas "Nasdaq CSD" ar rezervēto ISIN LV0000101848 pēc šī Prospekta apstiprināšanas un pirms Piedāvājuma perioda un tiks turētas iegrāmatotas dematerializētā veidā. Akciju apliecības netiek un netiks izsniegtas. Akcijas ir denominētas euro, un uz tām attiecas Latvijas tiesības.

Prospekta sagatavošanas dienā Sabiedrības akciju kapitāls ir 6,677,860 EUR, kas sadalīts 13,355,720 dematerializētās uzrādītāja akcijās. Katras akcijas nominālvērtība ir 0,50 EUR. Visas akcijas ir emitētas un pilnībā samaksātas. Akcijas ir denominētas un tiks piedāvātas euro. Uz akcijām attiecas Latvijas tiesību akti. Visas Akcijas piešķir akcionāriem vienādas tiesības. Pēc Piedāvājuma akciju reģistrācijas Latvijas Komercreģistrā Piedāvājuma akcijām ir tādas pašas tiesības kā Sabiedrības esošajām akcijām. Katrai Akcijai ir tiesības uz dividendēm, un tā dod īpašniekam tiesības piedalīties un balsot ar vienu balsi Akcionāru Sapulcē. Sabiedrības likvidācijas gadījumā Akcionāriem ir tiesības uz aktīvu atlikušo daļu proporcionāli īpašumā esošajam Akciju skaitam. Pamatkapitāla palielināšanas gadījumā tajā laikā esošajiem Akcionāriem ir prioritāte attiecībā uz jaunās emisijas akciju iegādi proporcionāli īpašumā esošo Akciju kopējai nominālvērtībai.

Tiesības uz dividendēm ir vienīgais paredzētais akcionāru tiesību veids uz Sabiedrības peļņas daļu. Dividendes akcionāriem izmaksā proporcionāli viņu īpašumā esošo akciju kopējai nominālvērtībai. Dividendes izmaksā par pilnīgi apmaksātām akcijām. Akcionāru sapulce pieņem lēmumu par dividendu izmaksu pēc tam, kad ir saņemts valdes priekšlikums par dividendu izmaksu un padomes ziņojums. Akcionāru sapulce lemj arī par dividendu izmaksas datumu, kam jābūt tajā pašā finanšu gadā, kad pieņemts lēmums par dividendu izmaksu. Dividendes var aprēķināt un izmaksāt tikai no Sabiedrībai pieejamajiem līdzekļiem. Dividendes izmaksā ar bankas pārskaitījumu samaksas dienā uz akcionāru kontiem. Sabiedrība izdod paziņojumu par dividendu izmaksu ar "Nasdaq Riga" informācijas sistēmas palīdzību. Kārtējā Akcionāru sapulce apstiprināja Sabiedrības dividendu politiku 2021. gada 28. jūlijā. Dividēžu politika stāsies spēkā pēc akciju tirdzniecības uzsākšanas atbilstoši Nasdaq Riga apstiprinājumam. Saskaņā ar dividendu politiku paredzēts, ka Sabiedrības akcionāriem dividendu veidā tiek izmaksāti ne vairāk kā 20% no Grupas tīrās peļņas, kas iegūta iepriekšējā finanšu gadā. Dividēžu izmaksai paredzēto tīrās peļņas summu var koriģēt, pamatojoties uz tādiem apstākļiem vai apsvērumiem kā finansālais stāvoklis, juridiskie pienākumi un saistības, kapitāla struktūras bilance vai Emitenta stratēģiskie mērķi. Pēc dividendu izmaksas atlikušo tīro peļņu Sabiedrība patur turpmākajiem ieguldījumiem un uzņēmējdarbības attīstībai.

Gan Latvijas rezidentiem, gan nerezidentiem piemēro vienas un tās pašas procedūras un tiesības attiecībā uz dividendēm. Sabiedrības izmaksātās dividendes aplik ar nodokļiem saskaņā ar Latvijas tiesību aktos noteiktajām prasībām, un tās var aplik ar nodokļiem arī akcionāra mitnes valstī.

Akciju tirdzniecības vieta

Sekmīga akciju Piedāvājuma gadījumā Akciju tirdzniecība notiks "Nasdaq Riga First North". "Nasdaq Riga First North" ir daudzpusēja tirdzniecības sistēma (alternatīvais tirgus), ko vada "Nasdaq Riga". Tās juridiskais statuss nav tāds pats kā regulētajam tirgum. "Nasdaq Riga First North" sarakstā iekļautās sabiedrības pakļautas "First North" noteikumiem, nevis juridiskajām prasībām attiecībā uz iekļaušanu tirdzniecībai regulētajā tirgū. Nav iesniegts vai netiks iesniegts neviens iesniegums akciju tirdzniecībai kādā citā biržā. Akciju tirdzniecību "Nasdaq Riga First

North" paredzēts sākt 2021. gada 11. novembrī vai aptuveni ap šo laiku.

Akcijām raksturīgie būtiskākie riski

Nodokļu režīma riski. Izmaiņas nodokļu režīmā, ko Latvija pašlaik piemēro akciju darījumiem vai attiecībā uz dividendēm, var izraisīt Akcionāru nodokļu sloga palielināšanos. Tas var vēl nelabvēlīgāk ietekmēt atdevi no ieguldījumiem akcijās.

Piedāvājuma atsaukšana. Emitents pieliks vislielākās pūles sekmīga Piedāvājuma nodrošināšanai. Neraugoties uz to, nevar būt pārliecības, ka Piedāvājums notiks un iespējamie ieguldītāji saņems akcijas, uz kurām tie ir parakstījušies, vai ka Piedāvājums netiks aizkavēts. Emitents ir saglabājis tiesības jebkurā laikā līdz Piedāvājuma perioda beigām atlikt vai atsaukt visu Piedāvājumu vai tā daļu. Atsaukšanas iemesli, cita starpā, varētu būt nepietiekams pieprasījums pēc Piedāvājuma akcijām, negaidītas un nozīmīgas pārmaiņas Latvijas vai pasaules ekonomiskajā vai politiskajā situācijā, kā arī ievērojamas pārmaiņas Grupas darbībā, kas var būtiski ietekmēt tās veikspēju vai stratēģiju.

Spēja izmaksāt dividendes. Emitents ir izstrādājis dividendu politiku, nosakot dividendu izmaksas principus. Neraugoties uz to, Emitenta spēja izmaksāt dividendes ir atkarīga no sadalāmās peļņas pieejamības. Turklāt Emitenta nākotnes vajadzības pēc finansējuma un ieguldījumiem, it īpaši parāda finansēšanas mehānismi, noteiktos apstākļos var uzlikt Emitentam ierobežojumus dividendu izmaksai. Parāda finansēšanas mehānismi var būt saistīti arī ar līgumiskām prasībām izveidot noteiktas rezerves un, attiecīgi, atskaitījumus, aprēķinot sadalāmo peļņu.

Akciju cenas svārstīgums un akciju likviditāte. Akciju cenu pēc Piedāvājuma galvenokārt ietekmēs akciju piedāvājums un pieprasījums, un tā var ievērojami svārstīties, reaģējot uz vairākiem faktoriem, daudzus no kuriem Emitents nespēj ietekmēt. Nav garantijas, ka izveidosies aktīvs un likvids akciju tirgus.

Akciju vērtības samazināšanās riski. Saņemot kārtējās vai ārkārtas akcionāru sapulces piekrišanu, Emitents var piesaistīt kapitālu, piedāvājot parāda vērtspapīrus (iespējams, ietverot arī konvertējamus parāda vērtspapīrus) vai papildu akcijas. Papildu akciju vai vērtspapīru ar tiesībām pārvērst tos kapitāldaļās, piemēram, konvertējamu obligāciju emisija, samazinātu Emitenta pašreizējo akcionāru ekonomiskās un balsošanas tiesības, ja Emitenta pašreizējiem akcionāriem netiktu piešķirtas īpašas parakstīšanās tiesības uz emisiju.

1.3.4. Informācija par vērtspapīru publisko piedāvājumu un atļauju veikt tirdzniecību Nasdaq Riga First North

Nosacījumi un termiņi ieguldījumiem konkrētajā vērtspapīrā

Piedāvājuma gaitā par Piedāvājuma Cenu tiek piedāvātas ne vairāk kā 1,509,121 Piedāvājuma akcijas (plus ne vairāk kā 226,368 papildus Piedāvājuma akcijas, ko var piešķirt saskaņā ar pārsnieguma iespēju). Piedāvājums tiek piedāvāts (i) publiski privātajiem ieguldītājiem Latvijā, Igaunijā un Lietuvā ("Mazumtirdzniecības piedāvājums") un (ii) nepubliski kvalificētiem ieguldītājiem, kā tie definēti Prospekta regulas 2. panta (e) punktā, Latvijā un dažās izvēlētās Eiropas Ekonomikas zonas dalībvalstīs, kā arī citiem izvēlētiem ieguldītājiem, pamatojoties uz dažiem atbrīvojumiem, kas pieejami saskaņā ar attiecīgo dalībvalstu tiesībām ("Institucionālais piedāvājums"). Līdz ar Prospekta reģistrāciju Sabiedrība iesniedza "Nasdaq Riga First North" iesniegumu par iekļaušanu sarakstā atļaujas saņemšanai veikt visu Sabiedrības akciju, tostarp Piedāvājuma akciju, tirdzniecību "Nasdaq Riga First North". Sabiedrības akciju tirdzniecību "Nasdaq

Riga First North" paredzēts uzsākt 2021.gada 11. novembrī vai aptuveni šajā laikā. Piedāvājuma provizorisks grafiks ir šāds:

Piedāvājuma perioda sākums	25 oktobris 2021
Piedāvājuma perioda beigas	5 novembris 2021
Piedāvājuma cenas un piedāvājuma rezultātu paziņošana	8 novembris 2021 vai aptuveni šajā laikā
Piedāvājuma izpilde	10 novembris 2021 vai aptuveni šajā laikā
Pirmā tirdzniecības diena "Nasdaq Riga First North"	11 novembris 2021 vai aptuveni šajā laikā

Sabiedrība ir saglabājusi tiesības jebkurā laikā līdz Piedāvājuma perioda beigām atlikt vai atsaukt visu Piedāvājumu vai tā daļu. Piedāvājuma atlikšanas vai atsaukšanas iemesls sīkāk aprakstīts šajā Prospektā. Visi atsaukumi attiecībā uz piedāvājumu tiks paziņoti ar "Nasdaq Riga" informācijas sistēmas un Sabiedrības tīmekļa vietnes (<https://www.virsi.lv/investoriem>) starpniecību. Sabiedrība ir iecēlusi AS "LHV Pank" par Vispārējo Piedāvājuma vadītāju un organizatoru, un ir iecerējusi pēc Prospekta reģistrācijas noslēgt Piedāvājuma izvietojuma un pakalpojumu līgumu, kur, cita starpā, iekļauts Vispārējā Piedāvājuma vadītāja pienākums pārdot Piedāvājuma akcijas "rikojoties maksimāli labākajā veidā" un organizēt Piedāvājuma norisi.

Pēc Piedāvājuma perioda beigām 2021.gada 8.novembrī vai aptuveni šajā laikā Sabiedrība un vispārējais Piedāvājuma vadītājs pieņems lēmumu par Piedāvājuma akciju piešķiršanu. Piedāvājuma akciju piešķiršana starp Institucionālo piedāvājumu un Mazumtirdzniecības piedāvājumu nav iepriekš noteikta. Sabiedrība un Vispārējais Piedāvājuma vadītājs noteiks galīgo piešķiršanu vienīgi pēc saviem ieskatiem.

Piedāvājuma akcijas tiks piešķirtas ieguldītājiem, kas piedalās Mazumtirdzniecības piedāvājumā saskaņā ar zemāk norādītajiem principiem, kurus Sabiedrība un Vispārējais piedāvājuma vadītājs var mainīt atbilstoši Parakstīšanās Pieteikumiem, kas iesniegti Mazumtirdzniecības Piedāvājumā un Institucionālajā Piedāvājumā, kopējam pieprasījumam un citiem apstākļiem:

- i. Grupas darbiniekiem, kuri ir iesnieguši Parakstīšanās Pieteikumu Mazumtirdzniecības Piedāvājumā, kopā ir garantēta pirmo 50,000 Piedāvājuma akciju piešķiršana, uz kurām tie ir parakstījušies;
- ii. Katram ieguldītājam, kurš ir iesniedzis Parakstīšanās Pieteikumu Mazumtirdzniecības Piedāvājuma ietvaros pirmajā Piedāvājuma nedēļā (līdz 29. oktobra 16:00), domājams, ka tiek garantēta līdz 100 Piedāvājuma akciju piešķiršana, uz kurām tas ir parakstījis. Gadījumā, ja ieguldītājam pieder 100 vai vairāk Akcijas, attiecīgais ieguldītājs ir tiesīgs piedalīties arī Emitenta Akcionāru lojalitātes programmā. Uz Parakstīšanās Pieteikumiem, kas grozīti vai papildināti pēc minētā perioda, šis piešķiršanas princips darbosies tikai uz Piedāvājuma Akcijām, uz kurām parakstīšanās notikusi minētajā termiņā,

ievērojot, ka attiecībā uz (i) punktā norādīto, attiecīgais Grupas darbinieks ir bijis darba tiesiskajās attiecībās ar Grupu no 2021. gada 30. jūnija.

Pārmērīgas parakstīšanās gadījumā Piedāvājumā, Sabiedrība var, pēc Vispārējā piedāvājuma vadītāja ierosinājuma, lemt par Piedāvājuma Akciju skaita palielināšanu par Pārnieguma akciju skaitu, kas palielinātu kopējo Piedāvājuma akciju skaitu uz 1,735,489 Piedāvājuma akcijām. Šīs akcijas tiks piešķirtas ieguldītājiem, kas piedalās Piedāvājumā. Ja Piedāvājums ir nepietiekami parakstīts, Sabiedrība var attiecīgi samazināt Piedāvājuma Akciju skaitu, vai atcelt Piedāvājumu.

Līdzekļi, kas tika rezervēti ieguldītāja – Mazumtirdzniecības piedāvājuma dalībnieka – norēķinu kontā, būs pieejami tadā

daudzumā, kas atbilst Piedāvājuma cenai, reinātai ar šim ieguldītājam nepiešķirto Akciju skaitu.

Sabiedrība paredzējusi piešķiršanas procesa rezultātu paziņošanu ar "Nasdaq Riga" informācijas sistēmas un Sabiedrības tīmekļa vietnes <https://www.virsi.lv/investoriem> starpniecību 2021.gada 8. novembrī vai aptuveni šajā laikā.

Prospekta sagatavošanas dienā Emitenta akciju skaits ir 13,355,720. Piedāvājuma akciju skaits nepārsniedz 1,735,489 (ieskaitot pārnieguma iespēju). Tāpēc Sabiedrības akciju skaits pēc Sabiedrības akciju kapitāla palielināšanas sekmīgas reģistrācijas nepārsniegs 15,091,209, tomēr ar noteikumu, ka Piedāvājuma akciju skaits nav mainīts. Tādēļ tieši pirms Piedāvājuma pastāvošās kapitāla daļas Sabiedrībā Piedāvājuma rezultātā tiks samazinātas ne vairāk kā par 11,50%.

Aplēsts, ka ar Piedāvājumu un atļaujas veikt tirdzniecību saņemšanu saistītie izdevumi un nodokļi, kas jāmaksā Emitentam, būs 0,15MEUR. Turklāt Emitents ir piekritis samaksāt Vispārējam Piedāvājuma vadītājam 0,28MEUR, pieņemot, ka uz visām Piedāvājuma akcijām (ieskaitot pārnieguma akcijas) ir notikusi parakstīšanās. Aplēsts, ka tiešie ieņēmumi no Piedāvājuma pēc izmaksu atskaitīšanas būs 6,47MEUR.

Iemesls, kādēļ šis prospekts tiek gatavots

Piedāvājuma galvenais iemesls ir izmantot (Piedāvājuma rezultātā) piesaistīto kapitālu Grupas uzņēmējdarbības finansēšanai un attīstībai, turpinot peļņu nesošu izaugsmi un nodrošinot darbībai spēcīgu ilgtermiņa veselību.

Emitents ir pārliecināts, ka turpmākajos gados iespējams panākt Grupas darbības apjomu, tirgus daļas un ienesības ievērojamu pieaugumu ar noteikumu, ka Emitents nostiprina savu pozīciju alternatīvo degvielu pārdošanas un elektromobiļu uzlādēšanas segmentos un arī optimizē savus darbības izdevumus. Attiecīgi, lielākā daļa tīro ieņēmumu tiks izmantoti, lai pilnveidotu alternatīvo degvielu piedāvājumu un infrastruktūru un izplatīšanas kanālus, kas saistīti ar alternatīvajām degvielām, tostarp saspiesto dabasgāzi (CNG), biometānu un LNG (sašķīdināto dabasgāzi), kā arī elektromobiļu uzlādes ierīces. Ieņēmumu atlikusi daļa tiks izmantota Grupas darbības ilgtermiņa efektivitātes paaugstināšanai, izstrādājot IT risinājumus un uzstādot saules paneļus.

Iepriekš aprakstītais plānotais ieņēmumu izlietojums tiks īstenos laikposmā no 2021. līdz 2023. gadam. Investīcijas tiks sadalītas turpmākajiem gadiem saskaņā ar Emitenta attīstības stratēģiju un atbilstoši tam, kas noteiktajā laikā būs vislabākā investīciju iespēja. Veids, kādā tiek izmantoti ieņēmumi no Piedāvājuma, var atšķirties no iepriekš minētā plāna atkarībā no apstākļiem un nosacījumiem nākotnē.

Uz Piedāvājumu neattiecas emisijas izplatīšanas līgums, pamatojoties uz stingri noteiktām saistībām. Nav būtisku ar Piedāvājumu vai Atļauju veikt tirdzniecību saistītu interešu konfliktu.

1.4. Summary In Lithuanian (*Santrauka*)

1.4.1. Įvadas ir perspėjimai

Vertybinių popierių pavadinimas ir tarptautinis vertybinių popierių identifikavimo numeris (ISIN)

„VIRŠI-A“ akcijos, tarptautinis vertybinių popierių identifikavimo numeris (ISIN): LV0000101848.

Emitento tapatybė ir kontaktiniai duomenys, įskaitant jo juridinio asmens identifikatorių (LEI)

Emitento įmonės pavadinimas yra akciju sabiedrība „VIRŠI-A“. Emitentas yra Latvijoje įsteigta akcinė bendrovė, veikianti pagal Latvijos įstatymus, 1995 m. sausio 6 d. įregistruota Komerčiame registre numeriu 40003242737. Emitento buveinės adresas yra 17 Kalna g., Aizkraukle, Aizkrauklės savivaldybė, Aizkrauklės rajonas, LV-5101, Latvija. Emitento el. pašto adresas – birojs@virsi.lv, telefono Nr. +371 65133677. Jo juridinio asmens identifikatorius (LEI) – 213800DMEDEDIDNEAOR80.

Prospektą tvirtinančios kompetentingos institucijos tapatybė ir kontaktiniai duomenys

Prospektą patvirtino Latvijos finansų ir kapitalo rinkos komisija kaip kompetentinga institucija. Latvijos Finansų ir kapitalo rinkos komisijos adresas yra 1 Kungu g., Ryga, LV-1050, el. paštas: ftk@ftk.lv, telefono Nr. +371 67774800.

Prospekto patvirtinimo data

Šis prospektas buvo patvirtintas 2021 m. spalio 19.

Perspėjimai

Santrauka parengta pagal Reglamento (ES) 2017/1129 7 straipsnį ir turėtų būti traktuojama kaip Prospekto įvadas. Bet kokį sprendimą investuoti į Siūlomas akcijas investuotojas turėtų priimti išnagrinėjęs visą Prospektą. Investavimas į Siūlomas akcijas susijęs su rizika ir investuotojas gali prarasti visą investuotą kapitalą arba jo dalį. Jei teisme pateikiamas ieškinys, susijęs su šiaame Prospekte pateikta informacija, pagal nacionalinę teisę iš investuotojo ieškovo gali būti

pareikalauta padengti Prospekto vertimo prieš pradėdant teisinį procesą išlaidas. Civilinė atsakomybė dėl šios santraukos taikoma tik tiems asmenims, kurie pateikė santrauką, įskaitant bet kokį jos vertimą, tačiau tik tais atvejais, kai santrauka yra klaidinanti, netiksli ar nenuosekli, ją skaitant kartu su kitomis Prospekto dalimis, arba kai joje, ją skaitant kartu su kitomis Prospekto dalimis, nepateikiama pagrindinė informacija, padedanti investuotojams apsvarstyti, ar investuoti į tokius vertybinius popierius.

1.4.2. Pagrindinė informacija apie Emitentą

Kas yra vertybinių popierių emitentas?

Emitentas yra akciju sabiedrība „VIRŠI-A“, Latvijoje įsteigta akcinė bendrovė, veikianti pagal Latvijos įstatymus. Emitento buveinės adresas yra 17 Kalna g., Aizkraukle, Aizkrauklės savivaldybė, Aizkrauklės rajonas, LV-5101, Latvija, o jo juridinio asmens identifikatorius (LEI) yra 213800DMEDEDIDNEAOR80. Emitentas įregistruotas Komerčiame registre, registracijos numeris 40003242737.

Pagrindinė Emitento veikla - mažmeninė prekyba automobilių degalais specializuotose parduotuvėse (NACE 47.30) ir didmeninė prekyba degalais, kietuoju, skystuoju ir dujiniu kuru bei susijusiais produktais (NACE 46.71). Emitentas yra Grupės patronuojančioji bendrovė. Emitentas parduoda platų degalų produktų asortimentą mažmeniniams ir didmeniniams klientams. Pagrindiniai degalų produktai yra benzinas, dyzelinas, suskystintos naftos dujos (SND) ir suslėgtos gamtinės dujos (SGD). Emitentas degalinėse taip pat prekiauja kasdienio vartojimo prekėmis, tokiu kaip maistas, kava, gėrimai ir tabako gaminiai. Be to, dukterinė bendrovė SIA „VIRŠI Renergy“ savo verslo klientams siūlo elektrą ir gamtines dujas. Šio Prospekto sudarymo dieną toliau nurodyti Akcininkai valdo daugiau kaip 5 proc. viso Emitento akcinio kapitalo ir yra laikomi pagrindiniais Emitento akcininkais:

Akcininko vardas, pavardė	Turimų akcijų skaičius	Dalis	Tiesiogiai ar netiesiogiai Akcininką kontroliuojantis asmuo
Jānis Riekstiņš	3,178,840	23,8 %	Nėra
Jānis Rušmanis	3,151,960	23,6 %	Nėra
Ruta Plūme	3,151,960	23,6 %	Nėra
Ilgvars Zuzulis	1,936,480	14,5 %	Nėra
Andris Priedītis	1,936,480	14,5 %	Nėra
Iš viso	13,355,720	100,0 %	

Kiek Emitentui žinoma, nė vienas iš pagrindinių Akcininkų tiesiogiai ar netiesiogiai nekontroliuoja Emitento. Emitentui nėra žinoma apie jokių susitarimų, dėl kurių veikimo vėliau gali pasikeisti Bendrovės

kontrolė. Be to, Bendrovei nėra žinoma apie jokių susitarimų dėl bendros kontrolės tarp jos Akcininkų.

Emitento Valdybą sudaro trys nariai. Duomenys apie kiekvieną valdybos narį pateikiama žemiau pateiktoje lentelėje.

Vardas, pavardė	Pareigos	Paskyrimo data	Kadencijos pabaiga
Jānis Vība	Generalinis direktorius, Valdybos pirmininkas, turintis teisę vienas atstovauti	2019-07-22	2024-07-22
Vita Čirjevskā	Valdybos narė, turinti teisę viena atstovauti	2021-04-13	2026-04-13
Linda Prūse	Valdybos narė, turinti teisę viena atstovauti	2021-04-13	2026-04-13

Emitento Stebėtojų tarybą sudaro šeši nariai. Duomenys apie kiekvieną stebėtojų tarybos narį pateikiami žemiau lentelėje.

Vardas, pavardė	Pareigos	Paskyrimo data	Kadencijos pabaiga
Jānis Riekstiņš	Stebėtojų tarybos pirmininkas	2021-04-13	2026-04-13
Jānis Rušmanis	Stebėtojų tarybos pirmininko pavaduotojas	2021-04-13	2026-04-13
Andris Priedītis	Stebėtojų tarybos narys	2021-04-13	2026-04-13
Silva Skudra	Stebėtojų tarybos narė	2021-04-13	2026-04-13
Ivars Blumbergs	Stebėtojų tarybos narys	2021-04-13	2026-04-13
Ilgvars Zuzulis	Stebėtojų tarybos narys	2021-04-13	2026-04-13

2020 m. rugsėjo 2 d. sprendimu visuotinis akcininkų susirinkimas pasirinko akciju sabiedrība „KPMG Baltics AS“ (registrācijas Nr. 40003235171, buveinēs adrese 7 Vesetas g., Ryga, LV-1013, Latvija) Emitento išorēs auditoriumi 2020 ir 2021 finansinām metams. Akciju sabiedrība „KPMG Baltics AS“ yra Latvijos atestuotų auditorių asociacijos narė.

Kokia yra pagrindinė Emitento finansinė informacija?

Konsoliduotos finansinės ataskaitos už metus, pasibaigusius 2020 m. gruodžio 31 d., yra pirmasis Grupės konsoliduotų finansinių ataskaitų rinkinys, parengtas pagal TFAS. Grupė nerengė konsoliduotų

finansinių ataskaitų už ankstesnius atskaitinius laikotarpius pagal Latvijos visuotinai priimtus apskaitos principus (GAAP). Atsižvelgiant į bendrą teisinio restruktūrizavimo kontrolės pobūdį, lyginamieji duomenys už laikotarpį nuo 2019 m. sausio 1 d. buvo parengti taip, tarsi Grupė būtų sudaryta iki 2019 m. sausio 1 d. Kadangi anksčiau nebuvo rengiamos konsoliduotos finansinės ataskaitos, šiose konsoliduotose finansinėse ataskaitose nepateikiama jokių pirmųjų TFAS konsoliduotų finansinių ataskaitų ir ankstesnių GAAP atskirų finansinių ataskaitų suderinimo.



Pasirinktos Grupės konsoliduotos pajamų (nuostolių) ataskaitos (tūkst. EUR)

	Metai, pasibaigę gruodžio 31 d.		Šešių mėnesių laikotarpis, pasibaigęs birželio 30 d.	
	2019	2020	2020	2021
	neaudituota	audituota	nepežiūrėta	peržiūrėta
Grynoji pardavimo kaina	187,022	171,431	80,532	96,836
Pardavimo savikaina	(166,858)	(150,095)	(70,553)	(85,004)
Bendrasis pelnas	20,164	21,336	9,979	11,832
Pardavimo išlaidos	(14,274)	(14,146)	(6,884)	(7,993)
Administracinės išlaidos	(1,779)	(1,903)	(936)	(1,022)
Kitos veiklos pajamos	46	187	33	28
Kitos veiklos išlaidos	(339)	(800)	(311)	(85)
Veiklos rezultatai	3,818	4,674	1,881	2,759
Finansinės pajamos	9	15	10	106
Finansinės išlaidos	(270)	(500)	(257)	(241)
Pelnas iki mokesčių	3,557	4,189	1,633	2,624
Ataskaitinių metų pajamų mokesčiai	(3)	(2)	-	-
Ataskaitinio laikotarpio grynas pelnas	3,554	4,187	1,633	2,624

Pasirinktos grupės konsoliduotos balanso ataskaitos (tūkst. EUR)

	Sausio 1 d.	Metai, pasibaigę gruodžio 31 d.		Šešių mėnesių laikotarpis, pasibaigęs birželio 30 d.
	2019	2019	2020	2021
	neaudituota	neaudituota	audituota	peržiūrėta
Iš viso ilgalaikio turto	37,621	50,904	54,423	56,014
Iš viso trumpalaikio turto	18,465	21,086	18,403	26,435
Iš viso turto	56,086	71,991	72,826	82,449
Bendras nuosavas akcininkų kapitalas	27,253	32,551	36,621	38,758
Iš viso ilgalaikių įsipareigojimų	9,244	17,682	17,855	19,573
Iš viso trumpalaikių įsipareigojimų	19,589	21,758	18,350	24,118
Iš viso įsipareigojimų	28,834	39,440	36,205	43,691
Iš viso įsipareigojimų ir akcininkų nuosavo kapitalo	56,086	71,991	72,826	82,449

Grupės konsoliduotų pinigų srautų ataskaitų santrauka (tūkst. EUR)

Pinigų srautai iš pagrindinės veiklos	Metai, pasibaigę gruodžio 31 d.		Šešių mėnesių laikotarpis, pasibaigęs birželio 30 d.	
	2019	2020	2020	2021
	neaudituota	audituota	nepežiūrėta	peržiūrėta
Pinigų srautai ir pinigų ekvivalentai metų pradžioje	2,876	2,954	2,954	3,677
Grynieji pinigų srautai iš pagrindinės veiklos	7,662	7,455	2,801	4,542
Grynieji pinigų srautai, gaunami iš investicinės veiklos	(8,450)	(6,479)	(1,926)	(3,236)
Grynieji pinigų srautai iš finansinės veiklos	866	(253)	(152)	1,291
Pinigų srautai ir pinigų ekvivalentai metų pabaigoje	2,954	3,677	3,677	6,273
Ataskaitinių metų grynieji pinigų srautai	78	722	723	2,597

Kokios yra pagrindinės rizikos, būdingos Emitentui?

Makroekonominė ir visuotinių tendencijų rizika. Emitento veiklai ir finansinei būklei didelę įtaką daro makroekonominės sąlygos Latvijoje ir visame pasaulyje, įskaitant, bet nepasiribojant, BVP augimą, vyriausybės fiskalinę ir pinigų politiką, vartotojų išlaidas, infliacijos lygį, užimtumo lygį, pajamų lygį ir bendrą ekonominį tikrumą. Grupės veiklos rezultatams taip pat gali turėti įtakos reikšmingi degalų rinkos pokyčiai, įskaitant, bet neapsiribojant, galimus akcijų politikos pokyčius, alternatyvių degalų rūšių plėtrą, naujų transporto priemonių pirkimo sumažėjimą, perėjimą prie elektromobilių. Makroekonominė ir visuotinių tendencijų rizikai įtakos turi skirtingi faktoriai, kurių Emitentas negali kontroliuoti. Tokia rizika kelia Emitentui pavojų, kad gali sumažėti vartotojų paklausa ir (arba) jis gali prarasti rinkos dalį, o po to pablogėti Emitento veiklos rezultatai ir finansinė būklė.

Tiekimo ir veiklos tęstinumo rizika. Emitentas labai priklausomas nuo bendrovės „ORLEN Lietuva“ (per jos atstovą Latvijoje SIA „ORLEN Latvija“) dėl kuro tiekimo, nes „ORLEN Lietuva“ valdo vienintelę žalios naftos perdirbimo gamyklą Baltijos šalyse. Žalios naftos ir žaliavų tiekimas į naftos perdirbimo gamyklą daugiauSIA priklausos nuo tiekimo per Būtingės naftos terminalą. Toks degalų šaltinių diversifikavimo trūkumas Baltijos šalyse reiškia, kad jei sutriktų įprastinė SIA „ORLEN Latvija“, „ORLEN Lietuva“ arba Būtingės naftos terminalo veikla, Emitentui kiltų laikino degalų trūkumo rizika. Taip pat Emitentas gali patirti didelį degalų tiekimo sumažėjimą, jei būtų nutrauktas arba pasibaigtų bendradarbiavimas su SIA „ORLEN Latvija“. Nors yra alternatyvių degalų tiekimo šaltinių, Emitentui gali nepavykti laiku ar priimtinais sąlygomis gauti degalų iš alternatyvaus šaltinio. Nutraukus degalų tiekimą, gali sumažėti Emitento parduodamų degalų kokybė ir kiekis, o tai gali turėti reikšmingos neigiamos įtakos Emitento verslui.

Rizika, kylanti dėl perėjimo prie mažo anglies dioksido kiekio technologijų ekonomikos. Perėjimas prie mažo anglies dioksido kiekio technologijų ekonomikos gali turėti įtakos Emitento verslui, finansinei būklei ar reputacijai. Perėjimas kelia riziką dėl besikeičiančios politikos, teisės aktų, mokesčių, vartotojų elgsenos modelių, technologijų ir Emitento reputacijos. Tikėtina, kad Emitentas susidurs su didesnėmis šiltnamio efektą sukeliančių dujų išmetimo išlaidomis dėl sugriežtintų aplinkosaugos taisyklių.

Be to, ES priėmė Europos žaliąjį kursą ir siekia pasiekti 2050 m. tikslą tapti neutralus klimatui. Europos Komisijos priimta politika apima pasiūlymus taikyti prekybą apyvartiniais taršos leidimais naujiems sektoriams, didinti atsinaujinančiosios energijos naudojimą ir energijos vartojimo efektyvumą, sparčiau diegti mažai taršias transporto rūšis, jų infrastruktūrą ir jiems skirtus degalus, suderinti mokesčių politiką su Europos žaliojo kurso tikslais, imtis priemonių užkirsti kelią anglies dioksido nutekėjimui ir numatyti priemones natūraliems anglies dioksido absorbentams išsaugoti ir plėsti. Emitento verslo modeliui didelę įtaką daro tokios politikos įgyvendinimas, nes dėl jos gali sumažėti atsinaujinančių energijos šaltinių vartojimas. Norėdamas išlaikyti savo verslą, Emitentui gali tekti diversifikuoti savo verslo modelį. Bet koks nesugebėjimas efektyviai valdyti Emitento verslo atsižvelgiant į tokį perėjimą prie mažo anglies dioksido kiekio technologijų ekonomikos arba jo verslo modelio keitimą, siekiant prisitaikyti prie tokio perėjimo, gali turėti reikšmingą neigiamą poveikį Emitento verslui, finansinei būklei ir veiklos rezultatams.

Verslo diversifikavimo rizika. Praeityje Emitentas patyrė EBITDA augimą, ir nors Emitentas mano, kad yra gerai pasirengęs toliau generuoti didelius EBITDA augimo rodiklius, negalima užtikrinti, kad šis augimas bus tvarus ir kad Emitentas ir toliau patirs reikšmingą didesnį nei rinkos EBITDA augimą ar apskritai kokį nors augimą. Emitento verslo modeliui didelę įtaką daro vykdoma aplinkosaugos politika, o ateityje gali būti imtasi tolesnių priemonių, kuriomis siekiama sumažinti išmetamųjų teršalų kiekį ir padidinti atsinaujinančių energijos šaltinių naudojimą. Norėdamas išlaikyti savo verslą, Emitentui gali tekti toliau diversifikuoti savo verslo modelį.

Priklausomybė nuo su IT susijusios rizikos. Emitentas yra priklausomas nuo to, kaip efektyviai ir nepertraukiamai veikia kelios informacijos ir ryšių sistemos, įskaitant apskaitos sistemą. Emitentas gali susidurti su sunkumais vykdydamas savo veiklą arba rengdamas būtiną valdymo ir apskaitos informaciją dėl esamų užsakomųjų paslaugų susitarimų nutraukimo arba vėlavimo įdiegti bet kokią svarbią naują sistemą, taip pat esamų sistemų gedimo ar veikimo sutrikimų, sukeltų dėl technologinių gedimų, programinės įrangos klaidų, kibernetinių problemų ir kitų kenkėjiškų programų.

1.4.3. Pagrindinė informacija apie vertybinius popierius

Kokios yra pagrindinės vertybinių popierių savybės?

Visos Akcijos, (taip pat, Siūlomos akcijos) yra paprastosios pareikštinės nematerialiosios akcijos, kurių kiekvienos nominalioji vertė yra 0,50 EUR. Akcijos bus užregistruotos „Nasdaq CSD“ rezervuotu ISIN numeriu LV0000101848 po šio Prospekto patvirtinimo ir prieš Siūlymo laikotarpio pradžią, ir bus laikomos nematerialia forma. Akcijų sertifikatai nebuvo ir nebus išduodami. Akcijos išreikštos eurai ir joms taikomi Latvijos įstatymai.

Prospekto sudarymo dieną Bendrovės įstatinis kapitalas yra 6,677,860 EUR, padalytas į 13,355,720 paprastąsias pareikštinės nematerialias akcijas. Kiekvienos akcijos nominalioji vertė yra 0,50 EUR. Visos Akcijos yra išleistos ir visiškai apmokėtos. Akcijos išreikštos ir joms bus prekiaujama eurai. Akcijoms taikomi Latvijos įstatymai.

Visos akcijos Akcininkams suteikia vienodas teises. Įregistravus Siūlomas akcijas Latvijos Komerčiame registre, Siūlomos akcijos suteiks tokias pačias teises kaip ir esamos Bendrovės akcijos. Kiekviena akcija suteikia teisę gauti dividendus ir teisę jos savininkui dalyvauti visuotiniame akcininkų susirinkime bei suteikia vieną balsą. Bendrovės likvidavimo atveju Akcininkai turi teisę į turto prieaugio dalį proporcingai turimų Akcijų skaičiui. Padidinus įstatinį kapitalą, esami Akcininkai turi pirmumo teisę įsigyti naujai išleidžiamų Akcijų proporcingai visai turimų Akcijų nominaliajai vertei.

Teisė į dividendus yra vienintelė numatyta Akcininkų teisės į Bendrovės pelno dalį forma. Dividendai Akcininkams mokami proporcingai visai jiems priklausančių akcijų nominaliajai vertei. Dividendai mokami už visiškai apmokėtas Akcijas. Visuotinis akcininkų susirinkimas priima sprendimą dėl dividendų paskirstymo gavęs Valdybos pasiūlymą dėl dividendų paskirstymo ir Stebėtojų tarybos ataskaitą. Visuotinis akcininkų susirinkimas taip pat priima sprendimą dėl dividendų išmokėjimo datos, kuri turi būti tais pačiais finansiniais metais, kaip ir sprendimas dėl dividendų išmokėjimo. Dividendus galima apskaičiuoti ir išmokėti tik iš Bendrovės turimų lėšų. Dividendai mokami banko pavedimu į akcininkų sąskaitas mokėjimo dieną. Bendrovė praneša apie dividendų išmokėjimą per „Nasdaq Riga“ informacinę sistemą.

Bendrovės dividendų politiką 2021 m. liepos 28 d. patvirtino Visuotinis akcininkų susirinkimas. Dividendų politika įsigalios po to, kai Akcijos bus įtrauktos į Prekybos sąrašą, kurį turi patvirtinti Nasdaq Riga.

Pagal dividendų politiką Bendrovės akcininkams kaip dividendus numatoma išmokėti iki 20 proc. Grupės praėjusiais finansiniais metais uždirbto grynojo pelno. Grynojo pelno, skirto dividendams išmokėti, suma gali būti koreguojama atsižvelgiant į tokias aplinkybes ir aspektus kaip finansinė būklė, teisiniai įsipareigojimai ir atsakomybė, kapitalo struktūros pusiausvyra ar Emitento strateginiai tikslai. Grynąjį pelną, likusį po dividendų išmokėjimo, Bendrovė pasilieka tolesnėms investicijoms ir verslo plėtrai.

Tos pačios procedūros ir teisės, susijusios su dividendų išmokėjimu, taikomos tiek Latvijos rezidentams, tiek nerezidentams. Bendrovės išmokėti dividendai apmokestinami pagal Latvijos teisės aktų reikalavimus ir taip pat gali būti apmokestinami Akcininko mokesčių rezidavimo šalyje.

Kur bus prekiaujama Akcijomis?

Sėkmingo siūlymo atveju Akcijomis bus prekiaujama „Nasdaq Riga First North“ biržoje.

„Nasdaq Riga First North“ yra daugiašalė prekybos sistema (alternatyvi rinka), kurią valdo „Nasdaq Riga“. Ji neturi tokio paties teisinio statuso kaip reguliuojama rinka. Įmonėms, įtrauktoms į „Nasdaq Riga First North“ biržos sąrašus, taikomos „First North“ taisyklės, o ne teisiniai reikalavimai dėl įtraukimo į prekybos reguliuojamoje rinkoje sąrašą.

Nebuvo ir nebus pateikta paraiška prekiauti Akcijomis jokioje kitoje vertybinių popierių biržoje. Tikimasi, kad prekyba Akcijomis „Nasdaq Riga First North“ biržoje prasidės 2021 m. lapkričio 11 d. (tiksliai ar apytiksliai data).

Kokios pagrindinės rizikos būdingos vertybiniams popieriams?

Mokesčių režimo rizika. Pasikeitus dabartiniam mokesčių režimui, taikomam Akcijų sandoriams arba dividendams Latvijoje, Akcininkams gali padidėti mokesčių našta. Tai gali dar labiau neigiamai paveikti investicijų į Akcijas grąžos normą.

Siūlymo atšaukimas. Emitentas dės visas pastangas, kad Siūlymas būtų sėkmingas. Nepaisant to, negalima užtikrinti, kad Siūlymas įvyks ir kad Potencialūs investuotojai gaus pasirašytas Akcijas arba kad Siūlymas nebus atidėtas. Emitentas pasilieka teisę bet kuriuo metu iki Siūlymo galiojimo pabaigos atidėti arba visiškai ar iš dalies atšaukti Siūlymą. Siūlymo atšaukimo priežastys be kita ko gali būti nepakankama Siūlomų akcijų paklausa, netikėtas ir reikšmingas ekonominės ar politinės situacijos pasikeitimas Latvijoje ar pasaulyje, taip pat reikšmingi pokyčiai Grupės veikloje, kurie gali turėti esminės įtakos jos veiklos rezultatams ar strategijai.

Galimybė paskirstyti dividendus. Emitentas yra parengęs dividendų politiką, kurioje nustatyti dividendų paskirstymo principai. Nepaisant to, Emitento galėjimas paskirstyti dividendus priklauso nuo to, ar yra skirstytino pelno. Be to, dėl būsimų Emitento finansavimo ir investicijų poreikių, ypač dėl skolų finansavimo susitarimų, tam tikromis aplinkybėmis Emitentui gali būti taikomi apribojimai skirstyti dividendus. Skolų finansavimo susitarimuose taip pat gali būti nustatytos sąlygos, reikalaujančios suformuoti tam tikrus rezervus ir atitinkamai daryti atskaitymus apskaičiuojant paskirstytiną pelną.

Akcijų kainų svyravimai ir akcijų likvidumas. Po Siūlymo Akcijų kainai pirmiausiai įtaką darys Akcijų pasiūla ir paklausa ir kaina gali smarkiai svyruoti dėl daugelio veiksnių, kurių daugumos Emitentas negali kontroliuoti. Negalima garantuoti, kad susiformuos aktyvi ir likvidi Akcijų rinka.

Akcijų vertės sumažėjimo rizika. Visuotiniame akcininkų susirinkime arba neeiliniame akcininkų susirinkime pritarus, Emitentas gali siekti padidinti kapitalą siūlydamas skolos vertybinius popierius (galbūt įskaitant konvertuojamus skolos vertybinius popierius) arba papildomas akcijas. Papildomų akcijų arba vertybinių popierių su teise konvertuoti į kapitalą, pavyzdžiui, konvertuojamąsias obligacijas, išleidimas susilpnintų esamų Emitento akcininkų ekonomines ir balsavimo teises, jei jis būtų vykdomas nesuteikiant specialių pasirašymo teisių esamiems Emitento akcininkams.

1.4.4. Informacija apie vertybinių popierių viešą siūlymą ir įtraukimą į prekybos Nasdaq Riga First North

Kokiomis sąlygomis ir terminais galiu investuoti į šiuos vertybinius popierius?

Siūlymo metu už Siūlymo kainą siūloma iki 1,509,121 Siūlomų akcijų (ir iki 226,368 papildomų Siūlomų akcijų, kurios gali būti paskirstytos pagal perviršinio paskirstymo galimybę).

Siūlymas siūlomas: i) viešai mažmeniniams investuotojams Latvijoje, Estijoje ir Lietuvoje (toliau – „Mažmeninis siūlymas“) ir ii) neviešai kvalifikuotiems investuotojams, kaip numatyta Prospekto reglamento 2 straipsnio e punkte, Latvijoje ir tam tikrose pasirinktose Europos ekonominės erdvės valstybėse narėse, taip pat kitiems pasirinktiems investuotojams, remiantis tam tikromis atitinkamų valstybių narių įstatymuose numatytais išimtimis (toliau – „Institucinis siūlymas“). Bendrovė „Nasdaq Riga First North“ pateiks paraišką įtraukti visas Bendrovės akcijas, įskaitant Siūlomas akcijas, į biržos „Nasdaq Riga First North“ prekybos sąrašus iki Prospekto įregistravimo. Numatoma,

kad prekyba Bendrovės akcijomis „Nasdaq Riga First North“ biržoje prasidės 2021 m. lapkričio 11 d. (tikslī ar apytikslė data). Preliminarus Siūlymo tvarkaraštis yra toks:

Siūlymo laikotarpio pradžia	2021 m. spalio 25 d.
Siūlymo laikotarpio pabaiga	2021 m. lapkričio 5 d.
Siūlymo kainos ir Siūlymo rezultatų paskelbimas	2021 m. lapkričio 8 d. (tikslī ar apytikslė data)
Atsiskaitymas už siūlymą	2021 m. lapkričio 10 d. (tikslī ar apytikslė data)
Pirmoji prekybos diena „Nasdaq Riga First North“ biržoje	2021 m. lapkričio 11 d. (tikslī ar apytikslė data)

Bendrovė pasilieka teisę bet kuriuo metu iki Siūlymo laikotarpio pabaigos atidėti arba visiškai ar iš dalies atšaukti Siūlymą. Siūlymo atidėjimo arba atšaukimo priežastys išsamiau aprašytos šiame Prospekte. Apie bet kokį Siūlymo atšaukimą bus pranešta per „Nasdaq Riga“ informacinę sistemą ir Bendrovės interneto svetainėje (<https://www.virsi.lv/investoriam>).

Bendrovė paskyrė „AS LHV Pank“ Pasauliniu pagrindiniu valdytoju ir buhalterinės apskaitos tvarkytoju ir ketina sudaryti su Siūlymu susijusią platinimo ir paslaugų teikimo sutartį po Prospekto įregistravimo, kurioje, be kita ko, numatytas Pasaulinio pagrindinio valdytojo įsipareigojimas parduoti Siūlomą akcijas „dedant visas įmanomas pastangas“ ir organizuoti atsiskaitymą už Siūlymą. Bendrovė kartu su Pasauliniu pagrindiniu valdytoju sprendimą dėl Siūlomų akcijų paskirstymo priims pasibaigus Siūlymo laikotarpiui 2021 m. lapkričio 8 d. (tikslī ar apytikslė data). Siūlomų akcijų paskirstymas Instituciniame siūlymui ir Mažmeniniam siūlymui anksčiau nebuvo nustatytas. Bendrovė kartu su Pasauliniu pagrindiniu valdytoju savo nuožiūra nustatys galutinį paskirstymą. Siūlomą akcijas bus paskirstytos investuotojams, dalyvaujantiems Mažmeniniame siūlyme, vadovaujantis šiais principais, kuriuos Bendrovė kartu su Pasauliniu pagrindiniu valdytoju gali pakeisti, atsižvelgdama į Mažmeniniame siūlyme ir Instituciniame siūlyme surinktų pasirašymo įsipareigojimų paskirstymą, bendrą paklausą ir kitas aplinkybes:

- i. Grupės darbuotojams, pateikusiems pasirašymo įsipareigojimą Mažmeniniame siūlyme, iš viso garantuojamas pirmųjų 50 000 pasirašytų Siūlomų akcijų skaičius;
- ii. Kiekvienam investuotojui, pateikusiam per pirmąją Mažmeninio siūlymo savaitę (iki spalio 29 d. 16:00) pasirašymo įsipareigojimą, apytiksliai garantuojamas iki 100 pasirašytų Siūlomų akcijų skaičius. Turėdamas 100 ar daugiau akcijų, atitinkamas investuotojas taip pat turi teisę dalyvauti Emitento akcininkų skatinimo programoje. Pasirašymo įsipareigojimams, pakeistiems ar papildytiems po nurodyto termino, dabartinis paskirstymo principas bus taikomas tik Siūlomoms akcijoms, pasirašytoms iki nurodyto termino, su sąlyga, kad, atsižvelgiant į pirmiau nurodytą (i) punktą, atitinkamas Grupės darbuotojas buvo darbo santykiuose su Grupe 2021 m. birželio 30 d.

Perviršinio Siūlymo atveju, Bendrovė, vadovaudamasi Pasaulinio pagrindinio valdytojo pasiūlymu, gali nuspręsti padidinti Siūlomų akcijų skaičių Akcijų, kurių paskirstymas viršytas, skaičiumi, o tai padidintų Siūlomų akcijų skaičių iki 1,735,489 Siūlomų akcijų. Šios akcijos paskirstomos tarp Siūlyme dalyvaujančių investuotojų. Jei Siūlymas yra nepakankamai pasirašytas, Bendrovė gali atitinkamai sumažinti Siūlomų akcijų skaičių arba atšaukti Siūlymą. Mažmeniniame siūlyme dalyvavusio investuotojo einamojoje sąskaitoje užblokuotos lėšos bus išmokėtos tokia suma, kuri atitiks

Siūlymo kainą, padaugintą iš tokiam investuotojui nepaskirstytų Akcijų skaičiaus.

Bendrovė planuoja paskelbti paskirstymo proceso rezultatus per „Nasdaq Riga“ informacinę sistemą ir Bendrovės interneto svetainėje <https://www.virsi.lv/investoriam> 2021 m. lapkričio 8 d. (tikslī ar apytikslė data).

Šio Prospekto sudarymo dieną Emitento akcijų skaičius yra 13,355,720. Siūlomų akcijų skaičius yra iki 1,735,489 (įskaitant perviršinio paskirstymo galimybę). Todėl sėkmingai įregistravus Bendrovės įstatinio kapitalo padidinimą, Bendrovės akcijų skaičius bus iki 15,091,209, tačiau jei nebus keičiamas Siūlomų akcijų skaičius. Todėl prieš pat Siūlymą esantis Bendrovės akcijų paketas dėl Siūlymo bus sumažintas iki 11,50 proc.

Apskaičiuota, kad Emitento išlaidos ir mokesčiai, susiję su Siūlymu ir įtraukimu į prekybos sąrašą, sudarys 0,15 mln. EUR. Be to, Emitentas sutiko sumokėti Pasauliniam pagrindiniam valdytojui 0,28 mln. EUR, su sąlyga, kad bus pasirašytos visos Siūlomą akcijos (įskaitant Akcijas, kurių paskirstymas viršytas).

Numatoma, kad, išskaičiavus sąnaudas, grynosios Siūlymo pajamos bus 6,47 MEUR.

Kodėl rengiamas šis prospektas?

Pagrindinė Siūlymo priežastis – panaudoti (iš Siūlymo) surinktą kapitalą Grupės verslo plėtrai finansuoti, tęsti pelningą augimą ir užtikrinti tvirtą ilgalaikę finansinę veiklą.

Emitentas mano, kad per ateinančius metus gali būti pasiektas reikšmingas Grupės veiklos apimčių, rinkos dalies ir pelningumo augimas, jei Emitentas stiprins savo pozicijas alternatyvių degalų pardavimo ir elektromobilių įkrovimo sektoriuose bei optimizuos savo veiklos sąnaudas. Atitinkamai didžioji grynujų pajamų dalis bus panaudota alternatyvių degalų tiekimo vystymui, taip pat alternatyvių degalų, įskaitant suslėgtas gamtines dujas, biometaną ir suskystintas gamtines dujas (SGD), bei elektromobilių įkroviklius, infrastruktūros ir platinimo kanalų plėtrai. Likusi pajamų dalis bus panaudota ilgalaikiam Grupės veiklos efektyvumui didinti plėtojant IT sprendimus ir įrengiant saulės kolektorius.

Aukščiau aprašytas pajamų panaudojimas bus įgyvendintas 2021-2023 m. laikotarpiu. Investicijos ateinantiems metams bus paskirstytos pagal Emitento plėtros strategiją ir atsižvelgiant į tuo metu optimaliausias investavimo galimybes. Priklausomai nuo aplinkybių ir sąlygų ateityje, iš Siūlymo gautų lėšų panaudojimo būdas gali skirtis nuo aukščiau minėto plano.

Siūlymui netaikomas griežtai įpareigojantis finansinių priemonių išplatinimo susitarimas.

Esminių interesų konfliktų, susijusių su Siūlymu ar įtraukimu į prekybos sąrašą, nėra.

2. Risk Factors

Risk factors, understood as sources of uncertainty, are inherent in any business activity. The risk factors considered below – identified on the basis of the Issuer's best current knowledge – may not be the only risks affecting the Issuer or the Group and its business. In future, risks may emerge that are difficult to foresee at the present point in time, such as acts of nature and events outside control of the Issuer. There are a number of risk factors, both specific to the Issuer and of a more general nature, that may affect the future operating or financial performance of the Issuer, its prospects, investment returns and the value of securities instruments, including Shares issued by the Issuer. As a result, the market price of the Shares may decline, and Prospective Investors may lose part or all of their investments. All of these risk factors are contingencies which may or may not occur and the Issuer is not in a position to express a view as to the likelihood of any such contingency occurring or materialising. The risks factors include, but are not limited to, those set out in this Section 2. Prospective Investors should carefully evaluate whether an investment in the Shares is suitable for them in light of the risks described, taken together with the other information contained

in this Prospectus and personal circumstances of the Prospective Investors.

The risk factors presented herein have been divided into five categories based on their nature:

- 2.1. Risks related to Issuer's operating environment;
- 2.2. Risks related to Issuer's business;
- 2.3. Risks related to Issuer's financing;
- 2.4. Legal and regulatory risks;
- 2.5. Risks related to Offering and Shares.

The above categories are not presented in any order of materiality, nevertheless, the most material risks are presented at the beginning of each category listed in this Section. The order of the remaining risks included in each category does not reflect the likelihood of their occurrence or the magnitude of their potential impact on the cash flows, financial performance and financial condition of the Issuer. The potential magnitude of each risk towards the business of the Issuer or the Group has been categorised as "low" or "medium" in the opinion of the Management Board at the date of this Prospectus.

2.1. Risks related to Issuer's operating environment

2.1.1. Macroeconomic and megatrend risks

The financial standing of the Issuer depends on the economic conditions prevailing in Latvia, in Europe and globally. These conditions are influenced by various factors beyond the Issuer's control. Such factors include, but are not limited to:

- excise tax policies executed within the market;
- number and type of vehicles in the market;
- employment rate and availability of workforce;
- inflation rate;
- rate of GDP growth;
- level of personal income;
- government's fiscal and monetary policies;
- development of alternative fuels in the market;
- development of the road infrastructure in Latvia and neighbouring countries; and
- development of services and retail trade.

Such events may also create economic and political uncertainty which may have an adverse effect on the economic development in Latvia and potentially decrease the demand. The Issuer's performance may deteriorate in the event of any economic downturn in Latvia or in Europe, a decline in consumer demand or the application of any economic policy measures negatively affecting the market position of the Issuer.

The Issuer considers the impact of macroeconomic and megatrend risks as medium.

2.1.2. Business diversification risks

Although the Issuer considers itself well positioned to continue generating strong EBITDA growth figures, there can be no assurance that the growth will be sustainable and that the Issuer will continue experiencing significant above-market EBITDA growth or any growth at all.

In addition, EU has adopted the European Green Deal and aims to become climate-neutral by 2050. In July 2021 the European Commission adopted a package of proposals to make the EU's climate, energy, land use, transport and taxation policies fit for reducing net greenhouse gas emissions by at least 55% by 2030,

compared to 1990 levels. These proposals aim to enable the necessary acceleration of greenhouse gas emission reductions in the next decade and combine the following:

- application of emissions trading to new sectors and a tightening of the existing EU Emissions Trading System;
- increased use of renewable energy;
- greater energy efficiency;
- faster roll-out of low emission transport modes, infrastructure and fuels to support them;
- alignment of taxation policies with the European Green Deal objectives;
- measures to prevent carbon leakage; and
- tools to preserve and grow natural carbon sinks.

Issuer's business model is significantly impacted by implementation of such policies as they may lead to reduced consumption of non-renewable energy sources. It is possible that further measures to reduce emissions and increase use of renewable energy sources may be adopted going forward.

In order to maintain its business, the Issuer may have to further diversify its business model. Steps may have to be taken to shift focus to sale of alternative fuels or electricity. Any failure to effectively manage the Issuer's business resulting from future growth or change of business model could have a material adverse effect on the business, financial condition and results of operations of the Issuer. The Issuer considers the impact of business diversification risks as medium.

2.1.3. Oil price fluctuation risks

Fluctuating prices of crude oil, refined products and petrochemical products, in general, impact the financial performance of the Issuer. Oil pricing and prices of refined oil products have been particularly volatile over the past several years, and may remain volatile as a result of a variety of factors impacting its supply and demand. There are several causes for this volatility, but fundamental market forces beyond the control of the Issuer have impacted and will continue to impact the price of oil in the future. Such causes include, but are not limited to:

- increase in global and regional economic activity leading to a shortage of oil, gas, petrol and fuels and corresponding price

increases of such products that the Issuer or the Group may not be able to pass to its customers;

- decline in global and regional economic activity caused by the COVID-19 pandemic, or other economic factors, leading to a decline in demand for oil, gas, petrol and fuels;
- pricing differences between crude oil and petroleum products refined from it;
- pricing differences between gas and fuel products derived from it;
- decreased regional refinery or gas / LNG transportation capacity ahead of demand growth;
- economic and political developments in oil and gas-extracting regions;
- global and regional supply and demand;
- global economic conditions and demand levels;
- ability of the OPEC and/or other extracting nations to influence global oil and gas extraction levels and prices;
- shortage of tankers or increase in shipping charges;
- prices and availability of alternative and competing fuels that affect prices realised under long-term sales contracts of the Issuer;
- governmental regulations and actions, including changes in energy and climate policies;
- terrorist acts, sabotage, wars or other international conflicts;
- changes in population growth and consumer preferences;
- price and availability of new technology;
- increased supply from new oil sources; and
- weather conditions.

Changes in the pricing levels may impact the Issuer's margins for fuel products despite the fact that the Issuer is adjusting its pricing for fuel products based on the observed fluctuations in the oil prices.

The Issuer considers the impact of oil price fluctuations risk as low.

2.1.4. Current uncertainty in global economic development risks

Demand for automotive fuel generally correlates with economic activity in the country in which the Issuer operates. Thus, the Issuer's performance depends, to a significant extent, on global and regional economic conditions, which have shown notable volatility during the year 2020 and 2021. Further uncertainty of global economic development or economic slowdown may follow in the future.

Both weak and strong economic activity presents challenges for the Issuer as any other fuel retail industry participant. Periods of recession may have negative impact on demand for Issuer's services and products and could lead to loss of revenue. In case of rapid economic growth, the Issuer may encounter increases of certain costs, such as staff costs. In addition, it may be difficult to recruit qualified personnel. In an inflation-driven economic development scenario, the Issuer may not be able to raise prices for its products and services sufficiently to preserve the existing profit margins. In addition, high rates of inflation could increase costs of the Issuer and have a material adverse effect on the Issuer's financial performance and financial condition.

Although the risk cannot be mitigated completely, the Issuer closely monitors the global economic developments and adjusts its operational strategies in accordance with global economic trends. The strategies include flexible pricing policies for Issuer's products, prudent cost management, careful liquidity planning and other actions with the aim to ensure strong and stable long term financial health of the Issuer.

The Issuer estimates the risks posed by current uncertainty in global economic development as low to its business.

2.1.5. COVID-19 posed risks

During the years of 2020 and 2021, the COVID-19 pandemic spread around the globe affecting the lives of a large portion of the population in Latvia and elsewhere in the world and causing significant economic uncertainty. The pandemic caused the state of emergency being declared for several months in Latvia and neighbouring countries, travel restrictions being imposed, and many businesses being closed.

The main risk associated with the COVID-19 is the drop in a country's economic activity as well as the drop in the mobility of its inhabitants which in 2020 had a negative impact on fuel consumption in the Latvian retail market. Still, the Issuer managed to compensate the negative effect from the drop in the country's overall fuel market demand by increasing its market share as well as executing suitable pricing policies for its fuel products. Moreover, in 2020 the Issuer devoted higher focus to its high margin non-fuel products which helped not only to keep, but also to improve the profitability of the Issuer in 2020 compared to previous years.

The Issuer considers the impact of risks posed by the COVID-19 as low.

2.1.6. Operational and safety risks

The nature of some of the Issuer's operations is inherently risky. Fuel trading and fuel station management involves risks, which could potentially result in releases of hazardous substances into the environment, injury of employees or other persons. This may also lead to the shut down or reduced operations of facilities while remedial actions are undertaken. The main risk factors in this category include:

- human error;
- operational failures;
- releases of hazardous substances into environment;
- unlawful third-party acts towards the Issuer's assets or materials;
- technical integrity failures;
- vessel collisions;
- natural disasters; and
- adverse weather conditions.

These risk factors could result in accidents, loss of containment of hydrocarbons or other hazardous materials, fires, explosions and water contamination causing harm to people, loss or damage of property or environmental damage. Additionally, all modes of transportation of hydrocarbons, including road, rail, or pipeline, are susceptible to a loss of containment of hydrocarbons and other hazardous materials and represent a significant risk to people and the environment. However, these risks are of a general nature as they apply to a similar extent to other fuel retail companies operating in Latvia and the neighbouring countries.

Such risks expose the Issuer to a potential liability for pollution and environmental damages, personal injury, business interruption and property damage or destruction.

Issuer has obtained insurance policies for this risk coverage, carries out training and compliance practices and careful maintenances of equipment. Compliance with environmental, health and safety laws and regulations that apply to the Issuer's operations could increase the Issuer's costs. The enactment of or changes to such laws and regulations in the future is uncertain. The Issuer incurs, and expects to continue incurring, substantial capital, operating, maintenance and remediation costs relating to compliance with the constantly evolving increasingly complex laws and regulations for the protection of the environment and human health and safety.

The Issuer may incur substantial liabilities in excess of any applicable insurance and experience adverse effects on business of the Issuer, its operations and financial condition as a result of environmental, health and safety risks. Considering that operations of the Issuer are subject to inherent uncertainty, it is not possible to state that the

existing policies and procedures of the Issuer will be able to address adequately all aspects of environmental, health and safety risks. Nor is it possible to state with certainty that all of activities of the Issuer will be conducted in full compliance with these policies and procedures. Moreover, the Issuer's activity is increasingly subject to statutory strict liability in respect of losses or compliance with laws, regulations and obligations relating to climate change and other environmental

regulations. This could result in substantial capital expenditure, reduced profitability as a result of changes in operating costs, and adverse effects on revenue generation and strategic growth opportunities. At the same time, more stringent climate change regulations could also present business opportunities for the Issuer. The Issuer considers the impact of operational and safety risks as low.

2.2. Risks related to Issuer's business

2.2.1. Sourcing and business continuity risks

The Issuer and its key competitors purchase the majority of fuel from SIA ORLEN Latvija which is a wholesaler of refined petroleum products in Latvia and is a representative of ORLEN Lietuva, operating the only refinery in the Baltics. Thus, the Issuer's business is reliant to a significant extent upon its largest strategic supplier site - Mazeikiai Refinery.

The Mazeikiai Refinery's efficient refining volume comprises around 8 million tonnes a year and the main deliveries of crude oil to the Mazeikiai Refinery come via the Butinge Oil Terminal. Nevertheless, alternative supply of crude oil and feedstock is also possible via other means, including railway shipments. Thus, operation of Mazeikiai Refinery is not fully reliable upon uninterrupted operation of Butinge Oil Terminal.

Termination or expiry of cooperation with SIA ORLEN Latvija, or any financial challenges faced by SIA ORLEN Latvija, or occurrence of a disruption of normal business of the Mazeikiu Refinery or Butinge Oil Terminal, could result in a significant reduction or temporary stoppage of fuel supply to the Issuer.

The Issuer manages product supply and distribution logistics with the aim of ensuring streamlined and optimal supply chains for petrol and diesel products. However, the Issuer may not be able to obtain alternate supply in a timely manner or on satisfactory terms. Interruption of fuel supply resulting in decline in quality and quantity of fuel sold by the Issuer could have a material adverse effect on the Issuer's business, financial condition, results of operations or liquidity. Nevertheless, considering that supply of crude oil and feedstock to Mazeikiai Refinery is not fully reliable upon supply via the Butinge Oil Terminal, the supply of fuel to the Issuer from Mazeikiai Refinery may be maintained to some extent even upon occurrence of a disruption of normal business of Butinge Oil Terminal.

The Issuer considers the impact of sourcing and business continuity risks as medium.

2.2.2. Dependence on IT related risks

The Issuer is dependent upon efficient and uninterrupted operation of several information and communication systems, including management information and accounting systems. The operation and administration of some of these systems is outsourced. Termination of existing outsourcing arrangements or implementation of any major new systems and enhancements, as well as any failure or interruption in the operation of the existing systems could cause disruptions in the Issuer's operations. Any technological damages, software errors, cyber-issues and other malware forms may negatively affect the information systems of the Issuer. If the implementation of new management information systems is delayed or the systems fail to perform as anticipated, the Issuer could experience difficulties in conducting its business or generating necessary management and accounting information. Any of these or other systems-related problems could, in turn, adversely affect the financial condition and results of operations of the Issuer.

The Issuer estimates the risks related to dependence on IT as medium in respect to its business.

2.2.3. Previous, current and future investment projects success risks

The Issuer has implemented and may implement in the future large scale investment projects, and may engage in acquisition of other companies, businesses or assets. Although the Issuer and its employees try to identify all possible problems and shortcomings when planning such transactions, it is not possible to guarantee that all information on which the investments and acquisitions were based was true and exhaustive. In addition, it is not possible to guarantee that the investment plans and the investments made will generate the anticipated return on investment.

New investment projects undertaken by the Issuer have proven to be cost effective, but failure to attain the expected return on investment from such projects or incurring prices for such investments, which are higher than planned, may have a significant adverse effect on the Issuer's activities, its financial and business results.

The Issuer estimates the risks related to success of previous, current and future investment projects as low.

2.2.4. Competition risks

Competition among the key players in the Latvian fuel products market concentrates in the retail segment, where foreign corporations dominate. The key competitors of the Issuer include Circle K, Neste and Viada.

The Issuer competes primarily on the basis of its service and product range, pricing and established client relationships, as well as technical knowledge. The Issuer experiences increased competition from both larger businesses with significantly longer operating histories, a larger customer base, broader market reach and availability of larger financial resources, as well as smaller businesses with increased agility and flexibility.

The Latvian fuel industry, as elsewhere in the world, is subject to ever changing and evolving customer preferences. The competitive position of the Issuer could deteriorate as a result of failure to meet the changing needs of its customers. Moreover, technology is and will remain a key aspect of the competitive advantage in the Issuer's industry. Should the Issuer's innovation lag behind the industry, the Issuer's performance and ability to attract and retain customers could be negatively affected. This may have a material adverse effect on the business, financial condition and results of operations of the Issuer. The Issuer regularly monitors market and global trends in order to mitigate this risk. In order to meet the demands of alternative fuels, the Issuer has launched cooperation with leading Latvian scientists and engineers and is actively investing in required infrastructure to retain its position as the leading player in alternative fuels in the Latvian market. The success of such steps is reflected in a steady increase in the Issuer's market share in Latvia over the past years.

The same applies to the merchandising segment where the Issuer is constantly introducing new products to the market and gaining new clients. The Company closely monitors consumer trends and demand to introduce new varieties of merchandising, food and beverages products. The decisions to expand the product range are carefully evaluated and considered, taking into account the feedback and various recommendations received from the Company's customers. In addition, the Company conducts public surveys to assess the importance of offering a diverse assortment of takeaway foods to the Company's customers as well as their purchasing habits and activity. The Issuer estimates competition related risks as low in respect to its business.

2.2.5. Brand related risks

The Issuer's business is based on its well-established and recognised brand. In order to ensure that the customers and suppliers of the Issuer are retained and attracted, it is significant to maintain and enhance the Company's brand. The fuel retail industry players, including the Issuer, bear the risk that any negative regulatory measures, technical difficulties or negative publicity towards the offered products or services may have adverse impact on the respective brand.

In order to ensure its competitive position and brand recognition amongst the customers, the Issuer places a significant focus on maintaining customer satisfaction and organises marketing campaigns to increase its brand awareness and ensure association of products with high quality.

Therefore, the Issuer considers the brand related risk profile as low in respect to its business.

2.2.6. Trademarks and other intellectual property rights related risks

The Issuer maintains several protected trademarks that the Issuer considers to be important to its business. If the actions the Issuer takes to establish and protect its trademarks are not adequate to prevent imitation of its products by others or to prevent others from seeking to block sales of the Issuer's products as an alleged violation of their trademarks and proprietary rights, it may be necessary for the Issuer to initiate or enter into litigation in the future to enforce its trademark rights or to defend itself against claimed infringement of the rights of others. Any legal proceedings could result in an adverse determination that could have a material adverse effect on the business, financial condition, or results of operations of the Issuer. The Issuer considers the impact of risks related to trademarks and other proprietary rights in intellectual property as low.

2.2.7. Products sold at convenience stores recall risks

The sale of food and beverages for human consumption involves the risk of injury to consumers. Such injuries may result from mislabelling, tampering by unauthorised third parties or product contamination or spoilage, including the presence of foreign objects, undeclared allergens, or similar factors.

While the Issuer is subject to governmental inspection and regulations and believes that its convenience stores comply in all material respects with all applicable laws and regulations, if the consumption of any of the food or beverage causes a health-related illness, the Issuer may become subject to claims or lawsuits relating to such allegations. If consumers lose confidence in the safety and quality of food, beverages and other goods sold at convenience stores of the Issuer, the Issuer's business could be adversely affected. The Issuer considers the impact of risks related to recall of products sold at convenience stores as low.

2.2.8. Insurance risks

The Issuer maintains insurance that includes coverage for physical damage to its petrol and fuel properties, third-party liability, general liability, and other coverage. The insurance coverage of the Issuer includes deductibles that must be met prior to recovery. Moreover, the insurance policies of the Issuer are subject to caps, exclusions and limitations. The Issuer may suffer material losses from uninsurable or uninsured risks or insufficient insurance coverage which could materially and adversely affect the business, prospects, financial condition and results of operations of the Issuer. The Issuer estimates the insurance risks as low in respect to its business.

2.2.9. Personnel and workforce related risks

The competence and commitment of the Issuer's employees are important factors for the successful development and management of opportunities and risks of the Issuer. The success of the Issuer's business depends, among other factors, on its ability to attract, train, motivate and retain qualified individuals, while building its corporate culture. A lack of qualified and motivated personnel could impair the Issuer's development and growth, increase its costs and harm reputation. Any loss of qualified personnel or difficulties in filling job vacancies with suitable applicants could have a material adverse effect on the ability of the Issuer to compete effectively in its industry. The personnel costs with respect to the Issuer are considered as significant. To attract or retain qualified personnel, the Issuer might have to offer competitive compensation packages and other benefits which could lead to higher personnel costs. Any failure to attract, train, motivate or retain skilled personnel at reasonable costs could result in a material adverse effect on the business, financial condition and results of operations of the Issuer. The Issuer considers the risks related to personnel and workforce as low.

2.3. Legal and Regulatory Risks

2.3.1. Transition to a low-carbon economy associated risks

A transition to a lower carbon economy could have an impact on the Issuer's business. The transition entails risks related to policy, legal, regulatory, market and technology changes and the Issuer's reputation.

The Issuer expects and is preparing for regulatory changes and policy measures targeted at reducing greenhouse gas emissions. Stricter climate regulations and policies could impact financial outlook of the Issuer, whether directly through changes in taxation or other costs to operations and projects, or indirectly through changes in consumer behaviour patterns or technology developments. The Issuer expects greenhouse gas emission costs to increase from current levels beyond 2021 and to have a significantly broader geographical range than today. At the same time, taking into account the EU energy policies and renewable energy obligation mechanisms, the Issuer has already been providing alternative energy-based products to its customers, such as CNG and electricity, and aims to invest in alternative fuel products, including biomethane and LNG, and electric vehicle charging points in the upcoming years.

Other regulatory risks entail litigation risk and potential direct regulations, such as petrol and fuel efficiency standards across the EU, restrictions on use of diesel vehicles and related requirements. The Issuer considers the risks related associated with transition to a low-carbon economy as medium.

2.3.2. Political and legal risks

The business and financial performance of the Issuer is affected by legal regulations (both internal – Latvian law, and external – EU regulations) pertaining to such issues as product quality standards, environmental protection, petrol and fuel storage, fuel stations and competition. There are relatively frequent changes in the regulations and laws related to CO₂ emission control and overall requirements with respect to environment pollution and protection.

The business of the Issuer may also be impacted by changes in the tax environment, such as excise tax policy, natural resources tax, real estate tax, payroll taxes.

The enactment of any new, more stringent regulations, particularly in the area of petrol, diesel and fuel product quality and environmental

protection, might drive up the operating expenses and capital expenditure of the Issuer, although the same would apply to the Issuer's competitors.

From time to time, the Issuer is exposed to the risk of claims arising from a broad range of legal matters, including disputes with suppliers, franchisees, contractors, employees, customers, landlords and regulators. The Issuer may also potentially be involved in investigations, inquiries or disputes, debt recoveries, land tenure and access disputes. Any of these claims or actions could result in delays, increased costs or adversely impact the Issuer's assets, operations, prospects, profitability, or the ability for the Issuer to operate or pursue operations or business opportunities.

As of the date of this Prospectus, the Issuer is not a party to any litigation the outcome of which is likely to have a material adverse effect on its business or financial position.

The Issuer considers the political and legal risks as low.

2.3.3. International sanction and trade restriction related risks

The activities of the Issuer may be affected by international sanctions and trade restrictions. Sanctions and trade restrictions are complex and changes can come about on very short notice and be impossible to predict. Moving forward, the Issuer could decide to take part in a new business activity in a market or sector of the economy where international sanctions and trade restrictions are particularly relevant.

While the Issuer has implemented policies for verifying cooperation partners and their appropriate code of conduct towards the Issuer and ensures regular sanctions monitoring and remains committed to conducting its business in compliance with international sanctions and trade restrictions, there can be no assurance that no supplier or agent of the Issuer is in violation of sanctions laws, regulations or trade restrictions. Such violation could result in imposition of civil and/or criminal penalties and could materially adversely affect the business and results of operations or financial condition of the Issuer, as any other fuel industry participant.

The Issuer considers the risks of international sanctions and trade restrictions as low to its business.

2.4. Risks related to Issuer's financing

2.4.1. Foreign currency risks

The functional currency of the Issuer and the currency used in its financial statements is the EUR. All transactions in foreign currencies are revalued in EUR at the EUR reference rate published by the European Central Bank on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are converted into EUR at the rate of exchange ruling on the last day of the reporting year as published by the European Central Bank. The exchange rate of the USD to EUR affects some of the transaction results of the Issuer. Currently, the Issuer does not comprehensively hedge its exposure to foreign currency rate changes, due to limited risk exposure. Sensitivity analysis has been carried out and it indicates that this risk is of limited nature.

The Issuer is exposed to foreign currency risks due to the fact that the fuel product procurements occur in US dollars, whereas the Issuer's sales are denominated in EUR. Hence, any fluctuations in the

respective currencies pose certain risks to the Issuer's operations.

At the same time, the industry commodities, such as crude oil, feedstocks, additives, are foremostly operated in US dollars, therefore currency exchange rate fluctuations generally affect the majority of fuel trade market players.

The Issuer estimates the foreign currency risks as low.

2.4.2. Liquidity risks

Liquidity risk is associated with ensuring that all liabilities of the Issuer are settled in a timely manner. Such risk may result from a mismatch between streams of receivables and payables or from inadequate sources of funding. Liquidity is managed across the Issuer's operations based on current liquidity forecasts.

The Issuer is exposed to liquidity risks. The Issuer's management of liquidity risk entails availability of external credit facilities.

Failure by the Issuer to timely discharge all of its obligations could have a material adverse effect on the business, financial condition and results of operations of the Issuer. Moreover, the ability of the Issuer to raise additional debt is constrained by the Issuer's obligations to service the existing debt. The Issuer manages prudently liquidity risk by ensuring that adequate cash, cash equivalents or credit resources under a bank credit line are available to settle liabilities within the set deadlines. The Issuer estimates the liquidity risks as low.

2.4.3. External financing risks

The Issuer currently has and will continue to have certain amounts of outstanding debt liabilities under existing loan agreements with AS SEB banka and AS Citadele banka. In addition, the Issuer has guaranteed the payment obligations of its Subsidiaries, arising out of financing agreements entered into by the Subsidiaries. The Issuer may seek additional financing in the future through the placement of additional bank or capital markets financing. The Issuer may also obtain working capital credit lines, additional long-term debt and vendor financing and enter capital lease arrangements, or, from time to time, seek to refinance the existing external debt or utilise additional sources of finance. The ability of the Issuer to service its debt will depend on its future financial performance and if it is unable to perform according to expectations, lenders may decide to act to enforce their rights against the Issuer, which may impact the operating performance and financial results of the Issuer. Specifically, the Issuer may not be able to generate enough cash, or be unable to obtain additional financing on favourable terms or at all, to pay the principal, interest and other amounts due under all of the Issuer's indebtedness. Furthermore,

the ability of the Subsidiaries to service their debts may affect the Issuer as a guarantor and the Issuer may be liable for the debts of the Subsidiaries. Such liabilities may have an impact on Issuer's business, financial position or profits and losses. Detailed information regarding particular transactions is available under Section 11 "Related Party Transactions" and Section 12 "Material Contracts" of this Prospectus.

The terms and conditions on which future funding or financing may be made available to the Issuer may not be acceptable or funding or financing may not be available at all. If additional funds are raised by incurring debt, the Issuer may become more leveraged and subject to additional or more restrictive financial covenants and ratios. Although the Issuer believes that it will be able to raise external financing, when necessary, any inability on the part of the Issuer to procure future financing, if required in the longer term, would adversely affect its ability to pursue its business strategy or capital expenditure commitments at that time and could have a material adverse effect on the business, prospects, financial condition and results of operation of the Issuer. The Issuer, is, therefore, constantly looking at its future financial outlook in order to be able to immediately address its investment and expenditure decisions in order to preserve stable and strong liquidity position for the business. The Issuer estimates the risks related to external financing as low.

2.4.4. Credit risks

The Issuer may incur a financial loss if a counterparty fails to meet its contractual obligations, and Issuer's credit risk is mainly related to receivables from customers and investment securities. The Issuer estimates the credit risk as low.

2.5. Risks Related to Offering and Shares

2.5.1. Tax regime risks

Changes in the current tax regime applicable to transactions with Shares or with respect to dividends in Latvia may result in an increased tax burden to the Shareholders. This may further adversely affect the rate of return from the investment into the Shares. The Issuer considers tax regime risks as medium to its business.

2.5.2. Cancellation of offering risks

The Issuer will pursue its best efforts to ensure a successful Offering. Nevertheless, there can be no assurance that the Offering will take place and that the Prospective Investors will receive the Offer Shares they have subscribed for, or that the Offering will not be delayed. The Issuer has the right to postpone or cancel the Offering as described in Section 17.14 "Postponement or Cancellation of Offering". The Issuer estimates the risk related to cancellation of offering as low.

2.5.3. Ability to distribute dividends risks

In the past, the Issuer has distributed dividends to its shareholders and intends to distribute dividends in the foreseeable future. The Issuer has developed a dividend policy, setting out the principles for payment of dividends. Nevertheless, the ability of the Issuer to pay dividends depends upon, among other things, the results of the Issuer's operations, financing and investment requirements, as well as the availability of distributable profit.

Certain reserves may need to be established and have to be deducted when calculating the distributable profit. In addition, debt financing arrangements of the Issuer contain and future debt financing arrangements may contain covenants which impose restrictions on the Issuer's business and on the ability by the Issuer to pay dividends under certain circumstances. Any of these factors, individually or in combination, could restrict the ability of the Issuer to pay dividends. The Issuer estimates the risk related to the ability to pay dividends as low.

2.5.4. Share price volatility and liquidity of shares risks

Prior to the Offering, Shares have not been traded publicly on Nasdaq Riga First North. Following the Offering, the Share price will be affected primarily by the supply and demand for the Shares and could fluctuate significantly in response to numerous factors, many of which are beyond the Issuer's control. There is no guarantee that an active and liquid market for the Shares will develop, fluctuations may occur in actual or projected results of operations, there could be changes in projected earnings, changes in trading volumes in the Shares, changes in macroeconomic conditions, the activities of competitors and suppliers, changes in the market valuations of similar companies, changes in the legal framework in which the Issuer operates and other factors. In addition, public perception of the Issuer could result in the Share price moving in line with the prices of other shares in companies of this nature. The failure to develop or maintain an active trading may affect the liquidity and trading price of the Shares could be adversely affected.

The price of the Shares might fluctuate significantly, and Prospective Investors could lose all or part of their investment. Nasdaq Riga First North is well known to be materially less liquid than the regulated market and therefore there is no expectation that material levels of share trading may be achieved. The risk related to liquidity of shares is determined as low.

2.5.5. Share value dilution risks

Upon approval of the General Meeting of Shareholders or extraordinary meeting of shareholders, the Issuer may seek to raise capital through offerings of debt securities (potentially including convertible debt securities) or additional shares. An issuance of additional shares or securities containing a right to convert into equity, such as convertible bonds, would dilute the economic and voting rights of the existing shareholders of the Issuer if made without granting subscription rights to existing shareholders of the Issuer.

The timing and nature of any future offering would depend on market conditions at the time of such an offering and therefore no estimate can be made of the amount, timing or nature of future offerings. In addition, the acquisition of other companies or investments in companies in exchange for newly issued shares of the Issuer could lead to a dilution of the economic and voting rights of the existing shareholders of the Issuer. The Issuer's shareholders thus bear the risk that such future offerings could dilute their shareholdings. As at the date of the Prospectus, the Issuer does not intend to carry out activities which may lead to a dilution of existing shareholdings other than the Admission of Shares to Trading. The Issuer estimates the risks of share value dilution as low.

2.5.6. Lack of adequate analyst coverage risks

There is no guarantee of continued analyst research coverage for the Issuer. Over time the amount of third-party research available in respect to the Issuer may increase or reduce with little to no correlation with the actual results of Issuer's operations, as the Issuer has no influence on the analysts who prepare such research. Negative or insufficient third-party coverage may have an adverse effect on the market price and trading volume of Shares. The Issuer considers risks related to limited analyst coverage as low to its business.



3. Presentation of Information

3.1. Business and market data

The information in this Prospectus on the market environment, market developments, growth rates, market trends, and the competitive situation in the market and region in which the Issuer and the Group operate is based on data, statistical information and reports from third parties and/or prepared by the Issuer based on its own information and information contained in third-party reports and analyses. Such information has been accurately reproduced and, as far as the Issuer is aware, no facts have been omitted which would render the information provided inaccurate or misleading. Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness thereof is not guaranteed. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgments as to which types of products, services and transactions should be included in the relevant market. This Prospectus also contains estimates of market data and information derived thereof that cannot be gathered from

publications by market research institutions or any other independent sources. Such information is prepared by the Issuer based on third-party sources and own estimates of the Issuer. In many instances, no information on such market data is publicly available, for example, from industry associations, public authorities or other organisations and institutions. The Issuer believes that its estimates of market data and information derived thereof are helpful in order to give investors a better understanding of the industry in which the Issuer and the Group operate as well as their position within the industry. Although the Issuer believes that its own market observations are reliable, the Issuer's own estimates are not reviewed or verified by any external sources. While the Issuer is not aware of any misstatements regarding the industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those described in the Section 2 "Risk Factors" of this Prospectus. Prospective Investors are encouraged to conduct their own analysis of the relevant areas of activity or employ a professional consultant.

3.2. Representation and date of financial information

The financial information about the Company presented in this Prospectus has been extracted or derived from the audited stand-alone Financial Statements of the Company pertaining to the three financial years which ended on 31 December 2020, 31 December 2019, 31 December 2018 (the "**Audited Financial Statements of the Company**") prepared in accordance with Law on the Annual Financial Statements of Latvia.

The financial information about the Group presented in this Prospectus has been extracted or derived from the audited consolidated financial statements for the year ended 31 December 2020 prepared in accordance with the International Financial Reporting Standards ("IFRS") as adopted by the European Union (the "**Consolidated Financial Statements**").

The financial information in this Prospectus for the 6-month period which ended on 30 June 2021 has been extracted or derived from the reviewed consolidated interim financial statements for the 6-month period which ended on 30 June 2021 (the "**Interim Financial Statements**") prepared in accordance with the International Accounting Standards ("IAS") 34 (Interim Financial Statements together with Audited Financial Statements of the Company and Consolidated Financial Statements are also referred to as the "**Financial Statements**").

The Consolidated Financial Statements of the Group and Audited stand-alone Financial Statements of the Company for the year ended 31 December 2020 have been audited by akciju sabiedrība "KPMG Baltics AS". Audited stand-alone Financial Statements of the Company for the years ending 31 December 2019 and 2018 have been audited and prepared by SIA „Ievas Liepiņas birojs”. Interim Financial

Statements of the six-month period of the Group has been reviewed by akciju sabiedrība "KPMG Baltics AS". All Financial Statements have been enclosed to this Prospectus as Section 20 "SCHEDULE 1" and Section 21 "SCHEDULE 2" of this Prospectus.

Unless expressly stated otherwise, this Prospectus provides information as of the date of registration of the Prospectus. If information has been provided as of any other date than the date of this Prospectus, it will be indicated with a reference to the specific date.

This prospect contains certain financial measures that are not defined or recognised under IFRS, and which are considered to be "alternative performance measures" as defined in the "ESMA Guidelines on Alternative Performance Measures" issued by the European Securities and Markets Authority on 5 October 2015 (the "**APMs**", "**the Alternative Performance Measures**"). These APMs are not defined by, or presented in accordance with, IFRS. The APMs are unaudited and are not measurements of the Group's operating performance under IFRS and should not be considered as alternatives to any measures of performance under IFRS or as measures of the Group's liquidity. The Group's use and method of calculation of APMs may vary from other companies' use calculation of such measures. This Prospectus presents certain Alternative Performance Measures, with the calculation of each APM being defined under respective Prospectus section, including Section 5.5 "Principal markets", Section 5.7 "Strategy and Objectives", Section 13 "Historical Financial Information", Section 16 "Working Capital, Capitalisation and Indebtedness".

3.3. Accounting principles

The Consolidated Financial Statements of the Group have been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union. The Interim Consolidated Financial Statements of the Group have been prepared

in accordance with the International Accounting Standards. The Audited Stand-Alone Financial Statements of the Company have been prepared in accordance with Law on the Annual Financial Statements of Latvia.

3.4. Presentation and approximation of numbers and currencies

Numerical and quantitative values (e.g., monetary values, percentage values, etc.) are presented with such precision, which is considered by the Company to be sufficient in order to convey adequate and appropriate information on the relevant matter. In some cases, quantitative values have been rounded to the nearest reasonable decimal or whole value in order to avoid excessive level of detail. As a result, certain values presented do not necessarily add up to the respective totals due to the effects of rounding. Exact numbers may be derived from the Financial Statements of the Company to the extent that the relevant information is reflected therein.

Unless explicitly stated otherwise, in this Prospectus all financial information is presented in euro ("EUR"), the official currency of the European Union Member States in the Eurozone.

Certain sections of Prospectus include numbers presented in MEUR, including Section 5.7 "Strategy and Objectives", Section 6 "Reasons for the Offering and Use of Proceeds", and in EUR'000, including Section 13 "Historical Financial Information", Section 14 "Operating and Financial Review", Section 16 "Working Capital, Capitalisation and Indebtedness".

3.5. Updates

The Company will update the information contained in this Prospectus only to such extent and at such regularity, and by such means as required by the applicable law or considered necessary and appropriate by the Management Board. The Company is not

obliged to modify the forward-looking statements included in this Prospectus (please see the Section 3.8 "Forward-Looking Statements" below).

3.6. Definition of terms

In this Prospectus, terms with capitalised first letters have the meaning given to them in Section 19 "Glossary", unless the context evidently requires to the contrary, whereas the singular shall include

plural and vice versa. Other terms may be defined elsewhere in the Prospectus.

3.7. References to the Company's website

This Prospectus contains references to the Company's website (www.virsi.lv). The Company does not incorporate the information available on the website in the Prospectus, i.e., the information on the websites is not part to the Prospectus and has not been verified

or confirmed by the Financial and Capital Market Commission (the "FCMC"). This does not apply to the hyperlinks indicating information incorporated by way of reference.

3.8. Forward-Looking Statements

This Prospectus includes forward-looking statements that reflect current expectations and projections about the future events (notably under Section 1 "Summaries", Section 2 "Risk Factors", Section 5 "Business Overview" and Section 5.7 "Strategy and Objectives", Section 6 "Reasons for the Offering and Use of Proceeds", Section 14 "Operating and Financial Review"). These forward-looking statements are based on opinions and best judgments by the Company or its Management Board relative to the information currently available to the Management Board. All forward-looking statements in this Prospectus are subject to risks, uncertainties and assumptions about the future operations of the Company, the macroeconomic environment and other factors.

These forward-looking statements can be identified in this Prospectus by the use of words including, but not limited to, "strategy", "expect", "anticipate", "believe", "estimate", "will", "continue", "intend", "targets", "goals", "plans", "should", "would" and other words and expressions of

similar meaning. Forward-looking statements can also be identified in the way they do not directly relate to historical and current facts.

As per any forecast or projection, forward-looking statements in this Prospectus are vulnerable to uncertainties and unforeseen changes in specific circumstances. The Company is under no obligation to, and expressly disclaims any obligation to, update or alter the forward-looking statements in this Prospectus based on changes, new information, subsequent events or for any other reason.

The validity and accuracy of forward-looking statements is influenced by the general operating environment and the fact that the Company is affected by changes in domestic and foreign laws and regulations (including those of the European Union), taxes, developments in competition, economic, strategic, political and social conditions, as well as other factors. The actual Company results may differ from the Management Board's expectations due to changes caused by various risks and uncertainties, which could adversely impact the Group's operations, business or financial results.

3.9. Use of this Prospectus

This Prospectus is prepared solely for the purposes of the Offering of Offer Shares as well as for the admission to trading of the Shares on Nasdaq Riga First North. No public offering of the Offer Shares is conducted in any jurisdiction other than Latvia, Estonia and Lithuania and, consequently, the dissemination of the Prospectus in other

countries may be restricted or prohibited by law. Applications to acquire the Offer Shares in violation of such rules may be deemed invalid. This Prospectus may not be used for any other purpose than deciding on participating in the Offering or investing in the Offer Shares. The copying, reproduction (other than for private and non-

commercial use) or dissemination of this Prospectus without express written consent of the Company is prohibited. Persons into whose possession this Prospectus comes are required by the Issuer and LHV to inform themselves of and to observe,

such restrictions. The Issuer accepts no liability whatsoever for any violation of any such restrictions by any person, whether or not a Prospective Investor.

3.10. Notice to US investors

The Offer Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "US Securities Act") or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the Offer Shares may not be offered,

sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into or from the United States absent registration under the US Securities Act or an exemption therefrom, and in compliance with applicable state securities laws.

3.11. Approval of this Prospectus

The Prospectus has been approved by the FCMC, as competent authority under the Prospectus Regulation, in accordance with the Prospectus Regulation and the Latvian Financial Instruments Market Law implementing the European Parliament and Council Directive 2003/71/EC. The FCMC only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency

imposed by the Prospectus Regulation. Approval and registration by the FCMC do not imply that the FCMC guarantees that the factual information provided herein is correct or complete. The registration of the Prospectus should not be regarded as an endorsement of the Offer Shares. The Prospective Investors should assess the suitability of investing in the Offer Shares by themselves.

3.12. Documents incorporated into this Prospectus

The Consolidated Financial Statements, Interim Financial Statements and Audited Financial Statements of the Company for the year ended 31 December 2020 have been audited or reviewed by an independent auditor akciju sabiedrība "KPMG Baltics AS" (please see 5.11 "External auditor" of this Prospectus). The Audited Financial Statements of the Company for the years ended 31 December 2018, 31 December 2019 have been audited by an independent auditor SIA "Ievas Liepiņas birojs" (please see 5.11 "External auditor" of this

Prospectus). The Financial Statements incorporated by reference the information requested under sections 18.1.1, 18.1.3, 18.1.6, 18.2.1 and 18.3.1 of schedule 1 to the Delegated Regulation. The information under section 3.13 "Documents on Display" (numbered through 2) to 5) has been incorporated into this Prospectus by references from Section 20 "Schedule 1" and Section 21 "Schedule 2" of this Prospectus.

3.13. Documents on Display

Throughout the period of validity of this Prospectus, the following documents may be inspected at the Company's website <https://www.virsi.lv/en/about-us/documents>:

- 1) Up-to-date Articles of Association of the Company;
- 2) the Company's stand-alone statements for the year ended 31 December 2018 together with the annual management report and the independent auditor's report;
- 3) the Company's stand-alone statements for the year ended 31 December 2019 together with the annual management report and the independent auditor's report;
- 4) the Group's audited consolidated financial statements and the Company's stand-alone statements for the year ended 31 December 2020 together with the annual management report and the independent auditor's report;
- 5) the Group's reviewed consolidated interim financial statements for the six months ended 30 June 2021;
- 6) the ESG report;
- 7) this Prospectus and its Summaries in Latvian, Estonian and Lithuanian (the "**Summaries**").

In addition to the aforesaid documents, this Prospectus and its Summaries in Latvian, Estonian and Lithuanian will be available in electronic form on the website of the FCMC (www.fktk.lv), Nasdaq Riga website (www.nasdaqbaltic.com) and the Company's website (<https://www.virsi.lv/>) during the validity period of this Prospectus. Any interested party may download the above documents from the Company's website free of charge or request the delivery of electronic copies of the documents from the Company or AS LHV Pank. To the extent that documents other than those mentioned above (i.e. reports, letters, valuations, statements) are not reflected in this Prospectus with reasonable fullness and do not at the sole discretion of the Company constitute business secrets or material inside information of the Company, requiring market disclosure, physical inspection of such documents will be arranged at the office of the Company or via electronic mail at the request of any interested party and subject to an agreement between the Company and such interested party regarding the means of inspection of the relevant documents.

4. Information About the Issuer

4.1. The legal and commercial name of the Issuer

The legal and commercial name of the Issuer is akciju sabiedrība "VIRŠI-A". It operates in the form of a joint stock company established and organised under laws of Latvia. The Issuer was registered with the Register of Enterprises of the Republic of Latvia on 6 January 1995 under the registration number 40003242737.

The legal entity identifier (LEI) of the Company is 213800DMDEDIDNEAOR80.

The registered address of the Issuer is 17 Kalna Street, Aizkraukle, LV-5101, Latvia.

The Issuer has been established for an indefinite period of time.

According to the Articles of Association, the stated objectives of the Issuer's business are wholesale of fuel, solid, liquid and gaseous fuels and related products (NACE 46.71) and retail of automotive fuel through fuel stations (NACE 47.30).

Further information about the Issuer is available under Section 5.3 "Organisational Structure" of this Prospectus.

Contact details of the Issuer are as follows:

Phone: +371 65133677

Email: birojs@virsi.lv

Website: <https://www.virsi.lv/en>



5. Business Overview

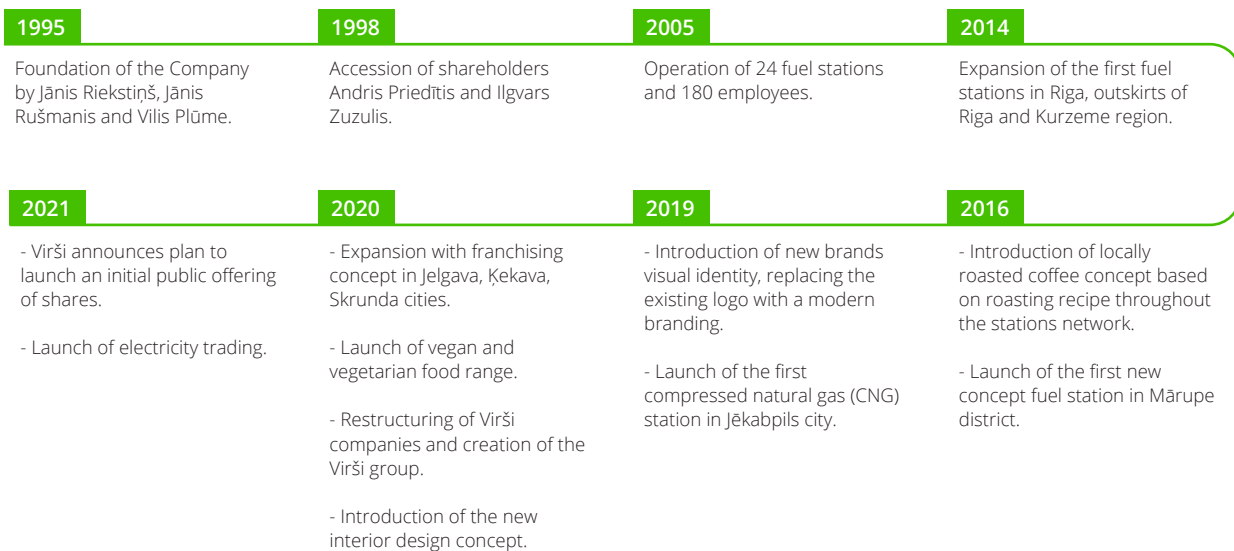
This section provides an overview of the fuel trade industry, convenience stores sales and energy business that the Issuer and the Group are engaged in, which is provided for informative purposes only. The following Section 5 "Business Overview" should

be read alongside the other information provided in this Prospectus, including but not limited to, Section 2 "Risk Factors" and Section 14 "Operating and Financial Review".

5.1. History and development of the Group

The Company has been established on 6 January 1995, initially focusing on the provision of fuel for agricultural machinery. Founders Jānis Riekstiņš, Jānis Rušmanis and Vilis Plūme, at the time specialising respectively in engineering, logistics and energetics, had launched the idea on fuel trade. The first fuel station of the Issuer has been opened in Aizkraukle, Latvia, by renting it from a collective farm where the fuel was sold for agricultural purposes. Over a decade, the Issuer has opened twenty-four fuel stations and continued its expansion in all regions of Latvia.

The fastest expansion occurred in the period from 2013 until 2014 when thirteen new fuel stations were launched. At present, the Issuer ranks amongst the top fuel traders in Latvia, ensuring steady competition with the major foreign fuel traders in the country. Over the last decade, the Company has been the fastest growing local capital fuel trader with extensive 25 years' experience in the fuel retail sector in Latvia, owning more than sixty fuel stations across the country and employing more than 530 employees.



The key historical milestones of the Group.
Source: Company

5.2. Mission, vision and values of the Company

The unified mission, vision and values of the Company form the foundation of its success. In order to achieve consistent development, the Company ensures that a common understanding of core values is ensured amongst the employees in daily work procedures. The vision of the Company is to become the favourite and appreciated place for refuelling for its clients. In order to achieve its vision, the Company is guided by principles and values that have been well-established in practice over the years. The values of the Company are as follows:

- "The passion is our fuel" – meaning that the work is done courageously with a common objective and initiative.
- "The power lies in our roots" – reflecting that the work ethics and traditions are well respected within the Company, whilst ensuring that the surrounding environment is always used responsibly.
- "Human to human" – provides the foundations for respect, teamwork and work responsibility within the Company to building successful relationships amongst the employees, clients and business partners.

VALUES



THE PASSION IS OUR FUEL

Working at Virši charges you. We work with passion and perseverance!
We believe in our own efforts and want to set an example for Latvian companies to succeed!



THE POWER LIES IN OUR ROOTS

A strong company knows its roots.
Whatever tomorrow brings, we always remember and value our origins.



HUMAN TO HUMAN

We work with a humane attitude towards each other and our clients.

Values visualisation of the Company
Source: Company

5.3. Organisational Structure

5.3.1. The Group

As at the date of this Prospectus, the structure of the Group (including minority holdings) is as follows:



The Company is the parent entity of the Group. SIA "VIRŠI Renergy", SIA "VIRŠI Loģistika" and SIA "Viršu nekustamie Īpašumi" are fully owned by the Company. In turn, SIA "RENERGY LATVIA" has been fully added to its prior sole shareholder SIA "Viršu nekustamie Īpašumi" by way of merger and has been deleted from the Commercial Register

in February 2021. SIA "QTTEX" has been fully added to its prior sole shareholder SIA "VIRŠI Loģistika" by way of merger and has been deleted from the Commercial Register as of December 2020. Key information on the Company follows below.

Company name	Akciju sabiedrība "VIRŠI-A"
Legal form	Joint stock company
Country of incorporation	Republic of Latvia
Registration authority	The Register of Enterprises of the Republic of Latvia
Registration number	40003242737
Business profile	Parent company of the Group, retail sale of automotive fuel, related products and CNG (compressed natural gas) and retail merchandise (including food and services) in specialised stores, wholesale of fuels.
Registration date	6 January 1995
Registered address	17 Kalna Street, Aizkraukle, LV-5101, Latvia
Members of the Management Board	Mr. Jānis Vība (Chairman of the Management Board) Ms. Linda Prūse Ms. Vita Čirjevskā
Members of the Supervisory Board	Mr. Jānis Riekstiņš (Chairman of the Supervisory Board) Mr. Jānis Rušmanis (Deputy chairman of the Supervisory Board) Mr. Ilgvars Zuzulis Mr. Ivars Blumbergs Ms. Silva Skudra Mr. Andris Priedītis
Fixed capital	EUR 6,677,860
Shares	13,355,720
Shareholders	Mr. Jānis Riekstiņš – 3,178,840 shares (23.80% of the share capital) Mr. Jānis Rušmanis – 3,151,960 shares (23.60% of the share capital) Ms. Ruta Plūme – 3,151,960 shares (23.60% of the share capital) Mr. Ilgvars Zuzulis – 1,936,480 shares (14.50% of the share capital) Mr. Andris Priedītis - 1,936,480 shares (14.50% of the share capital) Each shareholder is also a beneficial owner of the Company in respect of its shareholding.

5.3.2. Subsidiaries

SIA "VIRŠI Renergy", SIA "VIRŠI Loģistika" and SIA "Viršu nekustamie īpašumi" are fully owned by the Company. SIA "Viršu nekustamie īpašumi" is a minority shareholder in sabiedrība ar ierobežotu atbildību "Gulf Petrol RE".

Company name	SIA "VIRŠI Renergy"
Legal form	Limited liability company
Country of incorporation	Republic of Latvia
Registration authority	The Register of Enterprises of the Republic of Latvia
Registration number	45403058402
Business profile	Sale of natural gas and electricity
Registration date	20 July 2020
Registered address	17 Kalna Street, Aizkraukle, LV-5101, Latvia
Members of the Management Board	Mr. Jānis Vība (Chairman of the Management Board) Mr. Jānis Bethers
Members of the Supervisory Board	N/A
Fixed capital	EUR 2,800
Shares	2,800
Shareholders	The Company - 2,800 shares (100% of the share capital)

Company name	SIA "VIRŠI Loģistika"
Legal form	Limited liability company
Country of incorporation	Republic of Latvia
Registration authority	The Register of Enterprises of the Republic of Latvia
Registration number	48703002157
Business profile	Freight transportation
Registration date	10 August 1993
Registered address	17 Kalna Street, Aizkraukle, LV-5101, Latvia
Previous name	Sabiedrība ar ierobežotu atbildību AKA
Members of the Management Board	Mr. Jānis Ielejs (Chairman of the Management Board) Mr. Kristaps Bošs
Members of the Supervisory Board	N/A
Fixed capital	EUR 351,477
Shares	50,211
Shareholders	The Company - 50,211 shares (100% of the share capital)

Company name	SIA "Viršu nekustamie īpašumi"
Legal form	Limited liability company
Country of incorporation	Republic of Latvia
Registration authority	The Register of Enterprises of the Republic of Latvia
Registration number	40103667340
Business profile	Lease and management of owned or leased real estate
Registration date	7 May 2013
Registered address	17 Kalna Street, Aizkraukle, LV-5101, Latvia
Members of the Management Board	Mr. Jānis Vība (Chairman of the Management Board) Ms. Vita Čirjevskā
Members of the Supervisory Board	N/A
Fixed capital	EUR 2,843
Shares	2,843
Shareholders	The Company - 2,843 shares (100% of the share capital)

Company name	Sabiedrība ar ierobežotu atbildību "Gulf Petrol RE"
Legal form	Limited liability company
Country of incorporation	Republic of Latvia
Registration authority	The Register of Enterprises of the Republic of Latvia
Registration number	40103809096
Business profile	Lease and management of owned or leased real estate
Registration date	18 July 2014
Registered address	85-5 Brīvības street, Riga, LV-1011, Latvia
Members of the Management Board	Mr. Hugo Pāvuls (Chairman of the Management Board) Mr. Jānis Riekstiņš
Members of the Supervisory Board	N/A
Fixed capital	EUR 3,000
Shares	3,000
Shareholders	SIA HP Finance – 1,530 shares (51% of the share capital) SIA "Viršu nekustamie īpašumi" – 900 shares (30% of the share capital) Sabiedrība ar ierobežotu atbildību Gulf RE – 570 shares (19% of the share capital)

5.4. Principal activities of the Group

5.4.1. Overview

The Company, together with its Subsidiaries, is an established retailer of refined oil (currently also various gas) products with over 25 years of operating track record in Latvia. Through a network of 63 fuel filling stations in Latvia, the Group offers a wide range of fuel products, including petrol, diesel, LPG, CNG, and retail merchandise within convenience stores. In addition, the Group provides integrated energy solutions, such as natural gas and electricity, to its customers in Latvia as well as a range of wholesale products and services.

Over the years, the Group has gained significant trust and confidence from its customers and earned a reputation for quality, reliability, consistency and safety. Committed to product and service quality, the Group works only with trusted suppliers to ensure the quality of its supplies. The Group also has a quality assurance system in its processes which includes product inspections and proper training for its personnel in product service and handling.

5.4.2. Business activities and segments

The Group's main business activities are as follows:

- Sale of wide range of fuel products to retail and wholesale customers by the Issuer. The main fuel products include petrol, diesel, liquefied petroleum gas (LPG) and compressed natural gas (CNG);
- Sale of retail merchandise products by the Issuer within convenience stores. The main convenience stores products include food, coffee, drinks and tobacco products;
- Offering of energy products to its B2B customers by the Subsidiary SIA "VIRŠI Renergy". Products include electricity and natural gas.

The reporting segments of the Issuer are sale of fuel products (retail and wholesale), sale of merchandising products and others (including energy products).

5.4.3. Fuel sales and products

One of the principal business activities of the Issuer is the sale of fuel products both in retail, where the Issuer is using its wide network of fuel filling stations, as well as wholesale segment, where the delivery of the fuel products is done by the Subsidiary SIA "VIRŠI Loģistika".



Diesel

The Group's premium brand diesel is a diesel fuel that conforms to the European standards applicable for diesel fuel. The Group sells and distributes diesel to retail customers through all of its fuel filling stations. Diesel has a low sulphur content and is suitable for most engines, including those to which the EURO IV emissions standards apply. The Group also transports, distributes and bulk sells diesel to commercial customers. Diesel distributed by the Group is designed for lower emissions and better fuel economy.

In turn, EVO diesel sold by the Company is a high-quality diesel fuel containing special additives that help to maintain the vehicle engine clean and reduce the overall fuel consumption. The EVO additive is manufactured by one of the leading global manufacturers specialised in chemical fuel additives. The EVO product restores the original engine power and contributes towards higher acceleration levels compared to a base fuel product.



Another product offered by the Company is known as AdBlue, which is used exclusively in light and heavy diesel vehicles equipped with selective reduction catalysts (SCR) and a designated AdBlue tank. Due to the system, the environment-harmful nitrogen oxides are neutralised, thereby reducing the exhaust of emissions. The Company provides fuel products that contain biofuel according to national regulatory standards. The bioethanol is added to petrol products, whereas the biodiesel, which is derived from the rapeseed

oil (fatty acid methyl esters), or paraffinized diesel fuel derived from biomass (hydrotreated vegetable oil), is added to diesel products offered by the Company.

In turn, the hydrotreated vegetable oil (HVO) is a type of biofuel produced from vegetables, using hydrogen as a catalyst. Using hydrogen instead of methanol as part of the process means that the HVO is widely considered as more environmentally friendly and sustainable biofuel if compared to traditional crop biofuels. The referred HVO can be used for diesel engine powered cars, without releasing any carbon dioxides to the atmosphere, thereby also contributing to the reduction of the greenhouse gas emissions to the environment. The Issuer sees the usage of HVO for the products sold as part of the Issuer's business strategy in the upcoming years.



Petrol

The Issuer sells fuel products, including petrol, that comply with the national and European regulations and quality standards. The Company ensures that specialised multifunctional additives are added to the fuel, which improve the fuel performance. In turn, the ASPEN fuel sold by the Company is an alkylate fuel that is almost completely free of harmful substances, such as benzol and aromatic hydrocarbons.

Moreover, ASPEN fuel creates less contamination in spark plugs and significantly reduces smog formation. ASPEN 2 is an alkylate petrol that is suitable for lawn-mowers, trimmers and other land equipment, whereas ASPEN 4 is an oil-free alkylate gasoline which does not contain ethanol, making it usable for marine environment, motorboats and other equipment.



Compressed natural gas (CNG)

The Group sells compressed natural gas (CNG) through 6 of its filling stations to natural gas-powered vehicles both in B2B as well as B2C segments. All stations of the Group providing CNG have one CNG pump unit, each equipped with at least two refuelling "guns", one for light vehicles and another for trucks.

CNG has a higher energy content than petrol or diesel. It is a cheaper and cleaner type of fuel that provides the same mileage. A CNG-powered vehicle is as quick and easy to refuel as a petrol or diesel vehicle. The Group was the first to introduce CNG product into the market in Latvia by opening the first public CNG station in Jekabpils city in 2019.

Taking into account the climate policy goals set by the European Union, the use of alternative fuels has been increasingly promoted across the Member States in the recent years. With an aim to reduce the harmful emissions, the compressed natural gas market is undergoing significant development. Large number of European carmakers are increasingly including the CNG-powered cars for the sale to the customers. The CNG product has also gained its recognition amongst the Issuer's local clients. The customers of the Company include waste transportation businesses, logistics companies and public transport entities that value the economic and

ecological qualities of the CNG product. The Company therefore sees the significant development potential of the CNG product in the upcoming years. Although the number of CNG vehicles is currently relatively small in Latvia, the Company aims to invest in this segment and promote further development of this more environmentally sustainable product as part of the Company's business strategy.



Biomethane

Notably, the same infrastructure that is currently used for CNG filling in the Group's fuel stations will later be used for filling the biomethane product. Biomethane is currently considered to be the most nature friendly fuel product in the market for commercial fleets. Biomethane can be produced from biomass, including wet biomass, and as an attractive renewable energy source used to fuel the vehicle. In addition to the use of biomethane in vehicles, it provides benefits to organic waste management and substantially reduces the green-house gas (GHG) emissions.

In particular, the biomethane and biogas sector has the potential for reducing the global greenhouse gas emissions by up to 10 – 13%, amongst others, with the means of renewable energy generation and emissions management.¹ The production of biogas can reduce the emissions by 240%, whereas biomethane – by 202% if compared to standard fossil fuels.²



Liquefied natural gas (LNG)

Similar to CNG, liquefied natural gas (LNG) has a significantly lower carbon content than other fossil fuels for the same energy content. Combustion of LNG releases significantly fewer air pollutants in the atmosphere. As natural gas evaporates rapidly when exposed to the air, it also leaves no residue on soil.

LNG is typically 10-25% cheaper than diesel. As natural-gas-powered vehicles are sensitive to the evaporative loss during standby, LNG is especially economical and suitable option for powering long-distance trucks (since they stand idle significantly less than passenger cars). LNG-powered trucks have comparable performance to diesel vehicles in terms of power and speed, yet produce on average about 13% lower CO₂ emissions compared to diesel-powered trucks.³ LNG requires storage facilities and special fuelling equipment that can handle low temperatures (minus 162 degrees Celsius in order to keep natural gas in liquid form). The Company is planning to invest in LNG storage and distribution facilities in order to make LNG available for its customers in the near future.

5.4.4. Regulatory environment

In light of the EU energy policies and pursuant to the Directive 2018/2001, the Member States shall establish a renewable energy obligation mechanism for fuel suppliers, ensuring that certain part of the supplied energy is obtained from the renewable energy sources (RES). Pursuant to the draft Transport Energy Law of Latvia, it is planned to establish such mechanism in Latvia as of 2022, and for 2030 the target is to have 3.5% share of advanced biofuels and biogas produced from raw materials listed in the Directive 2018/2001 and additional 3.5% that can be fulfilled with a wider range of renewable energy sources, including electricity and hydrogen.

In turn, one of the objectives of the draft Transport Energy Law of Latvia is to ensure the reduction of greenhouse gas (GHG) emissions and air pollutants emissions from road transport operations. Taking into account the European policies, which emphasise the role of the alternative fuels for the reduction of GHG emissions from transport, the said draft law promotes the use of alternative fuels in transport, by advancing its availability and ensuring quality standards. In this way, it is aimed to ensure the development of alternative fuels infrastructure, strengthen the monitoring of transport energy market and promote the public awareness of alternative transport energy sources and its availability.

The alternative energy sources are therefore likely to have a significant contribution towards the climate change risk mitigation and increased market demand for its use in the transport sector.

As part of the business strategy in the area of alternative fuels, the Company has already made significant investments in expanding the network of its CNG stations to make it more accessible and convenient for its customers. With an aim to promote cleaner energy in the transport sector, the Issuer will continue to develop its well established CNG infrastructure in the upcoming years.

In order to have the right to commence the sales of fuel products to retail and wholesale customers, the Issuer has also obtained oil product retail sale and wholesale licences for its fuel stations issued and controlled by the State Revenue Service of Latvia.

Circular economy

With the adoption of the European Green Deal, the EU has set ambitious goals of becoming the first global climate-neutral continent by 2050. In particular, the proposed targets include reduction of greenhouse gas (GHG) emissions by 55% until 2030, if compared to 1990 levels.⁴

One of the aims of the European Green Deal is to increase the efficient usage of resources, including with the means of a circular economy. The circular economy includes a full cycle of a product, starting from its production and followed by the consumer consumption, waste management and secondary marketing. The renewable energy sources, as for instance biomethane, is one of the circular economy potential sectors highlighted by the European policies in the recent years. In particular, by transforming the various bio-wastes into a clean energy, the full product cycle loop is closed, thereby contributing to the decarbonisation of the transport sector. Hence, the production of the biomethane, as a renewable energy source, from various organic waste products and by-products directly reflects a practical example of a full circular economy. Moving forward in line with the European climate policies, the Company aims to expand the range of the cleaner energy source products in the upcoming years to become the industry leader of alternative energy sources in Latvian transport sector.

1 Source: World Biogas Association, Global Potential of Biogas, p.19.

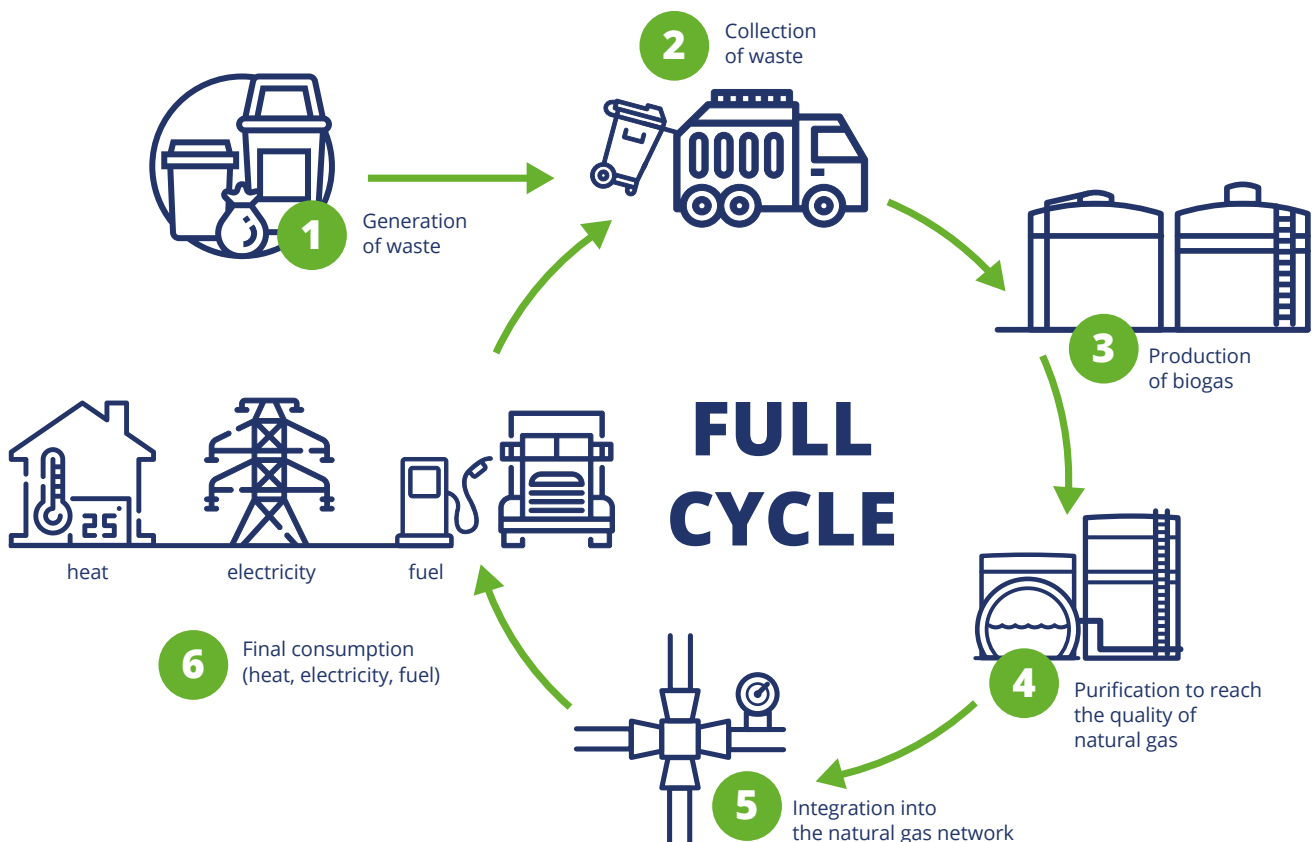
Available: https://www.worldbiogasassociation.org/wp-content/uploads/2019/09/WBA-globalreport-56ppa4_digital-Sept-2019.pdf

2 Source: European Commission, Solid and gaseous bioenergy pathways: input values and GHG emissions, p.139 – 140.

Available: <https://publications.jrc.ec.europa.eu/repository/bitstream/JRC104759/d1a27215enn.pdf>

3 Source: Climate technology Centre & Network. Available: <https://www.ctc-n.org/technologies/liquefied-natural-gas-trucks-and-cars>

4 Source: Delivering the European Green Deal. Available: https://ec.europa.eu/info/strategy/priorities-2019-2024/european-green-deal/delivering-european-green-deal_en



The full cycle visualisation starting from waste generation up to final consumption
Source: Company

Climate policies and electric vehicle charging

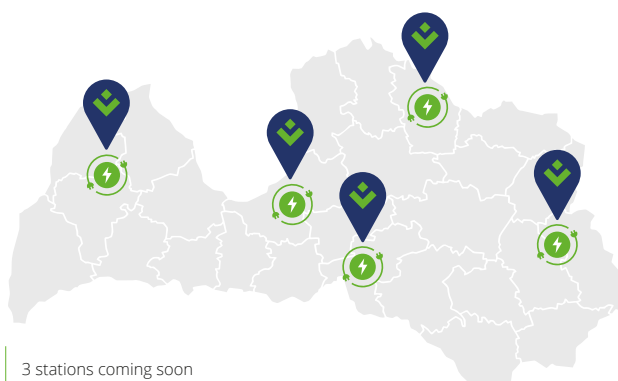
In line with the EU climate neutrality policies in the transport sector, which is accountable for substantial part of GHG emissions, one of the blueprints in Latvia aims to promote the transition to lower-carbon fuels, electric vehicles and the use of alternative fuels in the national market, including development of the required infrastructure.

Taking into account the targets included in the Latvian National Energy and Climate Action Plan⁵, Latvian Recovery and Sustainability Mechanism Plan⁶ as well as the draft Transport Energy Law of Latvia, since 2019 the Company has purposefully started to implement and expand the offer of alternative energy sources and the network

of available infrastructure to ensure faster transition of national transport sector to more environmentally friendly vehicles. With respect to electric vehicles (EV), the Company currently operates five medium-power capability EV charging stations and by the end of the year there will be total of seven such stations. Currently, the charging devices are outsourced from the Issuer's cooperation partner, however the long-term strategy of the Company is to provide and operate its own charging devices to the customers. The Company is already developing the charging devices concept for its further introduction and expansion in the upcoming years. The Company plans to introduce additional three charging stations in the upcoming months.

The Issuer's strategy for the electric charging infrastructure segments Latvian market which indicates the necessity of high-level, medium-level and low-level capacity stations according to different locations. Thus, within a year from now the Company aims to offer several more EV charging stations alongside the existing seven.

The world's leading car manufacturers have revealed their plans to phase out most of the internal combustion engine (ICE) vehicles in the upcoming two decades and replace them with electric vehicles, which would result in significant reductions of GHG emissions and air quality improvements. Meanwhile, the European Automobile Manufacturers' Association data analysis⁷ found that 70% of all EU EV charging stations are concentrated in the Netherlands, France and Germany, therefore investing in the EV charging stations in Latvia is prudent and the market is expected to be increasing rapidly, thereby reducing the dependence on standard fossil fuels.



Locations of the Issuer's electric vehicle charging stations in Latvia
Source: Company

5 Source: Ministry of Economics. National Energy and Climate Plan. Available: <https://www.em.gov.lv/lv/nacionalais-energetikas-un-klimata-plans>

6 Source: On the Latvian Recovery and Sustainability Mechanism Plan. Available: <https://likumi.lv/ta/id/322858-par-latvijas-atveselosanas-un-noturibas-mehanisma-planu>

7 Source: The European Automobile Manufacturers' Association. Risk of two-track Europe for e-mobility with sharp divisions in roll-out of chargers, auto industry warns. Available: <https://www.acea.auto/press-release/risk-of-two-track-europe-for-e-mobility-with-sharp-divisions-in-roll-out-of-chargers-auto-industry-warns/>

5.4.5. Environment protection measures

The Company ensures an integrated approach to prevention and control of pollution and compliance to the environmental regulatory requirements set forth to the B and C category polluting activities. In order to minimise the impact on the environment, in 2020 the Company replaced the refuelling equipment in one of its fuel stations, which provides a special vapor pumping system that contributes to the emissions reductions. Additionally, in order to ensure the control and reduce any unlikely impact on the environment, a regular groundwater and rainwater monitoring is performed at the Company's fuel stations and the necessary renewals and cleanings are being made.

Notably, as an established fuel trader, the Company implements its policy priorities by actively participating in various national and international organisations. Amongst others, these include the following:

- The Union of European Petroleum Independents;
- The European Clean Hydrogen Alliance;
- The Latvian Chamber of Commerce Industry;
- The Latvian Traders Association.

In turn, the Issuer has been ranked as the twenty-eight company of the "Sustainable Brand Index 2020" out of fifty most sustainable brands in Latvia and third amongst the national fuel retail service providers. The Sustainable Brand Index is the European largest brand study that measures brand sustainability across diverse industries and countries.⁸

Additionally, the Company has received the ISO 14001:2015 certification for its environmental management system. The certification provides assurance that the environmental impact

is adequately measured and systematically improved within the Company. In this way, the environment-oriented management system aims to achieve the Company objectives, fulfil compliance obligations and improve its existing environmental performance.

5.4.6. Convenience stores sales

In addition to fuel products, the Group's fuel filling stations offer a broad range of merchandise. These include automotive products, spare parts, equipment and tools. The Group also offers a wide selection of foodstuffs, coffee, accessories, tobacco and lottery products, coupons, greetings cards, variety merchandise, chemical products and wood biomass. The range of merchandise at the Group's fuel filling stations is regularly modified and expanded to adapt to the needs of customers visiting fuel stations in any particular location. New products are introduced constantly in order to open up new sales opportunities and the layout of fuel stations is adapted accordingly. In the long term the Company sees that the role of the fuel stations and products and services offering will increase notably. In addition to standard fuels, the consumers will be offered alternative fuels, including EV charging, as well as variety of food and catering assortment. The convenience stores sales revenue and share of the Issuer's total portfolio is growing significantly over the last years and provides a positive indication of its further growth in the upcoming years.

The coffee story of the Company

Throughout the years, the Company has gained recognition and increased demand for the coffee products offered to its customers. The increased popularity is often reflected in the customers' feedback due to the high quality and coffee taste.



8 Source: Sustainable Brand Index. Latvia B2C. Available: <https://www.sb-index.com/latvia>

The taste and quality of the coffee is not a coincidence, but rather a diligent process, starting its path from choosing a coffee bean, up to the coffee cup provided to the client. Each year the representatives of the cooperation partner of the Company visit various harvesting farms and carefully choose the partner for the purchase of the coffee beans. The coffee offered by the Company consists of 100% arabica beans from Colombia and Brazil. In order to ensure safe storage and transportation, the beans are dried and carefully packaged in bags for further delivery. The coffee bean bags are made of environmentally friendly materials, weighing around 60 kilograms on average.

The green beans are then delivered to Riga, Latvia, where the roasting continues in the Rocket Bean Roastery according to a special tailored recipe. Moreover, the high quality of the coffee beans is ensured with the equal size of the beans, the minimum defective beans amount in the mixture and degree of coffee roast, which retains the original coffee oils. The coffee beans are delivered to the fuel stations of the Company at least once every 30 days, thereby ensuring freshly roasted beans to the Company's customers. The coffee provided in the fuel stations is made by the highest-class Swiss-made coffee machines that are regularly calibrated. The respective coffee machines have a telemetry function, ensuring that the cooperation partner of the Company can oversee the operation of the machines on a remote basis. Moreover, each fuel station engages a trained staff to check the operation of the coffee machine and the quality of coffee drinks on a daily basis. In 2021, the Company together with its cooperation partner developed and introduced Company branded ground coffee and coffee beans, which can be purchased by service station visitors to make coffee at home. The Company strongly believes in its well-established coffee concept providing fresh and high-quality coffee product for its customers.

Vegetarian and vegan product range

Taking into account the existing consumer food and nutrition trends, the introduction of vegetarian and vegan product range in the product offering has been a logical development step for the Company. Initially, in order to assess the demand for particular products, the Company introduced vegetarian and vegan burger options. There was an instant demand for the product - both the taste and quality met the expectations of the target audience of products and the Company received positive feedback and was mentioned in a diverse range of vegetarian and vegan publications. In line with the changing needs and necessity of corporate and private clients, the Company has demonstrated the ability to respond quickly and efficiently by adapting the range of products and services, as well as developing and modernising the stations infrastructure. Following the public demand and the growing interest in plant nutrition, the Company will continue to develop and offer the diverse assortment of products for its customers in the upcoming years.

5.4.7. Licensing

Amongst other merchandise sales the Group's fuel filling stations also offer selection of excisable goods, sales of which are subject to specific regulation, licencing requirements and excise tax payment obligations. In order to have the right to commence the sales of tobacco and alcoholic beverages, the Issuer has obtained several licences issued and controlled by the State Revenue Service of Latvia for its fuel stations. Such include licence for retail sale of tobacco and retail sale of alcoholic beverages.

5.4.8. Energy Products

Since 2020 the Group is actively developing new energy products that will be offered to its customers. The main energy products include electricity and natural gas which will firstly be sold to Group's B2B segment customers and later to Group's B2C segment customers. The Subsidiary SIA "VIRŠI Renergy" is a natural gas and electricity seller, currently purchasing the energy sources in the wholesale market for the needs of the Group and its closest cooperation partners. For energy purchase and energy price risk mitigation purposes the Group is establishing cooperation with leading wholesale market traders in the Baltic and Nordic region. In addition to broader-based sales of energy, the Group also plans to commence producing electricity from renewable sources. For this purpose, some of the existing stations are planned to be retrofitted with solar panels. In addition, considering the expected changes in the electricity market legislation, the Group plans to build a larger scale solar parks and utilise the energy produced within a virtual net metering system for B2B clients to fully cover their electricity consumption.

5.4.9. Regulatory environment

In accordance with the Electricity Market Law of Latvia, an electricity seller, the activities of which must be regulated according to the Law on Regulators of Public Utilities of Latvia, has the right to commence the sales of electricity if it is registered in the national register of electricity sellers.

In turn, pursuant to the Energy Law of Latvia, the sale of natural gas may be carried out either by a natural gas seller or a public seller that is registered in the register of natural gas sellers. Accordingly, the procedures and the requirements on registration of electricity producers and sellers, as well as natural gas sellers are set in the Regulations Regarding General Authorisation and Registration in the Energy Sector of Public Utilities Commission. The Public Utilities Commission is the national regulator responsible for regulation of public services in the field of energy, electronic communications, post, municipal waste and water management. With respect to the energy sector, the Public Utilities Commission supervises the promotion of natural gas and electricity supply services, monitors services quality and promotes market competition. The Subsidiary SIA "VIRŠI Renergy" has been registered with the Public Utilities Commission (PUC) as a natural gas and electricity seller.

5.4.10. Supply Logistics

The Group manages product supply and distribution logistics with the aim of ensuring streamlined and optimal supply chains for petrol, fuels and LPG distributed through its network of filling stations. The Group's procurement strategy for petrol and fuels focuses on supply by land from Mazeikiai refinery. The Group purchases the majority of fuel products from SIA "ORLENLatvija". In turn, the Company purchases rapeseed oil and HVO as a fuel additive from its partner Bio-Venta and Orlen.

A large proportion of petrol products (crude oil) to Mazeikiai Refinery is delivered from the Urals in Russia, which is the main EU supplier of fuel products (crude oil). According to the publicly available data, the remaining 32.0% of petroleum products (including crude oil) in the EU were imported from the other parts of RusSIA in 2018, followed by Saudi Arabia (7.5%) and Norway (6.9%).⁹ Generally, ORLEN keeps increasing the diversification of crude oil supplies across the group.

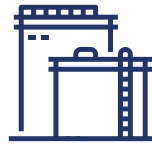
⁹ Eurostat statistics - The European Union in the world 2020, sixth edition, page 118, Digital Object Identifier (DOI): 10.2785/932944. Available: <https://ec.europa.eu/eurostat/documents/3217494/10934584/KS-FX-20-001-EN-N.pdf/8ac3b640-0c7e-65e2-9f79-d03f00169e17?t=1590936683000>



- Orlen LT produces fuel for the Issuer
- Fuel certificate, EU Standard EN590



- Fuel is delivered by rail to the Issuer's oil base in Aizkraukle



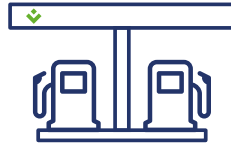
- Additives are added at the oil base (renewable component, functional EVO, colour marking)
- Quality check



- The Subsidiary's SIA VIRŠI loģistika specialists organize the oil delivery from Aizkraukle, Olaine and Valmiera oil bases



- The Customer purchases the fuel products



- Quality control measures taken at the stations:
- Automatic condensate / water monitoring
 - Calibration of fillers 2 times a year
 - Regular cleaning of tanks
 - Filter maintenance 2 times a year



- 12 fuel tankers make deliveries to the Issuer's fuel station network and wholesale customers 24/7



Visualisation of logistics chain of the Group
Source: Company

ORLEN has reduced the crude oil supplies under the contract with Rosneft Oil Company, and signed its first ever long-term supply contract for the supply of the United States crude oil, which will be provided to Lithuania as well, therefore minimising the dependency on one major supplier.¹⁰

The Subsidiary SIA "VIRŠI Loģistika" provides fuel transportation services of the Group's fuel products from its storage facilities to its fuel filling stations and to its wholesale customers. Subsidiary SIA "VIRŠI Loģistika" aims to reduce its business impact on the environment and it has launched a program to transfer its diesel fuelled road tankers to CNG vehicles, which emit fewer fine particles and less CO₂. The first CNG road tanker for petrol deliveries will be put into operation in 2021.

The Subsidiary SIA "VIRŠI Loģistika" has been issued a licence for carriage of goods (commercial transportation by trucks) in accordance with the Law on Carriage by Road of Latvia. In addition,

it has been issued the EU community licence for international commercial transportation by trucks pursuant to the Regulation No 1072/2009 (Regulation (EC) No 1072/2009 of the European Parliament and of the Council of 21 October 2009 on common rules for access to the international road haulage market), which entitles to engage in the international carriage of goods by road in accordance with the licence conditions.

5.4.11. Franchise

In addition to the Groups' portfolio of over 60 service stations, a business format - franchise has been established, where a franchisee is granted rights to use Company's brand, as well as receives rights and undertakes obligations to use management, marketing and sales promotion systems developed by the Company.

Key terms of the franchise cooperation

Intellectual property	Rights granted to use intellectual property (including registered trademarks and industrial designs).
Know-how	Elaborate franchise manual provided with detailed requirements and standards to be observed by the franchisee (from construction and furnishing of service stations to guidelines on daily operations). In addition, timely consultations, technical support and elaborate staff training are provided. Initial theoretical training of all staff is provided by Company (VIRŠI school) in digital format and the staff undergoes hands-on training at the Issuer's fuel stations.
Franchise fee	The Franchisee pays franchise fee that consists of both fixed and variable components.

Franchise partners

As at the date of the Prospectus, there are three cooperation partners that operate in the Company's service station network as franchisees. These Company's franchise service stations are located throughout Latvia in Riga, Skruna, Kekava and Salaspils.

The Management Board sees expansion of Company's franchise network as one of areas for further development in the future.

5.4.12. Information Technology

In the past years the fuel trade industry has experienced considerable shifts in terms of the fuel station formats, convenience shopping preferences and fuelling technologies. With an aim to ensure modern and functional control of the business operations and advance consumer experiences, the Group has developed an information technology (IT) infrastructure that serves as a vital backbone of successful day-to-day business operation, contributes to and drives business functions. The IT infrastructure has made

10 Available: <https://www.orlen.pl/EN/PressOffice/Pages/PKN-ORLEN-secures-oil-supply-contract.aspx>

possible much of the corporate growth and rising revenue of the recent years. The internal IT infrastructure comprises the following components ensuring the following core functionality for the Group companies' business:

- Enterprise resource planning (ERP) system to manage day-to-day business activities such as accounting, procurement, risk management and compliance, and supply chain operations;
- Universal control system enabling integrated management of all the service stations within the network;
- Customer relationship management (CRM) system for managing relationships with customers. To effectively manage, analyse and improve customer relationships it supports every step in the customers' journey;
- Document management system provides full cycle document management and maintenance to save the Issuer's resources and employee time;
- Loyalty and fleet card system for cooperation partners (B2B and B2C clients).

The components of the IT infrastructure of the Group have been developed by outsourced cooperation partners of the Group who have considerable consulting expertise in developing robust IT infrastructure for organisations. Further developments are carried out by trusted cooperation partners of the Group possessing requisite expertise.

All the main IT infrastructure components are stored on several secure physical servers of the Company. In turn, the data centre services and server deployment is ensured by a cooperation partner of the Group. Regular data encryption and back-up functionality has been implemented to ensure compliance with the best industry practices and standards.

The proper functioning of the IT infrastructure is supported by the internal IT department of the Group that consists of an optimal team - head of IT department, IT project manager and several IT system administrators. Their daily tasks comprise IT support, network maintenance, control and oversight of hardware and software operation, administration and maintenance of operating system and business applications. Reasonable measures have been taken to ensure IT security of operation of the Group both externally and internally.

The Group has introduced a set of internal guidelines and rules for users of the internal IT infrastructure that are consistent with the requirements of national law and international standards. These guidelines and rules contain provisions governing user authorisation, user duties, restrictions and responsibilities, procedures for registration and cancellation of user accounts, system usability procedures, troubleshooting procedures and user support procedures. In addition, the rules require users to confirm knowledge and observance of the respective internal rules.

The Group owns website <https://www.virsi.lv>. The website has been developed, maintained and data storage is ensured by a trusted cooperation partner, although website content is developed and is regularly updated by the marketing department of the Group.

As at the date of the Prospectus, the Management Board is not aware of any IT related incidents which would have material effect on the financial situation or profitability of the Group or the Company, or which would have had such effect in the past 12 months.

5.4.13. Intellectual property

The Group considers its trademarks "VIRŠI" and "VIRŠI-A" to be material to its business. It protects its trademarks by registration in Latvia, the principal market where the majority of operations of the Group are carried out. Trademark protection continues for as long as the trademark is registered. Registrations generally are for renewable, fixed terms.

The Group's other trademark is "VIRŠI EVO" – which covers advanced diesel fuel offered at service stations to keep car fuel system clean, ensures higher combustion efficiency, and generates 3% more energy power. VIRŠI EVO fuel is an environmentally friendly alternative to mainstream fuels - it prevents fuel foaming, corrosion and improves fuel economy and efficiency in general.

Apart from trademarks, the Group owns no other major rights in any patents, utility models or other intellectual property (other than software use rights that are licensed by third party providers).

The Group owns several domain names all of which are variations of the brand name "VIRŠI" in the Latvian and English languages. The main domain name is [virsi.lv](https://www.virsi.lv), which is in active use and instrumental to online presence of the Group.

The Group is active on several social media platforms which are used to raise awareness of the Group and its activities by customers, business partners and prospective customers through multiple platforms and channels, including, LinkedIn, Facebook, Instagram, Twitter, Youtube.

The Group has granted rights to use its intellectual property to franchise partners as a part of its franchising strategy.

5.4.14. Card services

There is a variety of loyalty programs offered by the Group that helps to develop a stronger relationship with customers and drive additional site traffic and fuel purchases to service stations.

The Group's provided and administered loyalty cards are provided to individuals as well as business clients.



Cards offered

<p>Customer card</p> 	<ul style="list-style-type: none"> • Individual discounts on fuel and goods; • Valid for both cash and bank card payments; • Indication of customer's details in the purchase receipt for accounting purposes.
<p>Credit card for companies</p> 	<ul style="list-style-type: none"> • Individual interest-free credit limit; • Individual invoice deadline for fuel and goods purchased in previous month; • Possibility to set individual limits for day, month or purchase for each card; • Individual discount on fuel, car wash and traffic items; • Convenient user administration system "Virši info".
<p>BP + Aral Routex</p> 	<ul style="list-style-type: none"> • VIRŠI is the BP's official partner (one of the leading fuels and gas companies in the world); • Can be used to pay in 29 countries in Europe at more than 18,000 service stations; • Can be used to pay for toll roads in the European Union and for technical assistance anywhere in Europe.
<p>Tank-you mobile payments</p> 	<ul style="list-style-type: none"> • Payment system for companies that provides the possibility to pay for fuel with a code generated via mobile application or message; • A convenient administration tool that allows you to keep track of transactions made by drivers.
<p>Gift card</p> 	<ul style="list-style-type: none"> • Practical gift in any denomination of up to EUR 500; • Possibility of use to pay for fuel, coffee, snacks, car accessories and other goods available at in-service stations.
<p>E-gift card</p> 	<ul style="list-style-type: none"> • E-gift card or e-voucher, which is available to the customer in digital combination or QR code format; • Easy to send to customers by e-mail, without necessity to use a plastic card; • When scanning a QR code, the usage of an E-gift card does not differ from the way that a plastic gift card is used.
<p>Promo codes</p> 	<ul style="list-style-type: none"> • A system that enables the sale of coffee and hot snacks via codes. • Corporate (business) clients use this service in communication with their customers by rewarding them or expressing gratitude for cooperation.

The Company strongly believes that there are opportunities to expand the fuel card market in Russia and Ukraine, thus providing its customers with additional possibilities to refuel in these countries. In 2021 the Company acquired acquainted loyalty cards business and customer portfolio from SIA "TANK YOU BALTICS", as a result, the clients got an additional possibility to refuel using a mobile App or SMS in addition to the existing fuel cards system.

In addition, there are cooperation arrangements that allow the representatives of the partners to receive discounts in the Company's service station network. Some examples of these cooperation partners are *Latvijas Pasta Banka*, *TET group companies*, *ORLEX*, *Latvijas Propāna Gāze*, *Latvian Railway and Transport Industry Trade Union*, *BN Kurši*, *3+ Family*, *Sigulda ID card holders*.

5.5. Principal markets

The information contained herein is provided for informational purposes only and relates to two consumer retail market segments in Latvia - fuel and convenience stores sales. Unless otherwise indicated, such information reflects the Issuer's estimates based on analysis of multiple sources, including data compiled by respective government institutions, consultants, analysts and information otherwise obtained from other third-party sources, such as annual and interim financial statements published by companies operating within the same industry as the Issuer, as well as the Issuer's internal data and its own experience, or on a combination of the foregoing. The Management Board has, to the best of its abilities, sought to ascertain and accurately reproduce the information contained herein, omitting no facts which could render the reproduced information inaccurate or misleading. However, the Management Board accepts no further responsibility in respect to the information contained in this Section. The following Section should be read together with the remaining information contained in this Prospectus, including Section 5 "Business overview" and Section 2 "Risk factors".

5.5.1. Introductory remarks

The Group's principal activities are mainly related to consumer retail market in Latvia (covering also customers from B2B segment). Retail customer demand for product and service diversity has increased significantly over the past years. In addition to standard fuel filling possibilities, the consumers are interested in alternative fuel filling possibilities along with high-quality, fresh and healthy food options combined with better value and more attractive convenience store formats. In turn, the demand for more personalised products and services as well as a seamless, convenient experience has also increased.

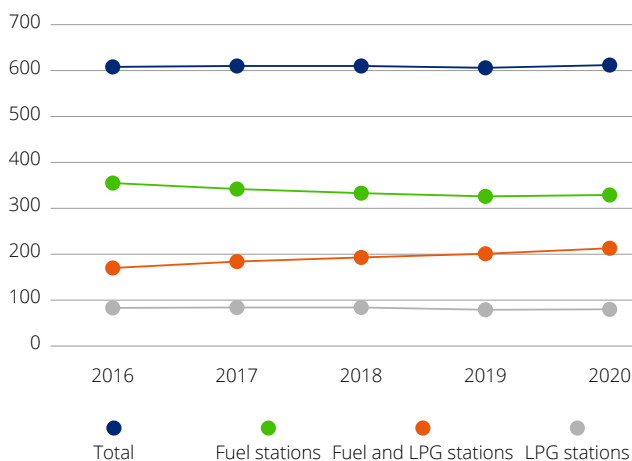
Recognising the heightened consumer expectations around convenience as well as diversity of fuel types and alternative energy sources available in station networks, the Issuer and its Group companies have focused the business activities towards two retail areas - fuel (including alternative fuel types and other alternative energy sources, such as electricity) as well as merchandise retail in the territory of Latvia.

Individual sales points and network as a whole is of essence. The data on locations of the stations in Latvia is collected by the State Revenue Service. The information on total location number (further indicating some standard fuel types available at particular stations) is extracted below for the period 2016 to 2020.¹¹

Given the amount of service stations where the Company's loyalty card can be used as well as cooperation arrangements, the Company has one of the widest loyalty card coverages in Latvia with additional possibilities to use loyalty arrangement bonuses in Europe as well as Russia.

5.4.15. Insurance

The Group is covered by several insurance policies. In 2021 the Group started cooperation with the leading insurance brokerage company AON Baltic in order to improve the quality of insurance coverage. The Group believes that the current insurance coverage is adequate for securing the objectives of the Group and meet its needs.



Total retail locations for fuel (diesel, petrol) and LPG stations in Latvia 2016 - 2020
Source: State Revenue Service reports

Notably, the total number of fuel stations in Latvia from year 2016 to year 2020 is slowly increasing (from 608 stations as at 31 December 2016 to 612 stations as at 31 December 2020). The number of stations offering several types of fuel products (diesel, petrol and LPG) is also increasing (from 170 stations as at 31 December 2016 to 213 stations as at 31 December 2020). The increase is attributable due to customers' convenience preferences to visit those fuel stations that offer diverse type of products and services, satisfying the needs of a modern consumer.

For the reasons referred, the Issuer and the Group focus the business strategy on broad customer needs satisfaction. The Group's station network comprised over 60 fuel filling stations in 2021, offering various alternative fuel filling opportunities, for example, CNG as well as electricity charging possibilities and merchandising products, including food, coffee and beverages.

At the beginning of 2021, around 900 000 vehicles had been registered in Latvia, the largest group being passenger cars. Although the total registered vehicle numbers have not reached the 2009 pre-economic crisis levels, over the last decade the vehicle registrations have increased by 25%.¹² At the same time, the total number of passenger cars in Latvia per 1,000 inhabitants is yet one of the lowest estimates in Europe, standing at 369 cars in 2018, compared, for example, with 512 cars per 1,000 inhabitants in neighbouring Lithuania and 563 in Estonia.¹³ In turn, this signals potential for increase in the overall number of passenger cars and increased station visits in Latvia in the upcoming years.

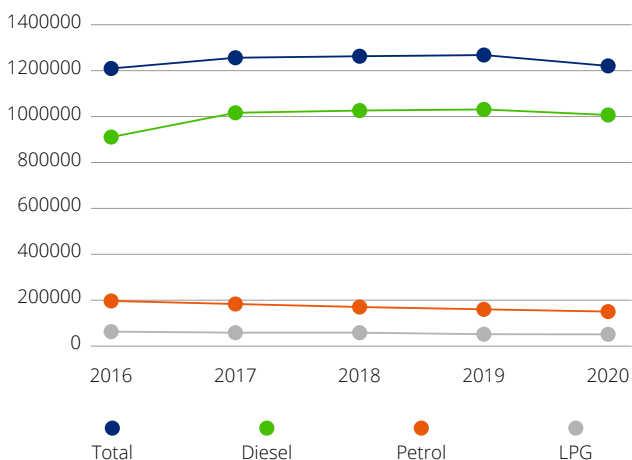
¹¹ Source: Latvian Fuel Traders Association statistics - retail locations; Available: <https://lta.lv/dati/>

¹² Source: Latvian Road Safety Directorate statistics on registered vehicles - table 'Registered, registered for first time and scrapped vehicle'. Available: <https://www.csdd.lv/en/vehicles/statistics-of-registered-vehicle>

¹³ Source: Eurostat statistics - passenger cars per 1 000 inhabitants; Available: <https://appsso.eurostat.ec.europa.eu/nui/submitViewTableAction.do>

Diesel, petrol, LPG

The State Revenue Service collects data from undertakings active in the fuel (petrol and diesel) and LPG product market in Latvia. Information on diesel, petrol and LPG sales (in tons) extracted in the table below indicates data for the period from 2016 to 2020.¹⁴



Total diesel, petrol and LPG sales (in tons) in Latvia 2016 - 2020¹⁵
Source: State Revenue Service reports

As reflected above, diesel is the main fuel product used in the Latvian market. In 2020, the consumption of diesel accounted for 83% of total fuel sales (in tons), followed by petrol that accounted for 14% and LPG for the remaining 3%. Since 2018, the demand for fuel, including diesel, petrol and LPG, has been decreasing in Latvia, and the market is saturated and highly competitive.

The main LPG suppliers at a national level are Latvijas Propāna gāze and Intergaz. In turn, what concerns the petroleum product sources, majority fuel product retailers in Latvia, including the Issuer and the largest competitors (such as Circle K Latvia SIA and VIADA Baltija AS), procure the petroleum products from Polish owned ORLEN Lietuva Mazeikiai Refinery in Lithuania.¹⁶ Being the only refinery in the Baltics, the foregoing undertakings receive petroleum products from Mazeikiai. In turn, fuel trader Neste Latvija SIA imports petroleum products from its own refineries in Finland.

CNG and electricity

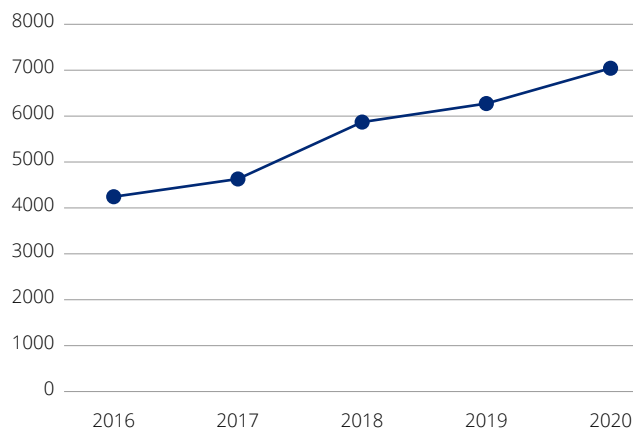
One of the present challenges facing the transport industry is transformation towards cleaner energy sources and prevention of harmful emissions. At the same time, the Issuer perceives the respective challenge as a business expansion opportunity. Alternative energy sources, such as CNG and electricity, are yet new in the Latvian market and have a notable potential for various types of transport.¹⁷

In relation to passenger cars, CNG and electricity are more environmentally friendly solutions if compared to standard diesel and petrol. The first CNG station of the Issuer was opened in 2019 and currently there are six CNG filling stations and five electricity charging points operated in the Group's network. It is expected to expand up to ten CNG filling stations and eight electric charging points by the first half of 2022. In turn, the passenger transport sector in Latvia

is also transforming towards alternative fuels with the support of diverse funding programmes, and alternative sources are becoming more common for passenger buses and other public transport. What concerns freight transport, electricity is currently less common solution due to large number of freight vehicles and various technological solutions available on the market. Therefore, the demand is expected to increase in the freight segment for the usage of CNG, compressed biogas (CBG) and hydrogen. By developing and extending CNG filling station network, the Group ensures the possibility to make CNG (and biomethane in near future) available to their customers at a larger scale.

Convenience stores sales

In addition to the fuel trade, the Issuer and its Group companies are well known for its increasing activities and success also in the convenience stores product retail market. The strategy of the Issuer in respect to convenience stores is based on a customer-centric model, which also includes capturing new products and services opportunities, as opposed to vehicle-centric business model. The main convenience stores products include food, coffee, beverages and tobacco.



Convenience stores product sale - convenience store revenue indicator (EUR / square meter) from 2016 to 2020
Source: The Company

As indicated above, over the past years, the Issuer's convenience stores sale revenue indicator has experienced a strong upward growth. Since 2016, the revenue has increased significantly from EUR 4.373 EUR per square meter up to EUR 7.051 EUR per square meter in 2020, thus signalling the importance of the retail market segment in the overall Group activities.

The data on convenience stores retail market in Latvia is regularly collected and analysed by leading global data, information and analytics company Nielsen Holdings in the course of NielsenIQ Retail audit. According to NielsenIQ Retail audit data the market share of the Company in all commodities (excluding fuel) sales among Latvian modern retail convenience and petrol stations chains¹⁸ in recent years has increased by 5,2% points (from 10,3% in full year of 2019 till 15,5% in first six months of 2021 (January-June).

¹⁴ Source: Latvian Fuel Traders Association statistics - total fuel sales in tonnes; Available: <https://lfta.lv/dati/>

¹⁵ It should be noted that data collected by the State Revenue Service reflect larger product segmentation. However, the data in the table cover petrol (including bio petrol), diesel (including biodiesel, diesel)

¹⁶ For informative purposes, please see the following article in Latvian language:

<https://www.lsm.lv/raksts/dzive-stils/motori/aizliegtais-panemiens-teste-kadas-uzpildes-stacijas-ir-labaka-degvielas-kvalitate.a298989/>

¹⁷ Source: Publicly available information concerning total volume, sales or other data regarding alternative fuel market is limited. The included observations are based on the Issuer's activities in the respective markets.

¹⁸ Source: NielsenIQ audited modern convenience and fuel stations chains cover: the Company, Circle K Latvia SIA, VIADA Baltija AS, Narvesen Baltija SIA, Tabakas Nams Grupa SIA.

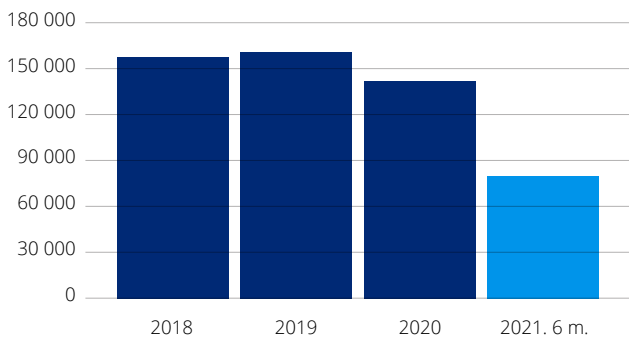
With an aim to continue expansion of fuel service station network, the Group is increasing the strategic emphasis on the high quality and convenience stores sales diversity that serves a vital backbone for consumer visit experience.

5.5.2. Position in principal markets

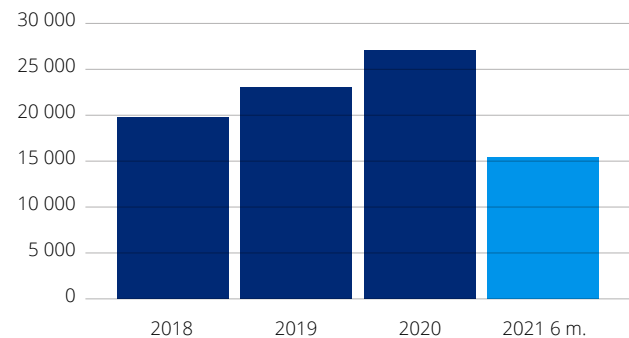
The Group is an established undertaking in Latvia, having the majority of revenue generated from two retail segments – fuel, including alternative fuel types and electricity, as well as merchandise retail in the territory of Latvia.

The total revenue numbers in 2018 accounted for EUR 180 300 475, whereas in 2019 the numbers reached EUR 187 021 505. In 2020 the revenue comprised EUR 171 430 847 and followed by EUR 96 836 246 as of the first half of 2021.

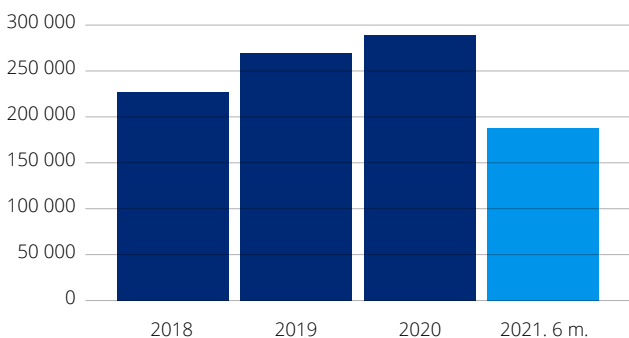
Fuel '000



Convenience stores '000



Other '000

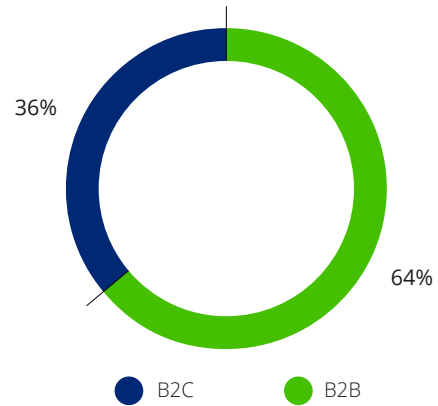


Revenue structure by product group, country and customer segment from 2018 to the first half of 2021
Source: Internal calculations of the Company

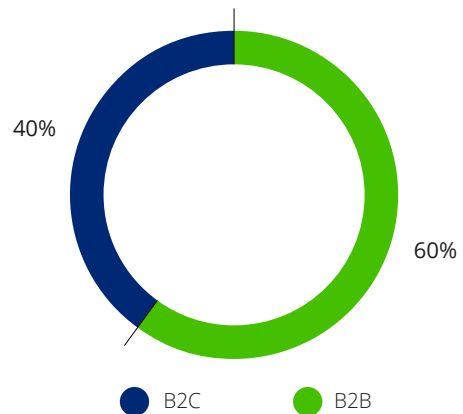
As reflected above, the two main revenue sources are based on fuel and convenience stores retail sales. Growth of revenue from convenience stores sales is steadily increasing from 11% in 2018 to 16% in the first half of 2021. In turn, the revenue from fuel retail is slightly decreasing from 89% in 2018 to 84% in the first half of 2021. Additionally, the revenue standings from other streams represent insignificant amount, being below 0,2%.

With respect to geographic markets, most of the revenue is generated in the territory of Latvia, with insignificant amount (standing below 1%) being generated in other geographic territories. What concerns the customer split, the main consumer basis is B2B segment, followed by remaining B2C segment customers. The data collection on customer segment split has been collected since 2019 (thus unavailable for 2018).

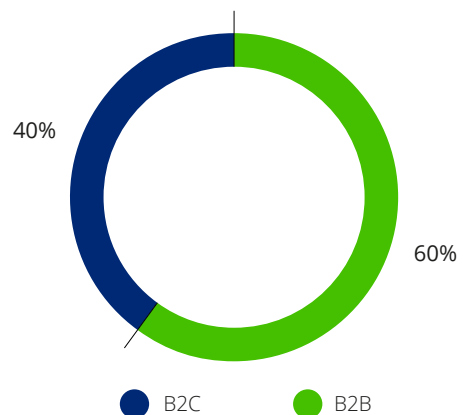
2019



2020



2021. 6 m.



Revenue structure by customer segment from 2019 to the first half of 2021
Source: Internal calculations of the Group

5.5.3. Main competitors

The fuel market in Latvia is rather competitive with a number of undertakings present in the market.¹⁹ According to the State Revenue Service data, the top four largest fuel retailers for three consecutive years (ranging from 2018 to 2020) have been constant – “VIADA Baltija” AS, “Circle K Latvia” SIA, “Neste Latvija” SIA and the Group. The standings correlate to the number of stations in the network operated by each of the largest undertakings. According to the publicly available information, currently the widest station network comprising 97 stations²⁰ is operated by VIADA Baltija AS²¹ that is

followed by *Circle K Latvia SIA* with above 84 stations²², *Neste Latvija SIA* with 76 stations²³ and the Issuer with 63 stations. In addition, historical information (from 2018 to 2020) on a number of stations in each of the largest networks was gathered from publicly available sources (where possible)²⁴ and for informative purposes indicated in the table below.

Whilst the standing of the largest retailers presents rather static landscape, such Alternative Performance Measures as the EBITDA²⁵, Gross Margins²⁶, EBITDA Margins²⁷ and Net Profit Margins²⁸ of the referred four largest fuel retailers present a different view (for informative purposes also indicated in the table below).

2018				
Indicator	The Group*	Neste Latvija SIA	Circle K Latvia SIA	VIADA Baltija AS
EBITDA (TEUR)	N/A	14,617	24,202	555
Gross Margin (%)	N/A	6.9	12.8	11.8
EBITDA Margin (%)	N/A	4.4	5.7	0.3
Net Profit Margin (%)	N/A	3.7	4.5	0.2
Stations in network (No)	56	72	N/A	70
2019				
Indicator	The Group**	Neste Latvija SIA	Circle K Latvia SIA	VIADA Baltija AS
EBITDA (TEUR)	7,366	12,796	20,074	403
Gross Margin (%)	10.8	6.7	12.4	12.0
EBITDA Margin (%)	3.9	3.8	4.9	0.0
Net Profit Margin (%)	1.9	3.0	3.4	0.2
Stations in network (No)	61	75	N/A	75
cont. ↓				

19 Source: The State Revenue Service provides information on the largest fuel retailers, according to the fuel amounts realised in retail in Latvia. The State Revenue Service statistics on fuel turnover indicators. Available: <https://www.vid.gov.lv/lv/statistika/aprites-raditaji>

20 It should be taken into account that the number of fuel stations of VIADA Baltija AS has increased significantly in 2021 due to acquisition of 21 additional fuel filling stations from Petrol Property SIA and Latvijas Nacionālā Naftas Kompānija SIA that previously operated fuel stations under the brand name ‘Dinaz’. Source: Latvian Competition Authority decision authorising the transaction.

Available: https://lemumi.kp.gov.lv/files/documents/20210225_Lemums_VIADA%20Baltija_Latvijas%20nacion%C4%81%C4%81%20naftas%20komp%C4%81nija.pdf

21 Source: VIADA Baltija AS webpage. Available: https://www.viada.lv/par_mums/

22 Source: Circle K Latvia SIA webpage. Available: <https://www.circlek.lv/uznemumiem/k%C4%81p%C4%93c-izv%C4%93l%C4%93ties-circle-k/r%C4%ABkls>

23 Source: Neste Latvija SIA webpage. Available: <https://www.neste.lv/lv/content/neste-dus>

24 Source: Lursoft public data base of enterprises, Management Reports from 2018-2020, excluding information on Circle K Latvia SIA as station network No in the territory of Latvia was not indicated in the relevant management reports.

25 EBITDA (earnings before interest, taxes, depreciation and amortisation) = profit before tax + interest expenses and similar expenses + right-of-use assets depreciation + depreciation of fixed assets + amortisation.

26 Gross margin = gross profit / revenue.

27 EBITDA margin = EBITDA / revenue.

28 Net profit margin = net profit / revenue.

2020				
Indicator	The Group***29	Neste Latvija SIA	Circle K Latvia SIA	VIADA Baltija AS
EBITDA (TEUR)	7,843	11,649	19,423	(216)
Gross Margin (%)	12.4	6.9	13.2	13.2
EBITDA Margin (%)	4.6	3.9	5.3	(0.1)
Net Profit Margin (%)	2.4	1.8	2.9	(0.3)
Stations in network (No)	63	76	N/A	78

*The audited consolidated financial statements of the Group are available as of year 2020.

**Based on internal calculations of the Group for the year 2019.

***Based on the audited consolidated financial statements of the Group for the year 2020.

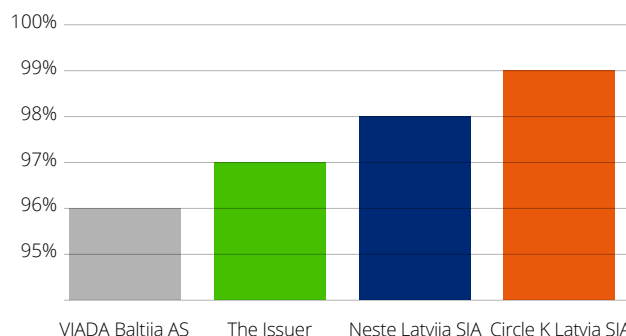
Alternative performance measures of the Group, Neste Latvija SIA, Circle K Latvia SIA, VIADA Baltija AS³⁰ from 2018 to 2020

Source: Lursoft public data base of enterprises, Alternative performance measures are not sourced directly from the Financial Statements but are derived from the financial information contained therein

As reflected above, the financial indicators of the Group provide a steady year-on-year increase, if compared to the closest market competitors, presenting fluctuating or downward trends within the same financial indicators.

The positively growing results of the Issuer are also reflected in the area of overall brand recognition in Latvia. According to "Forta Research" SIA market study³¹ carried out on the brand awareness in June 2021, the respective indicator provides information on brand, name or logo recognition on behalf of the respondents.

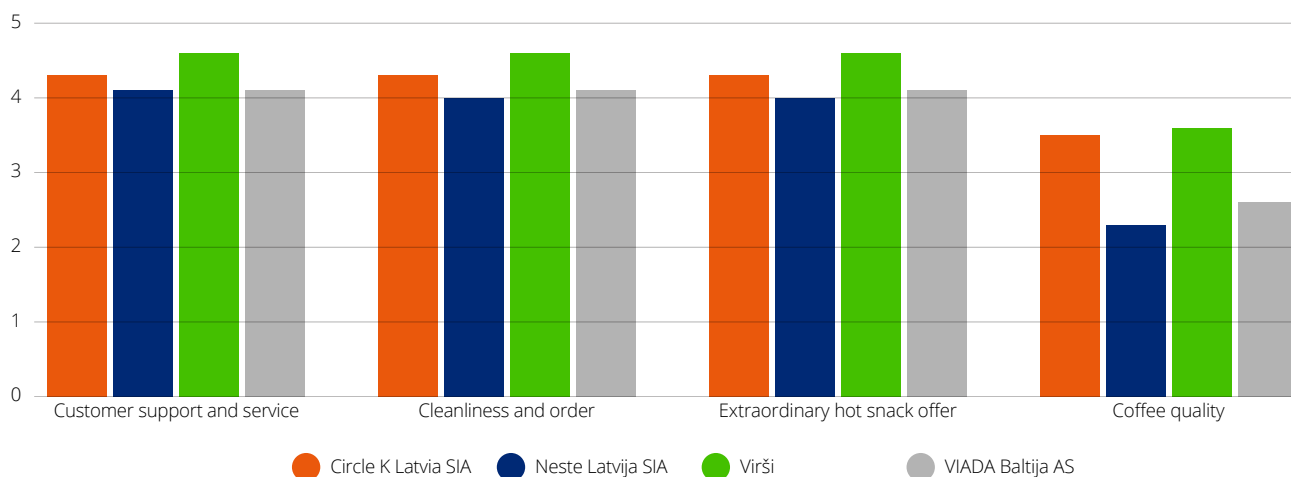
Results of the respective market study indicate that the Group's brand is one of the most recognised brands within Latvian fuel retail segment. Moreover, any indicator above 90% signals strong brand awareness amongst respondents, with the brand being recognised by name or its logo.



Overall brand awareness indicator comparing the Group, "Neste Latvija" SIA, "Circle K Latvia" SIA, "VIADA Baltija" AS

Source: FORTA RESEARCH market study on overall brand awareness, June 2021

Another market study on fuel station visitors' habits was carried out by "Norstat Latvija" AS in May 2021 measuring, amongst other, aspects that are the most valued by consumers visiting the stations.³²



Aspects most valued by consumers that visit the Group's, Neste Latvija SIA, Circle K Latvia SIA, VIADA Baltija AS stations

Source: WKND Agency market study on aspects most valued by station visitors, May 2021

The top valued aspects of the Group's customers are considered client service, cleanliness, unique food options and coffee. As indicated above, the Group has achieved the highest results in all four categories compared with other closest competitors in the market.

29 For informative purpose only. In case the internal calculations were used in the same manner for 2019, the indicators would differ (EBITDA (TEUR) – 7,656; Gross Margin (%) – 12.5; EBITDA Margin (%) – 4.5; Net Margin (%) – 3.0.

30 According to public information sources, with respect to VIADA Baltija AS the group's consolidated financial audit statement is not available, therefore the presented information is indicated for informative purposes only.

31 Source: Market study methodology: internet poll and interviews from 10.06.2021. to 16.06.2021.; sample size: 1004 respondents in the age group 18-74

32 Source: Market study methodology: internet poll in May 2021; sample size: adult group in Latvia that have recently visited any station (1012 respondents); additional – adult group in Latvia that have recently visited the Issuers station (144 respondents)

5.6. Recent trends, development and change

5.6.1. Recent trends and developments

In the current market conditions, a number of far-reaching trends are affecting the fuel retail industry. The key trends include the rise of alternative fuels for mobility, evolution of heightened consumer expectations around convenience and personalisation as well as smart expansion of station network.

Alternative fuels

The rise of alternative fuel consumption for mobility derives from the rollout of regulations aimed at limiting greenhouse gas emission, as well as the heightened customer awareness of the climate change risks to the point that they are prepared to pay premium for the green fuel, goods and services. Amongst others, one of the key policy initiatives is the European Green Deal with the overarching aim to significantly cut carbon emissions and achieve economic growth not tied to resource use and, as a result making Europe climate neutral by 2050.

Thus, one of the global trends is the vast usage of more environment-friendly alternative fuels for the vehicles, such as CNG, LNG and biofuels that are increasing the share at the expense of petrol and diesel pools. Forward-thinking fuel market participants have steadily started to adjust their fuel mix based on consumer demand or expectation of demand growth, offering a variety of alternative fuels such as CNG, LNG or electric vehicle charging points.

Vehicles based on alternative fuel, such as CNG and LNG, still require refuelling using a traditional fuel retail network. At the same time, the possibility to charge electric vehicles at home, work or parking lots may become a competitor to the traditional fuel service stations. Yet, the electric vehicle drivers would still be part of station network visitors to ensure recharging, merchandise purchases or both.

In addition, with the progress in technological development, battery costs continue to decline and vehicle and equipment manufacturers are investing substantially in electric vehicle-related solutions and equipment for the light-duty vehicles (as cars and vans and other passenger vehicles). At the same time, the electrification of heavy-duty vehicles (including trucks and busses and other freight transport) may be pursued in a longer run. The rollout of electric vehicle charging points may face additional challenges in Latvia in the earlier years of the roll-out due to demand amount (meaning a longer horizon for the return on investment) and potential shortcomings with sufficient high voltage accessibility.

Convenience and personalisation

Currently, the primary business of fuel retailers consists of fuelling services for vehicles —providing products and services, such as diesel and petrol, automotive products, auto maintenance services, and car washes. At the same time, coffee, snacks and other merchandise products are sold to consumers through convenience stores. Although the non-fuel offerings account for a sizable share of profits, and for many undertakings outstrip the profits from fuel-related services, the fuel retail business is typically vehicle-oriented.

Recognising this trend, few fuel retailers have commenced the shift from vehicle centric to consumer centric business model, which means focusing on addressing the needs of customers in end-to-end fashion. Customers are looking beyond standard fuel filling possibilities, including alternative fuels and high-quality, fresh, healthy food options, better value and more attractive formats that ensure seamless convenient experience.

More personalised products and services are also highly valued by customers. Various types of digital technologies have become one of the tools increasingly often used to increase the sophistication of loyalty programmes (personalised communication, recommendations and offers) as well as convenient payment solutions. Thus, one of the key trends has become the transformation of a fuel station into a convenient one-stop-shop to the customers.

Consolidation

The smart extension of stations network has become another crucial point of development for fuel traders in order to extract the maximum value from the assets. Therefore, the business decisions are carefully evaluated for addition of a new fuel station to the existing network, by either building a new station or buying already existing, operating station from another competitor.

There is an apparent consolidation trend evident in the Latvian market, including smaller players deciding to sell their station assets to larger industry players.³³ Additionally, some of the major chains have sold parts of their station networks, as for instance, the recent ownership change of 21 stations operated under the trade name 'Dinaz', which as of February 2021 now operates under the trade name "VIADA Baltija" AS³⁴ as well as recent ownership change in "KOOL Latvija" SIA.³⁵

To the best of the Management Board's knowledge there are no other trends, uncertainties, demands, commitments or events that could with a reasonable likelihood have a material effect on the Group's prospects for the current financial year.

5.6.2. Significant change

State of emergency declarations for several months in Latvia and neighbouring countries and imposition of the free movement restrictions due to COVID-19 since February 2020 caused a drop in Latvia's economic activity as well as mobility of its inhabitants thus, amongst other things, causing a marginal reduction in the fuel consumption. The overall fuel consumption levels dropped by 5% in 2020 compared with the same levels in 2019.³⁶ In addition, the COVID-19 related restrictions affected the merchandise retail segment as they were placed on convenience store operations, limiting, for example, number of people permitted inside the convenience stores.

Despite the challenging pandemic implications, the Group managed to compensate for the negative effect of the COVID-19 pandemic by rethinking its investment strategy and increasing the efficiency of its operations. The Group has also successfully adjusted the pricing policies for its fuel products securing an overall increase in its

33 For example, SIA Neste Latvia has obtained asset lease from SIA Elma B. Source: The Competition Council of Latvia decision granting permission to the deal. Available: https://lemumi.kp.gov.lv/files/documents/20201214_Lemums_NesteLatvija_ElamaB.pdf

34 VIADA Baltija AS has acquired 21 additional fuel filling stations from Petrol Property SIA and Latvijas Nacionālā Naftas Kompānija SIA that previously operated fuel stations under the brand name 'Dinaz'. Source: The Competition Council of Latvia decision granting permission to the deal. Available: https://lemumi.kp.gov.lv/files/documents/20210225_Lemums_VIADA%20Baltija_Latvijas%20nacion%C4%81%C4%81%20naftas%20komp%C4%81nija.pdf

35 Holding company for Olerex group in Estonia signed an agreement to acquire the Latvian petrol station and convenience stores chain KOOL Latvija SIA. Source: <https://www.zgi.lv/news/params/post/3430097/zgi-3-sells-stake-in-kool-latvija-to-olerex-group>

36 Source: Information on diesel, petrol and LPG sales (in tons) in Latvia, according to the State Revenue Service collected data. Comparative information between data from 2019 (1 282 072) and 2020 (1 218 283).

market share of the fuel products. Moreover, despite the restrictions placed on convenience stores sales, petrol stations were considered essential thus stayed open during the state emergency. Hence, the Group devoted higher focus on its high margin non-fuel products which helped to maintain and improve the profitability in 2020 compared to previous years.

5.7. Strategy and Objectives

Recognising the recent trends in the retail market, the Group has developed a strategy that aims to develop its business, continue profitable growth and ensure strong long-term financial health of the operations. The key objectives of the Issuer and the Group comprise the following:

Strengthening presence in alternative fuel market and electric vehicle charging offering

To ensure provision of an even larger range of alternative energy sources, the Group was the first undertaking in Latvia that started to provide CNG in its network as of 2019. At the date of the Prospectus, there are six CNG stations in the Group's network that are foreseen to extend to at least ten stations in 2022. Vehicles running on CNG in the Latvian market are already being sold by manufacturers such as "Skoda", "Seat", "Fiat" and "Audi".

The Group is also looking to expand its offering of the electricity charging points. The Group carries out a careful initial assessment as to the most suitable electric charging speed type (slow, medium, fast or ultra-fast) for particular station location, considering investments necessary for charging point development and expected demand for charging services. At the date of the Prospectus, there are five electricity charging points with 50 kW speed in the Group's network that are foreseen to expand to eight electric charging points by first half of 2022.

Recognising growing demand for even more nature friendly fuel products, the Group intends to expand its alternative fuel offerings. Throughout its already well-established station network, the Group has set a plan in motion to offer biomethane filling possibilities for its customers. The business strategy is based on the nature-friendly values that biomethane offers to the market in addition to a growing demand for it, especially from customers owning commercial fleets. The Group also plans to offer another alternative fuel – LNG, to its customers.

Developing convenient and personalised solutions for its customers

Consumer needs are centric to the Group's business. Thus, a diligent care is channelled towards customer convenience and increased personalisation level. The Group aims to maintain and further develop top-level customer service experience through variety of tools:

- maintaining high standard for merchandise store appearance;
- diversify merchandise product offerings, amongst other, fresh, healthy food offerings that are suitable for vegetarians, as well as high quality coffee;
- devoting resources to attract and keep talented employees that also serve as the Group's brand ambassadors through physical contacts with customers;
- investing in innovative IT tools and solutions that allow to address customer needs at a more personalised level (through loyalty program) as well as offer variety of monitoring opportunities and payment methods for purchased products and received services.

Recognising the Group's large customer base potential, the aim is also to provide customers with even larger variety of services thus transforming into a one-stop-shop for its customers while at

the same time diversifying its revenue streams. In 2021 the Group launched its first energy product (electricity) sales to B2B customers through Subsidiary SIA VIRŠI Renergy. In the upcoming years the aim is to enter the B2C segment for energy service provision, by introducing sales of energy product for households. Future plans of the Group also include energy trading.

Consolidation and further expansion

Along with fuel and energy type diversification and further improvements in the customer convenience, the Group continuously works on its station network expansion. The network expansion strategy is always carefully evaluated by the Issuer, taking into account the attractiveness of the location and potential demand for products and services at that location, and is executed through acquisitions of additional stations from other undertakings active on the market, building new stations or expanding network through franchise partners.

Following the evident consolidation trend in the Latvian fuel retail market, in 2021 the Issuer acquired two stations from SIA "Zemgales ģipšumu aģentūra" and SIA "Bairo", one being in Jelgava city and one in Nākotne (Jelgava city region).³⁷ Moreover, one of the stations (in Jelgava city) was previously owned by an independent owner, yet operated under the Group's franchise, thus ensuring seamless inclusion into the existing station network from consumers' perspective.

The Group is in the development phase of four new stations, some of these stations are expected to open already in the fall of 2021. This includes the following stations: (1) station in Liepāja - Cukura Street 29 (with a CNG filling station and self-service car wash); (2) two stations in Rīga - Katrīnas dambis 35 (with a CNG filling station) and Kārļa Ulmaņa gatve 162 (on the way to Jūrmala); (3) station in Saurieši (a full reconstruction of an acquired station with a target opening at the end of 2021).



³⁷ The Issuer has acquired two stations from SIA "Zemgales ģipšumu aģentūra" and SIA "Bairo". Source: The Competition Council of Latvia decision granting permission to the deal. Available: https://lemumi.kp.gov.lv/files/documents/20210622_Lemums_Vir%C5%A1i%20A_Bairo_Zemgales%20%C4%ABpa%C5%A1umu%20a%C4%A3ent%C5%ABra.pdf

Continuing profitability increases and financial targets

Summary of strategic targets by the end of 2024.

Indicator	2020	2024
EBITDA (MEUR)*	7.84	15.37
Net Profit (MEUR)*	4.19	9.01
Fuel stations incl. franchises, #	63	>80
#1 alternative fuel segment	CNG / E	CNG / CBG / LNG / E
Non-fuel gross profit portion	>40%	>50%
Business diversification	fuel / convenience store	fuel / convenience store / energy services
Top ranked employer	Top 100	Top 10

*Indicator based on the data of the Group's audited consolidated financial statements for the year ended 31 December 2020

Since 2016 the Group has managed to more than double the size of its EBITDA and more than triple the size of its net profit. The Group expects its EBITDA to reach 9 MEUR in 2021. As reflected in the table above, the target is set to reach the Group's EBITDA 15.37 MEUR, while its net profit is expected to reach 9.01 MEUR in 2024. In line with its strategic plan, the Group plans to increase its profitability by pursuing the following actions:

Increasing market share

The Group targets to become the market leader and reach more than 15% of market share in the fuel retail segment and 30% of market share in the merchandise retail segment by the end of 2023. The planned growth in the market share will increase the Group's customer and revenue base, which together with the benefits of economies of scale will leave a positive impact on the Group's profitability.

5.8. Investments

Prospective investors should read this Section in conjunction with the more detailed information contained in this Prospectus including Section 5.4 "Principal activities of the Group" and Section 5.5 "Principal markets".

5.8.1. Acquisitions and investments completed

The financial results of the Issuer have been partly driven by investments in new assets, which have impacted the Issuer's revenues, costs, amortisation, depreciation and interest expenses. The information in this section covers the historical period spanning years ended 31 December 2019, 2020 and 2021 six-month period.

Diversification of income sources

The Group is carefully evaluating its future investment decisions by allocating its available capital only to assets that are giving the highest expected return. Additionally, the Group's strategic policy is to increase the share in other non-core business segments as well as continue increasing its high-margin convenience store product sales.

Smart pricing policy

The Group is monitoring its product profitability on a monthly basis and is making adjustments to its pricing policy accordingly. The overall strategy of the Group is to be the leading service provider in the market, hence its pricing policy for the offered products is mostly in the middle or above middle level price range compared to the overall offer in the market.

Prudent cost management

The Group carefully evaluates its spending policy by firstly focusing on making all processes within the Group as efficient as possible and followed by considering reviewing its cost base.



Investments in property and equipment

Property and equipment are amongst the most important assets of the Group's business activities in principal markets. An overview

of the Group's historical investments in property and equipment, accumulated depreciation and impairment as well as investment by particular investment type are summarised in the tables below.

Historical investment in property and equipment of the Group; EUR'000

	Land, buildings and engineering structures	Leasehold improvements	Equipment and machinery	Other property and equipment	Construction in progress	Prepayments for property and equipment	TOTAL
Historical cost							
1 January 2019 (unaudited)	32,446	849	5,564	3,195	961	126	43,142
Additions	714	155	471	1,027	5,893	190	8,450
Revaluation	8,470	-	-	-	-	-	8,470
Reclassification	4,017	168	1,041	236	(5,388)	(74)	-
Revalued portion of disposed property and equipment	(85)	-	-	-	-	-	(85)
Cost of disposed fixed assets	(1,092)	-	(289)	(477)	-	-	(1,858)
31 December 2019 (unaudited)	44,470	1,172	6,788	3,981	1,467	242	58,119
Additions	1,236	34	623	932	3,849	236	6,909
Reclassification	2,838	88	856	312	(3,869)	(226)	-
Revalued portion of disposed property and equipment	(188)	-	-	-	-	-	(188)
Cost of disposed fixed assets	(588)	-	(482)	(328)	-	-	(1,398)
31 December 2020	47,768	1,294	7,786	4,896	1,446	252	63,442
Additions	178	16	394	711	1,337	618	3,254
Reclassification	2,045	12	404	65	(2,152)	(374)	-
Cost of disposed fixed assets	-	-	-	(2)	-	-	(2)
30 June 2021	49,991	1,322	8,583	5,670	631	496	66,694

Source: audited financial statements of the Group for the years ending 31 December 2020 and six-month period ended 30 June 2021.

⁽¹⁾ It should be noted that on 30 December 2019 the Group revalued property and equipment under category Land, buildings and engineering structures to fair value by certified real estate appraiser SIA "Arco Real Estate". The valuation was based on the income and cost approach. The management believes the fair value at the end of 2020 is not materially different from the carrying amount. The carrying amount of Land, buildings and engineering structures evaluated at fair value at 31 December 2020 would have been EUR 26,108 thousand (at 31 December 2019, EUR 23,437 thousand) if all categories had been accounted for using the cost method.

As reflected in the table above, the total value of investments in property and equipment of the Group (before depreciation) has been increasing every year since 2019, amounting to EUR 43,412 thousand on 1 January 2019, EUR 58,119 thousand and 63,422 EUR thousand on 31 December, 2019 and 2020, respectively. The Group has spent EUR 8,450 thousand on additions to property and equipment in 2019. These investments are mainly attributable to a sharp rise

in investments within construction in progress, which constituted EUR 3,849 thousand or 55.7% of the total additions in 2019. In 2020, the Group spent EUR 6,909 thousand on additions to property and equipment. The decrease in the volume of strategic investments in 2020 was attributable to the COVID-19 pandemic, on March 2020 and subsequently (the Republic of Latvia and many countries worldwide had restrictions in place to limit the spread of the virus, which notably slowed down the economic development in the country and the world). To ensure the Group's adjustment to the new situation and to ensure stable future development the Group had to adjust the investment strategy during the period of restrictions to evaluate cash flow dynamics and ensure the safety of the employees and suppliers. In the six-month period ended 30 June 2021, the Group had accumulated resources to continue to develop the station network – investments for the six-month period in 2021 were mainly related to development of 4 new fuel stations.

Accumulated Depreciation and Impairment of property and equipment of the Group; EUR'000

	Land, buildings and engineering structures	Leasehold improvements	Equipment and machinery	Other property and equipment	TOTAL
Accumulated depreciation and impairment					
1 January 2019 (unaudited)	4,032	165	2,790	1,823	8,811
Depreciation, depreciation of the revalued part	1,574	93	640	609	2,917
Accumulated depreciation of the revalued portion of disposed property and equipment	(9)	-	-	-	(9)
Accumulated depreciation of disposed property and equipment	(1,046)	-	(162)	(438)	(1,646)
31 December 2019 (unaudited)	4,550	259	3,269	1,994	10,072
Depreciation, depreciation of the revalued part	1,069	120	569	775	2,534
Reclassification	-	-	2	(2)	-
Accumulated depreciation of the revalued portion of disposed property and equipment	(6)	-	-	-	(6)
Accumulated depreciation of disposed property and equipment	(64)	-	(385)	(313)	(762)
31 December 2020	5,549	379	3,455	2,455	11,838
Depreciation, depreciation of the revalued part	564	66	334	467	1,430
Impairment	540	-	-	-	540
30 June 2021	6,653	445	3,789	2,921	13,808

Source: Audited financial statements of the Group for the years ending 2020 and 30 June 2021.

As reflected in the tables above, the capital expenditure and investments in property and equipment exceeded the depreciation of these assets for each of the years ending 31 December 2019 and 2020. As a result, the total value of the Group's property and equipment after depreciation, was increasing during the respective

years. For the years ended 31 December 2019 and 2020 the value of investments after depreciation was EUR 48 047 thousand and EUR 51 604 thousand respectively. For the period ended 30 June 2021 the value of investments after depreciation amounted to EUR 52 886 thousand.

A more detailed breakdown of investments within property and equipment is provided below.

Historical investment of the Group by type; EUR'000

	Year ended 31 December 2019	Year ended 31 December 2020	Six-month period ended 30 June 2021
Construction of new fuel stations (inc. purchase of land plots)	4,701	1,770	2,270
Alternative fuel (CNG)	487	629	560
Logistics	8	210	236
Purchase of existing fuel stations	280	496	300
Other investments	3,041	3,770	725

Source: Group

Investments in the modernisation and expansion of the station network

The Group has been increasing its investments in the modernisation of the existing stations and in the expansion of its station network by purchasing land plots, constructing new stations as well as by repurchasing existing stations and adapting them to the Group's

internal standards. The total amount of investments in the modernisation and expansion of the fuel station network increased by 187% in 2019 year-on-year but decreased by 19% in 2020 year-on-year.

In 2019, EUR 4,701 thousand was invested in the construction of new fuel stations in Riga, Broceni and Jekabpils, as well as EUR 280 thousand were used to finance the acquisition of an existing fuel station in the Riga district. During the year, four new stations were opened in Stopini, Jekabpils, Riga and Broceni, as well as 16 stations were renovated and modernised.

In 2020, EUR 1,770 thousand was invested in the construction of new stations in Olaine and Babite, as well as EUR 496 thousand was used to finance the acquisition of an existing fuel station on Katrinas dambis. During the year, a new interior design concept was developed and implemented, 25 fuel stations were modernised and four new fuel stations were opened in Babite, Rezekne, Kekava and Skrunnda (franchise stations in the two latter cases).

In 2021 until June, the Group invested EUR 2,270 thousand to open a fuel station in Olaine, and start the construction of stations to be opened in second half of the year in Liepaja (Cukurs), Katrinas dambis and Ulmanis in Riga and to acquire several land plots for future development projects.

Investments in CNG refuelling facilities

The Company is committed to integrate its sustainability agenda into its business operations. Thus, investments are made into projects aimed at improving its environmental performance. In 2019 two fuel stations in Latvia (in Krustpils and Lubana), which provide customers with the opportunity to perform CNG refuelling, were constructed. EUR 487 thousand was used towards this investment in 2019. Currently, the availability of CNG in the station network is being actively developed by the Group. In 2020, EUR 629 thousand was diverted towards the development of the CNG product offering, as it opened two more CNG fuel stations during the year. By 31 December 2020, out of the 63 Groups's fuel stations, four stations offered CNG and the number is expected to rise up to 10 by the first half of 2022. For the six-month period ended 30 June 2021, EUR 560 thousand was invested into CNG development and three more CNG fuel stations were opened – Olaine, Broceni, Rezekne.

Other investments in sustainability

The indoor and outdoor lighting at fuel stations is systematically changed, saving approximately 60% of the potential electricity consumption of the station lighting. The installation of motion sensors in warehouses and auxiliary premises has also been implemented, saving up to 72% of the potential electricity

consumption in the specific premises, observing the requirements of the ISO 50001 standard. During 2019 and 2020, 16 and 25 fuel stations were reconstructed, respectively, within which the indoor and outdoor lighting was changed and motion sensors were installed. In order to reduce the environmental impact, in 2018 and 2019 replacement of refuelling facilities was carried out at eight and nine stations, respectively. New facilities are equipped with a stage II fuel vapor removal system which enables the Group to reduce the amount of vapor released into the atmosphere. During 2020, one more facility was replaced.

In 2019 and 2020, groundwater monitoring networks were renewed as well as cleaning and reconstruction of station purification facilities were performed. In 2019, new or renovated local purification facilities were built at six stations and one fuel tank was fully replaced. In 2020, new or renovated local ground water purification facilities were built in two stations and the Company's oil storage facility.

Major investments in the existing fuel station network were performed during 2019 and 2020, in 2021 Group continues investing in new fuel station network that complies with high standards with decreased environmental impact. In the first half of 2021 Group has ensured compliance with ISO 14001.

Investments in logistics operations

Logistics operations were developed by renewing the fleet of fuel carriers - two semi-trailers were purchased in 2020 and 2021 as well as one existing car was rebuilt as a truck designed for transporting dangerous cargo with CNG and diesel internal combustion engine. This was the first reconstruction of the kind in Latvia. In 2020 and the first six months of 2021, EUR 210 thousand and EUR 236 thousand, respectively, were spent on the development of logistics within the Group operations, a manyfold increase from the respective expenditure in 2019.

Investments in intangible assets

The Group has made regular investments in intangible assets, which amounted to EUR 143 thousand, EUR 50 thousand for the years ended 31 December 2020 and 2019 respectively. These included mainly developments in IT infrastructure – during 2019 the cash registry system was changed and further developments for the improvement of system and process efficiency were continued.

Acquisition within the Group

Restructuring has been carried out within the Group. Please see the summary of the reorganisation steps below.

Summary of acquisitions within the Group

Name of the subsidiary	Share capital owned by the Company 31.12.2020.	Cost of acquisition	Book value of the investment 31.12.2020.	Own capital of the subsidiary 31.12.2020.	Annual profit of the subsidiary 31.12.2020
	%	EUR	EUR	EUR	EUR
SIA Virsi Renergy	100	2,800	2,800	834	(1,966)
SIA Virsu Nekustamie Ipasumi	100	5,522,300	5,522,300	5,858,377	771,883
SIA Virsi Logistika	100	245,000	245,000	(18,235)	34,605
		5,770,100	5,770,100	5,840,976	804,522

Source: audited financial statements of the Company for the years ending 2018, 2019 and 2020.

In 2020, the Group commenced the restructuring of the legal structure of the Group by purchasing 100% of the share capital of the related party SIA Virsi Nekustamie Ipasumi, an entity engaged in the development and leasing of real estate, and 100% of the share capital of SIA Virsi Logistika, which provides fuel logistic services in the

network from January 2021. In addition, subsidiary SIA Virši Renergy was founded to act as the trader of natural gas and electricity. The total amount of the invested capital was EUR 5,770 thousand. The reorganisation was completed in February 2021. The Group believes the new organisational structure will enable it to sustain a high standard of corporate governance and risk management, thus consolidating the strategic ambitions of the Group.

Ongoing or planned acquisitions and investments

The Group's strategy includes the continuous optimisation of its product offering and a significant increase in market share across its key business segments, through strategic acquisitions of new assets, inter alia, construction and purchase of additional fuel stations, as well as investments in the renovation and reconstruction of the existing assets. Such acquisitions, disposals and investments may have an impact on the Issuer's future financial statements including, inter alia, net sales from the sale of oil products and the retail sale of other goods, other income, other expenses, amortisation, depreciation and impairment, as well as the Group's net cash flows from operations and net cash flows from investing activities. The Company expects to make investments amounting to EUR 15 420 thousand in 2021: during the six-month period the Group invested EUR 2,270 thousand in the construction of five new fuel stations as well as EUR 1,821 thousand in other endeavours, notably focused on the development of CNG utilisation, fuel station network expansion

works. In 2021, the Group expects to further invest EUR 8,256 thousand in the construction of new fuel stations in Katrinas dambis, Ulmanis, Sauriesi in Riga region and Cukurs in Liepaja and up to EUR 3,000 thousand in other infrastructure investments using both internal Companies' funds and external bank financing. The Company and the Subsidiary SIA "Viršu nekustamie īpašumi" plans to obtain additional financing with AS "SEB banka" during the fourth quarter of 2021. The aim of the external financing is to ensure further expansion of fuel stations network of the Group in 2021 going into 2022.

Impact on environment

The Company ensures all the environmental regulatory requirements set forth to the B and C category polluting activities. Additional steps are taken in order to minimise the impact on the environment, for example, replacement of the refuelling equipment to reduce emissions, regular groundwater and rainwater monitoring. (For more information, please see Section 5.4.5 "Environment protection measures" of this Prospectus.) Moreover, the respective insurance includes coverage for physical damage to its fuel properties, third-party liability, general liability, and other coverage, thus mitigating risks related to environmental issues. (For more information, please see Section 5.4.15 "Insurance" of this Prospectus.) To the best of the Management Board's knowledge there are no environmental issues that may affect the utilisation of the tangible fixed assets of the Company.

5.9. Dependency on agreements, patents or licenses

The Company holds the licenses for oil product retail sale and wholesale, as well as the license for the retail sale of tobacco and alcoholic beverages issued by the State Revenue Service of Latvia for each fuel station. The referred licenses are material to the Issuer for provision of fuel sales and convenience stores sales, as the key business activities. To ensure streamlined fuel transportation services, the Subsidiary SIA "VIRŠI Loģistika" has been issued a license for goods carriage and an EU community license for international commercial transportation by trucks. In turn, the Subsidiary SIA "VIRŠI Renergy" engages in natural gas and electricity sales and has been registered with the Public Utilities Commission as a natural gas and electricity seller. The above licenses are business-critical for ensuring undisrupted operations of the Issuer and the Group. Further information concerning the licenses of Group companies is available under Section 5.4 "Principal activities of the Group" of this Prospectus. Taking into account that the majority of the Group's operations are carried out in Latvia, the Group has registered its trademarks

"VIRŠI", "VIRŠI-A" and "VIRŠI EVO", targeting the local market. In the opinion of the Management Board, market brand awareness is one of the key components for strategic expansion, therefore the respective trademarks are considered as significant to Issuer's business. The Company owns no other material rights in intellectual property, apart from software use rights, licensed by third parties. Further information regarding Issuer's trademarks is available under Section 5.4.13 "Intellectual Property" of this Prospectus. Furthermore, the Group companies have entered into several financing agreements (including, investment loans), which may be considered as material for the Group, as well as financial lease agreements necessary for purchase of the vehicles. In order to ensure the operation of the Group's fuel stations and construction of new stations, the Group has entered into several material lease agreements and contracts on the right to build. Detailed information concerning agreements is available under Section 12 "Material Contracts" of this Prospectus.

5.10. Legal proceedings

The Group companies in their capacity as creditors are involved in court proceedings in the course of everyday business. Typically, Group companies are claimants in these court proceedings for fulfilment of obligations by debtors.

As at the date of the Prospectus, the Management Board is not aware of any pending or probable civil or administrative court proceedings which would have a material effect on the financial situation or profitability of the Issuer or the Group, or which would have had such an effect in the past 12 months.

5.11. External auditor

Appointment of an external auditor lies within the competence of the General Meeting of Shareholders. Appointment of an external auditor requires approval by a 75% majority of shareholders present at the General Meeting of Shareholders.

The General Meeting of Shareholders held on 2 September 2020 appointed akciju sabiedrība "KPMG Baltics AS", registration number: 40003235171, with its registered address at 7 Vesetas Street, Riga, LV-1013, Latvia, as external auditor for the Company for the financial years 2020 and 2021.

Akciju sabiedrība "KPMG Baltics AS" is a member of the Latvian Association of Certified Auditors.

The external auditor for the financial years 2018 and 2019 was SIA "Ievas Liepiņas birojs", registration number: 40003747546, with its registered address at 39 Brīvības street, Riga, LV-1010, Latvia.

SIA "Ievas Liepiņas birojs" is a member of the Latvian Association of Certified Auditors.

The financial year for the Issuer is 1 January to 31 December.

6. Reasons for the Offering and Use of Proceeds

The total estimated amount of gross income from the issue of Offer Shares is EUR 6.90M (provided that all Offer Shares, including the Over-allotment Shares, are subscribed for and issued). The expenses and taxes directly related to the Offering and Admission of Shares to Trading payable by the Issuer are estimated to be EUR 0.15M and total fees to be paid to the Global Lead Manager comprise EUR 0.28M provided the Offering is successful. Respectively, after deduction of costs, the net proceeds of the Offering including the Over-allotment Shares are estimated to be EUR 6.47M.

The key reason for the Offering is to use the capital raised (as a result of the Offering) to finance the development of the Group's business, continuing profitable growth and ensuring strong long-term financial health of the operations. Since 2016, the Issuer has implemented a growth strategy and more than doubled the size of its EBITDA as well as more than tripled the size of its net profit. The growth so far has been financed mainly through existing equity capital, retained profits and borrowed funds.

The Management Board believes that, based on (i) growth strategy, which has proven its viability to date and (ii) positive forecasts with regard to the consumption of alternative fuel, it is possible to significantly increase the Issuer's operating volumes in the following years, provided that the Issuer strengthens its presence in the alternative fuel and electric vehicle charging segments throughout stations network that is further expanded, with the continued optimisation of the Group's operating expenses. To achieve this, the Issuer needs additional capital to finance the larger scale investments during the period of 2021–2024.

Thereby, the Issuer is planning to use the proceeds from the Offering to (i) increase the operating volumes, market share and profitability of the Group by expanding its alternative fuel, electric vehicle charging and electricity supply offerings; and (ii) increase the long-term operating efficiency of the Group by developing IT solutions and installing solar panels.

The Issuer is planning to use the estimated net proceeds from the Offering in the following manner and order of priority:

- **approx. 67% of the proceeds from the Offering or EUR 4.35M will be used towards further development of CNG fuel station network.** The Company expects high returns on such investment due to the growing interest in CNG as a fuel, especially in waste management and local logistics segments, that allows the Company to expect significant rise in demand for the CNG product. The use of alternative fuels is increasingly promoted across the EU and expansion of CNG fuel station network and CNG fleet is important pre-condition for biomethane rollout as sustainable fuel in long-term;
- **approx. 25% of the proceeds from the Offering or EUR 1.60M will be used towards the development of biomethane production and logistics.** The Company expects high returns on such investment based on the qualities of biomethane as only fuel with negative green-house-gas emissions and modern biofuel requirements across European Union that creates high demand for biomethane not only in Latvia, but in all of the EU;
- **approx. 3% of the proceeds from the Offering or EUR 0.20M will be used towards the development of electric vehicle charging service.** Currently, the charging devices are outsourced, however the long-term strategy of the Company is to own, operate and provide easy to use charging service to the customers by itself. The Company is planning to add several new charging stations to its existing network every year;
- **approx. 2.5% of the proceeds from the Offering or EUR 0.16M will be used for installation of solar panels.** As the Group plans to commence producing electricity from renewable

sources, solar panels will be installed in existing stations to cover self-consumption during the day-time. The investment will cut long-term operational costs of the Company and increase available electric vehicle charging capacity during the day-time;

- **approx. 2.5% of the proceeds from the Offering or EUR 0.16M will be used towards investments related to IT solutions.** The Company is planning to invest in digitalisation of internal processes with a view of further increasing their efficiency to the state-of-the-art level for this business, as well as in new digitalised loyalty programs to make such programs more sophisticated and personalised. Such investments are expected to reduce the operational costs and increase customer base, thereby increasing the profit margin of the Issuer.

The above scheduled use of proceeds described will be implemented during the period of 2022-2024. Therefore, the investments will be made over the course of this period according to the development strategy of the Issuer and according to what are the most optimal investment options at the time. Subject to market situation and circumstance, the Management Board expects that the above-mentioned plan for use of the proceeds from the Offering will enable the Issuer to achieve its key targets, including (i) becoming largest provider of alternative fuels in Latvia by 2024; (v) increasing EBITDA to 15.37 MEUR in 2024.

The manner and priority order in which the proceeds are used may differ from the plan assumed in this Section, depending on the future market conditions, significant changes within the Issuer operations and/or management, significant changes within regulatory environment and other risks and uncertainties. The statements included herein shall be considered as forward-looking statements based on the best opinion of the Management Board (please refer to Section 3.8 "Forward-Looking Statements").



7. Administrative, Management And Supervisory Bodies, Senior Management And Corporate Governance

7.1. Administrative, Management and Supervisory Bodies and Key Executives

The Issuer maintains a three-tier management system, consisting of the Supervisory Board, the Management Board, and Key Executives. According to the Commercial Law and the Articles of Association of the Company, the Management Board is the executive institution of the Company, responsible for strategic management and representation of the Company. The Supervisory Board of the Company is the supervisory body representing the interests of the Shareholders of the Company and supervises the activities of the Management Board in the scope set by the Commercial Law and the Articles of Association. Additionally, the Issuer employs a number of Key Executives, whose competences are described further in this Section below.

The business address of the members of the Supervisory Board, the Management Board, and Key Executives is the registered address of the Company, namely, 17 Kalna Street, Aizkraukle, LV-5101, Latvia.

7.1.1. The Management Board

Responsibilities and functions

The Management Board is the responsible body of the Company for supervision and management of Company affairs. The Management Board is responsible for the commercial activities and accounting of the Company as well as administration of Company property in compliance with the law. Management Board members are elected

by the Supervisory Board. The chair of the Management Board is appointed by the Supervisory Board among the Management Board members. In line with the Articles of Association, the Management Board consists of three members, each having the right to represent the Company solely.

According to the Commercial Law, the Management Board can adopt decisions if more than half of its members take part in the meeting. Decisions are adopted by a simple majority of votes cast at the Management Board meeting.

The Management Board is required to report in writing on its activities to the Supervisory Board once every quarter and, at the end of the year, to the meeting of Shareholders. Each report reflects the results of commercial activity and the Company's economic situation, including profitability, turnover and movement of securities, circumstances which could have an impact on the economic standing of the Company as well as planned policies for commercial activities in the next accounting period.

For making decisions on issues of significant importance, the Management Board requires the consent of the Supervisory Board in line with the Articles of Association of the Company, in addition to requirements laid down by law. Each of these issues is described in detail in Section 9.5 "Articles of Association" of this Prospectus.

Management Board members as at the date of the Prospectus:

First name, last name	Position / Function	Date of appointment	Term expiry date
Management Board			
Jānis Vība	Chairman of the Management Board with right of sole representation	22.07.2019.	22.07.2024.
Vita Čirjevska	Member of the Management Board with right of sole representation	13.04.2021.	13.04.2026.
Linda Prūse	Member of the Management Board with right of sole representation	13.04.2021.	13.04.2026.

The Articles of Association of the Company do not set a term for holding the position of a Management Board member, so that under paragraph 3 of Article 205 of the Commercial Law, a member of the Management Board of the Company is elected to its position for five years, as indicated in the table above.

The operating procedures and principles of the Management Board are set out in the Management Board regulations, approved

by the Supervisory Board on 7 May 2021. The Management Board regulations set out in detail the obligations and rights of the Management Board, procedures for adopting resolutions at Management Board meetings, and monitoring execution of Management Board resolutions.

Expertise and experience of Management Board members

Jānis Vība

(Chairman and Chief Executive Officer)

Jānis Vība is the chair of the Management Board of the Company and has been chief executive officer since 2017. In 2006, he graduated from Stockholm School of Economics in Riga with a bachelor of science degree in economics and business administration. Before joining the Company, he headed the finance division of AS "Citadele Banka" and before that acted as chief financial officer and management board member of AS "GE Money Bank". Mr Vība has extensive experience in financial planning, strategy development and execution. Within the Group, he is responsible for managing and coordinating work for over 500 employees across several legal entities, as well as strategy development, execution and communication with stakeholders, and delivery of key business performance indicators.

In addition to his role in the Company, Mr Vība is a member of the management board of the non-governmental organisation "Vide rītdienai" and a member of the management board and a shareholder of SIA "VIRŠI H2" with ownership of 5%.

As at the date of this Prospectus these positions and activities of Mr Vība outside the Issuer are not significant with respect to the Issuer.



Vita Čirjevskā

(Management Board member and Chief Financial Officer)

Vita Čirjevskā is a member of the Management Board of the Company and has been chief financial officer since July 2019. In 2008, she graduated from Stockholm School of Economics in Riga with a bachelor of science degree in economics and business administration. Before joining the Company, she gained comprehensive experience in the financial sector.

In particular, Ms Čirjevskā was head of the business service organisation and head of controllership of SIA "SCHWENK Latvija" (previous name SIA "Cemex"), and also finance director and business outsourcing director of AS "BDO Latvia". In addition, she worked for over 6 years in the consultancy sector at SIA "Ernst & Young Baltic". Her main areas of responsibility are supervision, planning, control and accounting of Company finances.

As at the date of this Prospectus Ms Čirjevskā does not hold any positions or perform any activities outside the Issuer that are significant with respect to the Issuer.



Linda Prūse

(Management Board member and Head of the Retail Department)

Linda Prūse is a member of the Company's Management Board and has been head of the retail department since September 2019. Before that she was regional head of retail for 5 years. Ms Prūse holds a bachelor's degree in sports education (pedagogy) awarded by the Latvian Academy of Sport Education and has also obtained a range of certificates in relation to her current scope of expertise. Ms Prūse has twenty-five years' industry experience while working as a manager in three fuel industry companies, including SIA "Latvija Statoil" and SIA "Sumata". Her fields of expertise are development strategy for the Company's retail chain stores, ensuring efficient operation of gas stations, and managing, motivating and organising the retail team.

As at the date of this Prospectus Ms Prūse does not hold any positions or perform any activities outside the Issuer that are significant with respect to the Issuer.



7.1.2. The Supervisory Board

Responsibilities and functions

The Supervisory Board is the responsible institution of the Company for representing Shareholders' interests between Shareholders' meetings and supervising Management Board activities in the scope laid down by the Commercial Law and the Articles of Association. Among the key functions of the Supervisory Board are electing and removing Management Board members; monitoring that Company business is conducted according to the law, the Articles of Association and decisions of Shareholders' meetings; examining annual accounts; and submitting proposals to the Management Board for use and allocation of profits.

According to the Articles of Association, the Supervisory Board consists of six members elected by the meeting of Shareholders. The chair and deputy chair of the Supervisory Board are elected by the Supervisory Board members amongst themselves. The Supervisory Board can adopt a decision if more than half of the Supervisory Board members are present at the meeting. Decisions are adopted by a simple majority vote of the Supervisory Board members present. In the event of a tied vote, the vote of the Supervisory Board chair is decisive. A Supervisory Board member may be recalled from office at any time by a decision of a meeting of Shareholders. Meetings of the Supervisory Board are convened according to necessity, but not less than once in each quarter.

Supervisory Board members as at the date of this Prospectus:

First name, last name	Position / Function	Date of appointment	Term expiry date
Supervisory Board			
Jānis Riekstiņš	Chairman of the Supervisory Board	13.04.2021.	13.04.2026.
Jānis Rušmanis	Deputy Chairman of the Supervisory Board	13.04.2021.	13.04.2026.
Andris Priedītis	Member of the Supervisory Board	13.04.2021.	13.04.2026.
Silva Skudra	Member of the Supervisory Board	13.04.2021.	13.04.2026.
Ivars Blumbergs	Member of the Supervisory Board	13.04.2021.	13.04.2026.
Ilgvars Zuzulis	Member of the Supervisory Board	13.04.2021.	13.04.2026.

The Articles of Association of the Company do not specify the term for holding the position of Supervisory Board member, so that under paragraph 1 of Article 296 of the Commercial Law, the members of the Supervisory Board are to be elected to that position for a term no longer than five years, as indicated in the table above.

The operational principles of the Supervisory Board and cooperation principles between the Supervisory Board, the shareholders, and the

Management Board are set out in the Supervisory Board regulations, approved by the Supervisory Board on 7 May 2021. The Supervisory Board regulations set out in detail the competence of the Supervisory Board along with procedures for convening Supervisory Board meetings as well as adopting and implementing Supervisory Board resolutions.



Expertise and experience of Supervisory Board members

Jānis Riekstiņš

(Chairman of the Supervisory Board)

Jānis Riekstiņš is one of the founders of the Company and an industry professional with more than twenty-five years' experience in the fuel trade sector. He received higher education in power-supply engineering from Riga Polytechnic Institute (now known as Riga Technical University). From 1995 until April 2021, Mr Riekstiņš chaired the Company's Management Board, focusing on strategic management and development. His key supervision areas are strategic governance of the Company, development planning and the alternative fuels strategy implementation. Since April 2021, he has chaired the Supervisory Board.

Mr Riekstiņš is also a board member of sabiedrība ar ierobežotu atbildību "Gulf Petrol RE", a board member and shareholder of SIA "VIRŠI H2" with ownership of 26.5% and a shareholder of the related company OOO Veresk with ownership of 23.8%.

Mr Riekstiņš is a shareholder of the Company (for further information see Section 5.3.1. of this Prospectus). As at the date of this Prospectus these positions and activities of Mr Riekstiņš outside the Issuer are not significant with respect to the Issuer.



Jānis Rušmanis (Deputy Chairman of the Supervisory Board)

Jānis Rušmanis is deputy chair of the Company's Supervisory Board. He is also one of the founders of the Company, with extensive industry knowledge. He holds a bachelor's degree in economics from the Latvian University of Life Sciences and Technologies. From 1995 until April 2020, as part of the management team, Mr Rušmanis headed and developed the fuel logistics of the Company. Over the years, he has developed the Company's logistics system according to the demands of a growing network of fuel stations.

Mr Rušmanis is a shareholder of SIA "VIRŠI H2" with ownership of 26.3% and a shareholder of the related company OOO Veresk with ownership of 23.6%.

Mr Rušmanis is a shareholder of the Company (for further information see Section 5.3.1. of this Prospectus). As at the date of this Prospectus these positions and activities of Mr Rušmanis outside the Issuer are not significant with respect to the Issuer.



Andris Priedītis (Supervisory Board member)

Andris Priedītis is a member of the Company's Supervisory Board and has been part of Company management since its start of operations. He holds a bachelor's degree in history from the University of Latvia (1996) and is a professional with more than twenty-five years' experience in the fuel trade industry. In the period from 1995 until 2001 Mr Priedītis was the commercial director of the Company, and afterwards a member of the Management Board until April 2021. As part of the Company's management, he has developed and led the work of the fuel sales team. His key areas of expertise have been fuel trade, development of the Company's marketing concept, customer acquisition, and monitoring credit risk.

Besides his position in the Company, since 2017 Mr Priedītis has been a supervisory board member of AS "Ermitāžas aktīvu pārvalde". In the period from February 2018 until July 2020 he was a management board member of the "Golfa klubs Viesturi" association. Mr Priedītis is also a shareholder of SIA "VIRŠI H2" with ownership of 16.1% and a shareholder of the related company OOO Veresk with ownership of 14.5%.

Mr Priedītis is a shareholder of the Company (for further information see Section 5.3.1. of this Prospectus). As at the date of this Prospectus these positions and activities of Mr Priedītis outside the Issuer are not significant with respect to the Issuer..



Silva Skudra (Supervisory Board member)

Silva Skudra is a member of the Company's Supervisory Board. She holds a bachelor's degree in business management and a master's degree in financial management from the University of Latvia.

She has more than fifteen years industry experience in process management, business control, and compliance. From 2004 until 2006 she was quality manager with SIA "Manass", then becoming shopping centre operational controller of SIA "Linstow Baltic" for fifteen years. Since February 2021 she has been operations quality manager of SIA "Linstow".

Ms Skudra joined the Company in 2010 as a Supervisory Board member.

As at the date of this Prospectus Ms Skudra does not hold any positions or perform any activities outside the Issuer that are significant with respect to the Issuer.



Ivars Blumbergs (Supervisory Board member)

Ivars Blumbergs is a member of the Issuer's Supervisory Board with over twenty years' experience in business and finance management and corporate client relationship management with particular focus on transport, energy, telecommunications and auditing. In 1998 he graduated from the University of Latvia with a master's degree in economics and in 2011 obtained a professional master's degree in business administration (EMBA) at Stockholm School of Economics in Riga. In addition to the extensive experience gained in the financial sector while a financial director and board member in various companies, Mr Blumbergs is also a sworn auditor and member of the Latvian Association of Certified Auditors.

From November 2005 until October 2020 Mr Blumbergs was a member of the management board of SIA "ORLEN Latvija" and was a member of the supervisory board of Orlen Eesti OÜ. From January 2018 until April 2021, he was a member of the management board of the association "LATVIJAS DEGVIELAS TIRGOTĀJU ASOCIĀCIJA". Mr Blumbergs has been an independent member of the Supervisory Board of the Company since April 2021.

As at the date of this Prospectus these positions of Mr Blumbergs outside the Issuer are not significant with respect to the Issuer.



Ilgvars Zuzulis (Supervisory Board member)

Ilgvars Zuzulis has been part of the management of the Company since its establishment. From 1995 until 2001, he was a commercial director of the Company and thereafter a Management Board member until April 2021. With extensive experience in the retail industry, as part of the Company's management Mr Zuzulis created and developed the retail segment of the Company, including the fuel station store strategy as well as the concept of freshly roasted coffee. Mr Zuzulis currently holds the position of a member of the Supervisory Board and is a shareholder of SIA "VIRŠI H2" with ownership of 16.1% and a shareholder of the related company OOO Veresk with ownership of 14.5%.

Mr Zuzulis is a shareholder of the Company (for further information see Section 5.3.1. of this Prospectus). As at the date of this Prospectus these positions and activities of Mr Zuzulis outside the Issuer are not significant with respect to the Issuer.



7.1.3. Key Executives

Other key executives as at the date of Prospectus:

First name, last name	Position / Function	Date of appointment	Term expiry date
Klāvs Poriķis	Head of Sales Department	21.09.2020.	Appointed for an unspecified period of time
Jānis Bethers	Head of Business Development	18.01.2021.	Appointed for an unspecified period of time
Dace Ščadro	Head of Legal Department	14.10.2019.	Appointed for an unspecified period of time
Mārtiņš Eihmanis	Head of Marketing Department	01.12.2017.	Appointed for an unspecified period of time

Expertise and experience of Key Executives

Klāvs Poriķis (Head of Sales Department)

Klāvs Poriķis has been the Company's head of sales since September 2020. He holds a bachelor's degree in finance and accounting and a master of business administration degree from BA School of Business and Finance. In 2015 he graduated from SBS Swiss Business School with a master's degree in business administration. Before joining the Company, Mr Poriķis was head of sales of SIA "Enefit" for eight years and from May 2017 until October 2020 was also a member of the management board of SIA "Enefit". Before that, he held various positions within SIA "Lattelecom". His main areas of responsibility are development and sale of Company products and services to corporate clients and SMEs.

Mr Poriķis is a shareholder of SIA "PMG BALTIC". The liquidation proceedings of SIA "PMG BALTIC" have been initiated and economic activity of SIA "PMG BALTIC" has been suspended since 4 December 2020. The respective liquidation proceedings are not significant with respect to the Issuer or the Group.

As at the date of this Prospectus these activities of Mr Poriķis outside the Issuer are not significant with respect to the Issuer.



Jānis Bethers (Head of Business Development)

Jānis Bethers joined the Company in January 2021 and is head of business development. He has a bachelor's degree in economics and business management and an executive master of business administration from Stockholm School of Economics in Riga. He has also studied in the executive education programme of corporate governance at the Baltic Institute of Corporate Governance and in the executive education programme of developing strategy for value creation at the London Business School.

Between May 2009 and November 2019 Mr Bethers was managing director of SIA Enefit (Enefit Latvia) and also chair of the management board of SIA Enefit (Enefit Latvia) between April 2012 until December 2019. From July 2014 until December 2018 he was a managing director of UAB Enefit (Enefit Lithuania) and in December 2014 also became a chair of its management board, and from September 2016 until December 2018 he was a member of the management board of Enefit Sp.z o.o. (Enefit Poland). Afterwards he was a head of business development at AS "Latvijas Gāze".

In addition to his position in the Company, Mr Bethers is a member of the management board and shareholder of SIA "BKB Invest" with ownership of 33% and a member of the management board and shareholder of SIA "BH Konsultācijas" with ownership of 100%. He is also a member of the executive body of the association "Latvijas Jaunatnes bridža klubs".



As at the date of this Prospectus these positions and activities of Mr Bethers outside the Issuer are not significant with respect to the Issuer.

Dace Ščadro (Head of Legal Department)

Dace Ščadro is head of the legal department of the Company with fifteen years of experience working as a legal counsel. Before joining the Company, she was head of the legal department of AS "Rīgas piena kombināts" (Food Union group) for more than 6 years. Before that she held a lawyer's position at AS "Valmieras piens" and a senior lawyer's position at SIA "Deloitte Latvia". Ms Ščadro has 3 higher education qualifications: a lawyer's qualification from the University of Latvia; a master of business administration from Riga Stradins University; and a master of law from Riga Graduate School of Law. Her main duties include legal and compliance support, as well as anticipating and preventing legal risks in the Company's operations. As at the date of this Prospectus Ms Ščadro does not hold any positions or perform any activities outside the Issuer that are significant with respect to the Issuer.



Mārtiņš Eihmanis (Head of the Marketing Department)

Mārtiņš Eihmanis holds a bachelor's degree in theology from the University of Latvia. Before becoming the Company's head of marketing, he was a brand manager of AS "4finance". Before that he was head of marketing at AS "Trasta Komercbanka" and marketing project manager at AS "Citadele banka". Mr Eihmanis's main areas of responsibility are developing and creating the Company's image, support for sales-related units in achieving sales targets by developing and implementing relevant marketing communications and PR strategies.

As at the date of this Prospectus Mr Eihmanis does not hold any positions or perform any activities outside the Issuer that are significant with respect to the Issuer.



7.1.4. Declarations and conflicts of interests

To the best knowledge of the Management Board, none of the members of the Supervisory Board, the Management Board or any of the Key Executives of the Issuer have been convicted of any fraudulent offence, or have been associated with any bankruptcies, receiverships, liquidations, or companies put into administration where any Management Board member, Supervisory Board Member or any of the Key Executives has been a member of the supervisory, management or administrative body, partner with unlimited liability, founder or senior manager at any time throughout the previous five years, except for the initiated liquidation proceedings of SIA "PMG BALTIC", where Mr Klāvs Poriķis (Head of Sales Department of the Company) is a shareholder. The respective liquidation proceedings have been commenced and economic activity of SIA "PMG BALTIC" has been suspended since 4 December 2020, however in the opinion of the Management Board such proceedings are not significant with respect to the Issuer or the Group as at the date of this Prospectus. The Management Board is not aware of any official public incrimination and/or sanctions by statutory or regulatory authorities

(including designated professional bodies) to which any Supervisory Board member, Management Board member or Key Executive of the Company has been subject, or has ever been disqualified by a court from acting as a member of the administrative, Management or Supervisory Body of the Company or from acting in the management or conduct of the affairs of any entity for the previous five years. The Management Board is not aware of any actual or potential conflict of interests between the duties of any members of the Management Board or the Supervisory Board, or any Key Executives in relation to the Issuer, and their private interests or other duties as at the date of this Prospectus.

There is no family relationship between any of the members of the Management Board or the Supervisory Board, or any Key Executives, except for Supervisory Board member Silva Skudra who is daughter of the Issuer's shareholder Ruta Plūme. The respective family relationship is not significant with regard to the Issuer.

7.2. Remuneration and benefits

7.2.1. Amount of remuneration paid

In 2020 the Company paid remuneration to its Management Board members in the total amount of EUR 383,395 (gross). The remunerated Supervisory Board of the Company was formed in April 2021, so that no remuneration to the Supervisory Board was paid in 2020. In turn, the Company paid remuneration to its Key Executives in the total amount of EUR 297,534 (gross) in 2020.

All Management Board members have also entered into employment agreements with the Company. Upon termination, the Management Board member is entitled to benefits in accordance with the applicable laws. The agreement entered into with the Management Board member does not provide for any additional compensation upon termination.

The Chair of the Management Board has also entered into an employment agreement with the Company. Upon termination, the Chair of the Management Board is entitled to benefits in accordance with the applicable laws. The agreement entered into with the Chair

of the Management Board does not provide for any additional compensation upon termination.

The Company has concluded authorisation agreements with its Supervisory Board members. The agreements entitle Supervisory Board members to additional benefits for performing their duties, including paid business trips and expenses for participating in seminars and conferences related to the duties of the member, payment of transport or fuel costs, computer equipment, mobile phones and related expenses. These additional benefits may be granted to a Supervisory Board member taking into account the Company budget. The nature, regularity and scope of the duties of a Supervisory Board member are assessed individually when deciding on benefits. The authorisation agreements expire upon termination of a Supervisory Board member's term of office and provide no further benefits upon termination.

The table below summarises the salaries and other remuneration calculated for the Management Board members and Key Executives in 2020.

Description	Salary (EUR)	Other payments (EUR)	Total (EUR)
Average annual remuneration of Management Board members	76,679	0	76,679
Total amount of annual remuneration of all Management Board members	383,395	0	383,395
Key Executives			
Average annual remuneration of Key Executive	72,129	0	72,129
Total amount of annual remuneration of all Key Executives	297,534	0	297,534

Remuneration policy

On 28 July 2021 the Company adopted a remuneration policy for the Company's Management Board and Supervisory Board, regulating fundamental remuneration principles, types, and disbursement criteria. Under this policy, the main provisions on remuneration are as follows:

- The General Meeting of Shareholders sets the amount of remuneration for Supervisory Board members, while the Supervisory Board sets the amount of remuneration for Management Board members.
- Remuneration of members of the Management Board and Supervisory Board is set on the basis of the fairness principle and awarded for factual and qualitative fulfilment of duties, given the operational results of the Company and performance of the individual concerned.
- Remuneration of Management Board members consists of fixed remuneration, variable remuneration and additional benefits, while remuneration of the Supervisory Board members consists of fixed remuneration only.
- Fixed remuneration is a regular (fixed) part of remuneration for work on the Company's Management Board or Supervisory Board, set according to the individual position held and duties, professional experience, education, level of responsibility and other essential factors.
- Variable remuneration is based on annual bonuses which are granted additionally to fixed remuneration for the financial year. Remuneration is based on several components, including: indicators characterising the actual results of the Company, personal contribution of the Management Board member to the

Company's activity; and the short-term and long-term objectives of the Company.

- Additional benefits are benefits that the Company may provide to members of the Management Board in addition to fixed and variable remuneration, including health insurance, professional civil liability insurance, paid participation in seminars and other qualification development activities to the extent necessary for achieving Company objectives.

7.2.2. Total amounts for benefits

The Company or its Subsidiaries have not set aside or accrued any amounts to provide pension, retirement or similar benefits for any member of the Supervisory Board or Management Board, or Key Executives. Furthermore, no loans have been granted by the Group to members of the Supervisory Board or the Management Board, or the Key Executives of the Company.

7.2.3. Term in office, service contracts, committees

The date of expiry of the current term of the office as well as the period during which a particular person has served in that office, if applicable, appears under Section 7.1. of this Prospectus concerning the Management Board and the Supervisory Board, and Key Executives of the Company.

Under the Latvian Labour Law, those who are employed in any Group entity under an employment agreement are entitled to severance payments upon termination of their employment (except for certain termination grounds, such as voluntarily, or employee fault).

Apart from these statutory payments, employment agreements between members of the Management Board and/or Key Executives and the respective Group entity do not provide for other severance payments or benefits upon termination.

As at the date of this Prospectus, the Issuer does not have a separate audit committee or remuneration committee.

7.2.4. Good corporate governance practices

In the opinion of the Management Board, the Company complies with the applicable corporate governance regime in Latvia. As at the date of this Prospectus, in the view of the Management Board there are no potential material impacts on the corporate governance of the Company.

Corporate governance policy

On 28 July 2021 the Company's General Meeting of Shareholders approved the corporate governance policy of the Company with the aim of ensuring compliance with principles of good corporate governance. The policy was developed taking into consideration regulatory enactments, recommendations of the Organisation for Economic Co-Operation and Development, as well as the Latvian Corporate Governance Code established in 2020.

The policy contributes to the Company's sustainability goals and those of the Group, modern and efficient management, and rational and economically sound use of resources.

Within the corporate governance policy, the Company has defined its mission, vision, and values, including action supported by the Company that is expected from employees and members of its administrative bodies. Additionally, the policy sets sustainable development strategy planning on a long-term and annual basis, taking into account the objectives of the Company.

Corporate governance policy, as well as other policies, by-laws and internal acts of the Company set fundamental principles for the functioning of the Company. These include, e.g., principles of prevention of bribery, corruption and conflict of interest; risk management; assessment of credit risks of counterparties and transactions; prevention of money laundering and terrorism financing; management of sanctions risks; transparency; information and communication' protection of personal data.

Environmental, Social and Governance (ESG) Report

In 2021 the Company has prepared its first non-financial report on the implementation of environmental, social responsibility and corporate governance (ESG) principles. This document has been prepared in line with Nasdaq's ESG reporting guide 2.0, published on May 2019.

The results and achievements of the Company should be viewed in the light of sustainability when it comes to environmental, social and corporate governance aspects. The report reflects Company's practices, values and goals in these areas and is aimed to improve Company's transparency. The report also covers Company's development strategy and views on the future of transport sector in general.

The key principles of the Company's ESG report are reflected below.

Environment

The Company has identified the key factors of its activities – transport, operating of the fuelling stations and use of electricity, having an impact on the environment. These are also the main areas of focus when it comes to reducing the environmental impact of the

Company. The Company is also aware of the importance of reducing waste generation.

The Company has taken steps to reduce the effects on environment caused by transport pollution and emission of greenhouse gases.

The Company is actively developing and expanding the range and availability of cleaner energy sources since 2019. The Issuer has also taken measures to improve its energy efficiency and reduce the amounts of waste it generates.

The Company was the first and, as at the date of the Prospectus, is the only fuel operator in the Latvian market providing a CNG filling station and was the first to introduce windscreen fluid refill service to its customers. The Company is currently working on development of charging stations for electric cars and various other energy efficiency improvements, including more environment-friendly alternative fuelling sources.

Social

The Company values safe and fair working conditions for its employees and actively strengthens the internal culture to increase employee loyalty and understanding of the Company's common goals and values. The Company acknowledges that its dynamic growth and business results rely on professional, responsible and diligent work of the Company's employees.

The Company is taking action to improve the working conditions of its employees by investing significant resources in employee training, development, promotion and consolidation of team work, constantly upgrading the employee motivational system, issuing the Company's employee privilege cards, providing adequate health insurance, introducing mentor training programs and regularly conducting satisfaction surveys of all employees of the Company.

Governance

A balanced, efficient and transparent corporate governance system in the Company helps to ensure its overall compliance and provides long-term benefits for its shareholders, employees and society.

To achieve this goal, the Company has introduced the organisational structure consisting of the Supervisory Board and the Management Board. The Supervisory Board is the supervisory body of the Company, which overlooks the work of the Management Board and represents the interests of shareholders, while the Management Board is the executive body that manages the day-to-day matters of the Company.

Furthermore, the Company has developed code of ethics for its employees with an aim to mitigate the risks of bribery and corruption and has developed a policy for personal data processing to ensure compliance with regulatory enactments on the protection of personal data.

8. Employees

8.1. Employees of the Company and Training tool

As at the end of 2020 the Issuer employed over 500 personnel. The Issuer's concept of management of human resources is based on integrity, teamwork and individual excellence. With the aim of ensuring unified standards, the Company has also developed a dedicated guidebook for its franchise partners, thereby setting principles of human resources management, employee development and training, as well as work ethics and safety standards in the working environment. In turn, work discipline benchmarks, efficiency guidelines and practices in respect of favourable working conditions are set in the Issuer's internal ethics code and work procedure regulations.

In 2018 the Issuer developed a training tool with the aim of creating a common understanding of internal working standards, processes and goods and services provided to customers. The tool sets guidelines for maintaining appropriate service levels towards clients, details instructions for addressing insufficiencies and problem-solving, as well as laying down unified benchmarks for the Issuer's personnel. In order to continue training new and existing employees during the COVID-19 pandemic, in 2021 the training was transferred to digital format and gives every employee the opportunity to acquire the main skills necessary for work anywhere in Latvia.



One of the benefits of the school tool is development of a mentor training programme for salespeople and fuel station managers. The mentor training programme provides support for employees during integration, strengthening formation of a unifying and

supportive working environment. Successful employee integration has a significant impact on employees' level of involvement and productivity. In addition, ensuring a mentoring movement within the organisation promotes development of employees and professional growth.

The mentor training programme begins with selection of mentors who are trained and educated in all aspects of mentoring. Then follows development of a handbook containing information on a common structure for practical training and a compilation of different techniques for working with new employees. Company employees and managers then go through a series of practical training courses, participate in various activities and facilitate a fluent integration process in their working environment.

The Company is constantly looking for ways to improve the mentor training programme by introducing support groups and mentor training levels, regularly organising new mentor training, maintaining the total number of mentors in the organisation and implementing many other measures to improve long-term mentoring programme development.

As to personnel policies, the Issuer ensures provision of health & safety insurance for all as well as accident insurance for tanker drivers. The Issuer's bonus policy is divided into three levels, namely an annual bonus scheme for all employees, quarterly bonus applications depending on quarterly sales, and monthly bonus arrangements for sales employees engaged at fuel stations. Some management level employees are also offered car and fuel benefits. The Company monitors average wage indexes in the country and has received gold status in the in-depth cooperation programme from the State Revenue Service of Latvia, which benchmarks average monthly earnings of a taxpayer's employees for the period prior to submission of the application at greater than 100% of the average employees' earnings in the relevant economic sector in the country for that period. As of the date of this Prospectus all personnel are employed in the Republic of Latvia.

8.2. Number of employees per historical years and business activity

Business activity	Number of employees at the end of June 2021	Number of employees at the end of 2020	Number of employees at the end of 2019	Number of employees at the end of 2018
Fuel stations	510	476	430	374
Administrative and management	89	84	106	108

8.3. Shareholdings and stock options

The Issuer has not entered into any collective bargaining agreements, nor it has any employee shares or share incentive schemes at the

date of this Prospectus, except for share options as described under Section 8.4. below.

8.4. Involvement of employees in the capital

On 23 September 2021 the Extraordinary Meeting of Shareholders of the Company approved the issuance of the employee share incentive scheme (share options) and related conditional increase of the share capital of the Company. For the purposes of the share options,

the conditional share capital has been increased by EUR 33,356 (comprising 66,712 shares).

According to the terms of the employee share options and related conditional increase of the share capital the Management Board

members and employees of the Company may be granted share options, which entitle the holders to acquire the Shares of the Company after 12 month vesting period (holding time) as of decision on granting the share options.

The employee share incentive scheme (share options) has been introduced with an aim to motivate and reward the employees and Management Board members of the Company in addition to other benefits, as well as increase the overall productivity and interest in achievement of common goals.



9. Major Shareholders, Share Capital

As at the date of this Prospectus, Shareholders holding over 5% of the Shares in the Company are the following:

Name, last name	Number of shares	Proportion
Jānis Riekstiņš	3,178,840	23.8%
Jānis Rušmanis	3,151,960	23.6%
Ruta Plūme	3,151,960	23.6%
Ilgvars Zuzulis	1,936,480	14.5%
Andris Priedītis	1,936,480	14.5%
TOTAL	13,355,720	100.0%

9.1. Rights attached to the Offer Shares

9.1.1. Pre-emption rights

In the case of the increase of share capital the Shareholders have priority right to purchase the newly issued shares in proportion to the total of the nominal value of the Shares already owned by them. If any of the Shareholders do not exercise their pre-emption right within the specified time period, the newly issued Shares must be offered for subscription according to the procedures specified in the terms for increasing equity capital, to those Shareholders who have already exercised their pre-emption right.

9.1.2. Right to share in the Company's profits

Dividend rights are the only envisaged form of Shareholders' rights to share in the Company's profits. Please refer to Section 10 "Dividend Policy" to read on the dividend rights.

9.1.3. Rights to share in any surplus in the event of liquidation

In case of liquidation of the Company, each Shareholder is entitled to receive a liquidation quota from the surplus of the Company's assets remaining after satisfaction of the creditors' claims in proportion to their existing shareholding in the instances and in accordance with procedures established by the rules of statutory law.

9.1.4. Redemption provisions

Because the Shares are fully paid up, no redemption provisions are intended or apply.

9.1.5. Conversion provisions

Neither Latvian law nor the Articles of Association provide for a specific procedure for conversion of Shares from one category to another. Conversion of Shares is not prohibited and can be performed by amending the Articles of Association and making corresponding adjustments to the Shareholders' register.

9.1.6. Voting rights

Shareholders have the right to participate and vote at General Meetings. A Shareholder is eligible to participate and vote at a General Meeting if such Shareholder owns Shares at the record date, which, in accordance with the Financial Instruments Market Law, is five full days prior to the relevant General Meeting.

Each paid-up Share, including the Offer Shares, confers upon its holder rights to participate and vote at the General Meeting of Shareholders in accordance with the Articles of Association, Financial Instruments Market Law and the Commercial Law. Each share allows one vote at the General Meeting of Shareholders.

The General Meeting of Shareholders must be held once a year pursuant to the procedure and at a time set forth by the law and the Articles of Association. The annual General Meeting of Shareholders adopts resolutions on the annual report, on the reports of the Management Board and the Supervisory Board and on the use of the profit from the previous accounting year, as well as on other matters included in the agenda of the annual General Meeting of Shareholders.

As at the date of this Prospectus, the Issuer is not aware of anyone other than a member of the Management Board or the Supervisory Board, or the Key Executives who, directly or indirectly, has an interest in the Issuer's capital or voting rights which is notifiable under Latvian Law.

The Articles of Association do not provide for any specific conditions regarding restriction of Shareholders' voting rights. A Shareholder is not eligible to cast a vote under statutory provisions in the following cases:

- if they are a member of the Supervisory Board or the Management Board, a liquidator, an auditor, or a company controller – on the decision to recall that Shareholder in question from this position, on a no confidence motion or a decision to bring an action against that Shareholder in question;
- on a decision regarding rights which the Company may use against that Shareholder;
- on a decision to release that Shareholder from obligations or liability towards the Company;
- on the decision to conclude a transaction with that Shareholder in question or a related party;
- in other cases, as specified by law.

Shareholders may participate in the General Meeting of Shareholders in person, through a legal representative or through an appointed representative by issuing a written proxy. In addition, Articles of Association set out the right for the Shareholders to participate in

the General Meeting of Shareholders by using electronic means. Requirements for the identification of Shareholders and the procedure by which Shareholders may exercise the latter right are determined by the Management Board. The General Meeting of Shareholders may be convened outside the administrative territory where the registered office of the Company is located, provided that the place of convening the meeting of shareholders is in Latvia.

9.1.7. Transferability and Takeovers

The Shares are freely transferrable.

Minority Shareholders have sell-out rights under the Group of Companies Law. If a legal entity has directly or indirectly acquired 90% of the Shares, thereby becoming a dominant undertaking as defined by the Group of Companies Law, each minority Shareholder may request that the Shares owned by him or her be redeemed by the dominant undertaking. The minority Shareholder wishing to sell

shall notify the Company, which, in turn, will forward the repurchase request to the dominant undertaking. The dominant undertaking has an obligation to make a share repurchase offer to the minority Shareholder no later than one month after receipt of the repurchase request. The dominant undertaking shall inform the minority Shareholder of the terms under which it has previously repurchased Shares within the last year (if any). If the minority Shareholder rejects the terms of the offer, the repurchase price shall be determined by the court. The minority Shareholder has the right to bring a respective claim within one month from the day of receipt of the offer.

As the Company has resolved to apply for listing on Nasdaq Riga First North rather than a regulated market, the Shares will not be subject to squeeze-out rights and obligations or the takeover regime set out in the Financial Instruments Market Law, which implements Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids.

The Shares have not been subject to any public takeover bid during the current or last financial year.

9.2. Control

To the extent known to the Issuer, none of the major shareholders controls the Issuer directly or indirectly.

9.3. Arrangements

The Company is not aware of any arrangements the operation of which may later result in a change in control of the Company. Additionally, the Company is not aware of any common control agreements between its shareholders. As of the date of this

Prospectus, the Company is not aware of any existing agreements between the shareholders of the Company on the exercise of voting rights.

9.4. Share capital

Type of shares	Number of shares	Nominal value of one share (EUR)	Total nominal value (EUR)	Percentage in share capital
Dematerialised shares	13,355,720	0.50	6,677,860.00	100%

According to the decision of the General Meeting of Shareholders held on 30 September 2021, the share capital of the Issuer will be increased after the Offering and new Shares will be issued in the amount equal to the Offer Shares for Prospective Investors, i.e., up to 1 509 121 shares.

All Shares, including Offer Shares, are dematerialised bearer shares denominated in euro with the nominal value of EUR 0.50 each. All existing 13,355,720 Shares have been fully paid up.

The Offer Shares are registered in book-entry form with Nasdaq CSD SE (*Societas Europaea*), the regional Baltic central securities depository (CSD), register code 40003242879, registered address Valņu iela 1, Riga, LV-1050, ("Nasdaq CSD") under ISIN number LV0000101848.

The Offer Shares have been issued under and are governed by the laws of Latvia.

The Issuer has not issued any shares that do not represent participation in share capital. No shares in the Issuer are held by or

on behalf of the Issuer or by Subsidiaries of the Issuer. The Issuer has not issued any convertible shares or bonds, exchangeable shares or shares with warrants. The Issuer has not issued any acquisition rights or obligations over authorised but unissued capital or an undertaking to increase the capital.

Furthermore, there are no provisions in the Articles of Association or other documentation that would have the effect of delaying, deferring or preventing a change in control of the Issuer, also governing the ownership threshold above which shareholder ownership must be disclosed.

Moreover, no conditions are imposed by the Articles of Association governing changes in capital, where such conditions are more stringent than required by law.

During the period covered by the Financial Statements, the share capital of the Company has changed as follows:

Date of registration	Share capital before change	Change	Share capital after change	Reason for change
24 September 2020	EUR 910,560.00 consisting of 6,504 registered shares with voting rights and nominal value of EUR 140 each	Share capital increased by EUR 5,767,300.00 by 41,195 new shares	EUR 6,677,860.00 consisting of 47,699 registered voting rights and nominal value of EUR 140 each	Consolidation of group structure, investment of shares of sabiedrība ar ierobežotu atbildību AKA and Subsidiary SIA "Viršu nekustamie īpašumi" in the share capital of the Company

The share capital increase as provided in the table above was performed by all Shareholders of the Company by making an investment in kind, namely, investing shares of Subsidiary SIA "VIRŠI loģistika" (name at the time of investment - sabiedrība ar ierobežotu

atbildību AKA) and Subsidiary SIA "Viršu nekustamie īpašumi" owned by the Shareholders in the share capital of the Company. On 23 September 2021 the Extraordinary Meeting of Shareholders of the Company approved changes to the nominal value of shares of the Company setting to EUR 0.50 per share.

9.5. Articles of Association

9.5.1. Type of activity

In line with section 2 of the Articles of Association, the main activities of the Company according to the Statistical Classification of Economic Activities (NACE Rev. 2) are:

- Retail sale of automotive fuel in specialised stores (NACE 47.30)
- Fuel, solid, liquid and gaseous fuel and related product wholesale (NACE 46.71).

9.5.2. Rights of shareholders

In line with section 3 of the Articles of Association, all Shares of the Company provide equal rights to receive dividends, receipt of liquidation quota and voting rights during the meeting of shareholders. The Articles of Association allow shareholders to freely dispose of shares in accordance with the procedure set out in the Articles of Association.

9.5.3. General Meeting of Shareholders

The Governing bodies of the Company are the General Meeting of Shareholders, the Supervisory Board, and the Management Board. The General Meeting of Shareholders can take decisions if shareholders together representing more than at least 50% of the share capital eligible to vote, participate therein. If the General Meeting of Shareholders is not entitled to vote due to the absence of the set quorum, a reconvened General Meeting of Shareholders with the same agenda can vote regardless of the number of votes represented at the meeting.

A decision of the General Meeting of Shareholders is adopted by a majority of votes of the Shareholders with voting rights present. Under the Articles of Association, adoption of a resolution of the General Meeting of Shareholders requires at least 75% of the votes of the shareholders entitled to vote and present at the General Meeting of Shareholders cast in favour in respect of the following issues:

- amending the Articles of Association;
- terminating or continuing, suspending or renewing the operation of the Company, liquidating or reorganising the Company;
- increasing or reducing the share capital.

The General Meeting of Shareholders may be convened outside the administrative area where the registered office of the Company is located, but the place of convening the meeting of shareholders must be located within Latvia.

Shareholders can participate or vote at the General Meeting of Shareholders via electronic means. In this case, the Management Board sets the requirements for identifying shareholders and the procedure by which shareholders may exercise that right.

9.5.4. Supervisory Board

In line with the Articles of Association, the Supervisory Board of the Company consists of 6 (six) members elected by the General Meeting of Shareholders. The members of the Supervisory Board elect a chair and one deputy chair of the Supervisory Board from among

themselves. The Supervisory Board is the supervisory institution of the Company that represents the interests of the shareholders between meetings and supervises the activities of the Management Board within the limits laid down by the law and by the Articles of Association.

The Supervisory Board can adopt decisions if more than one-half of the members of the Supervisory Board are present at a meeting. The Supervisory Board adopts its decisions by a simple majority vote of the members present. In the event of a tied vote, the vote of the chair of the Supervisory Board is decisive. Member of the Supervisory Board who is absent from the meeting of the Supervisory Board may cast his or her vote in writing by delegating it to another member of the Supervisory Board, as well as via telephone or in any other manner if (a) the means of communication applied allows the members of the Supervisory Board to concurrently participate in reviewing the issue and adopting a decision, and (b) if such activities are correspondingly recorded in writing.

9.5.5. Management Board

In line with the Articles of Association, the Management Board of the Company consists of 3 (three) members of the Board: the chair and two members of the Management Board. The Supervisory Board elects the members of the Management Board, and from among themselves the chair of the Management Board. The members of the Management Board are entitled to represent the Company individually.

Under the Articles of Association, the Management Board must obtain the consent of the Supervisory Board on the following issues:

- acquisition, disposal or encumbrance of capital shares, stocks, companies;
- acquisition and disposal of immovable property for an amount exceeding EUR 300,000;
- conclusion of transactions where the amount of Company expenses exceeds EUR 300,000;
- issue and receipt of loans if the amount exceeds EUR 100,000;
- concluding, amending or terminating a transaction between the Company and a Shareholder, the chair of the Management Board, a member of the Management Board, a member of the Supervisory Board or related person, which is not concluded within the framework of the commercial activity usually to be performed by the Company or fails to comply with market conditions;
- commencement of new types of activity, expansion, termination or cessation of existing types of activity, as a result of which the main types of commercial activity of the Company are significantly affected or changed;
- provision of a guarantee or warranty in relation to performance of obligations of third parties, except for guarantees or warranties to affiliated companies;
- approval of the Company budget;
- conclusion of franchise agreements with new partners;
- appointment of management board members of affiliated companies;
- approval of credit limits for customers and cooperation partners where the amount is equal to or exceeds EUR 200,000.

If a transaction includes several similar transactions within one calendar year, the transaction amount is calculated as the total value of all transactions. If a transaction involves regular payments, the transaction amount is calculated as the total amount of payments in the calendar year.

The Articles of Association also lay down that when adopting decisions as a shareholder of affiliated companies, the Management

Board must comply with the above provisions (issues requiring consent of the Supervisory Board). In this case the term “the Company” applies to the Company’s affiliated company.

The Articles of Association currently in force can be found on the Company’s website: <https://www.virsi.lv/en/about-us/documents>.

9.6. Shareholders’ benefit programme

The Issuer is planning to introduce a benefit programme for the Company’s Shareholders. When purchasing goods at Issuer’s fuel stations, the Shareholders will receive EUR 0.07 discount for fuel, 30% discount for food, coffee, car maintenance goods, refillable windscreen fluid and car wash. Every six months the Shareholders will receive special Company newsletters, seasonal news and free-of-charge product vouchers. The Shareholders’ benefit programme will be subject to minimal amount of Shares held by the Shareholder.

More detailed information concerning Shareholders’ benefit programme of the Company will be available at: <https://www.virsi.lv/for-investors> upon its introduction.



10. Dividend Policy

Each Shareholder has the right to a share in the profit of the Company distributed in the form of dividend payments. Annual dividends can be paid out once per year in accordance with the payment schedule after the General Meeting in which financial report for the previous financial year has been approved. Interim or extraordinary dividends are not provided for in the Company's Articles of Association. Under Latvian law interim dividends may be paid only if provided for in the Articles of Association. The list of Shareholders who are entitled to receive dividends shall be determined on the basis of the list of Shareholders as maintained by the Nasdaq CSD SE, which is compiled as at a specific date as determined by the General Meeting. The dividend policy of the Company was adopted by the General Meeting of Shareholders on 28 July 2021. The dividend policy will enter into force after Admission of Shares to Trading, which is subject to approval by Nasdaq Riga. The dividend policy is available at the Company's website.³⁸

Under the dividend policy, up to 20% of the Group's net profit earned in the previous financial year is expected to be paid to the Company's shareholders in the form of dividends. However, this amount may be subject to the Company's statutory or contractual obligations. Dividends are paid to the Shareholders in proportion to the total of the nominal value of the shares owned by them. Dividends can only be calculated and paid out for fully paid-up shares. Dividends are paid in cash. The dividend amount is determined on the basis of the net profit (if any) of the Company for the respective financial year, as per the annual report. Dividends are calculated in line with the following main principles:

- striking a balance between the short-term and long-term interests of shareholders (profit vs. Company development);
 - cultivating an increase in the Company's market capitalisation;
 - ensuring transparency in profit distribution.
- The Management Board's proposal for payment of dividends is based on the following circumstances and considerations:
- the financial situation of the Company;
 - the Company's legal obligations and responsibilities (including, but not limited to, those set forth in agreements with credit institutions for financing the Company);

- the balance of the capital structure;
- the Company's strategic goals.

The amount of net profit designated for payment of dividends (up to 20%) may be adjusted based on the above circumstances and considerations if the Management Board motivates (justifies) each relevant proposal.

All dividend payments are of non-cumulative in nature. If the dividends are not distributed due to the above circumstances and considerations, the Company is under no obligation to distribute and the Shareholders cannot claim such dividend in the future.

Net profit remaining after payment of dividends is retained by the Company for further investments and business development. The General Meeting of Shareholders adopts a resolution on distribution of dividends following receipt of the Management Board's proposal on distribution of dividends and the report of the Supervisory Board. The General Meeting of Shareholders also decides on the date of payment of dividends, which must be in the same financial year as the decision on payment of dividends. Dividends can only be calculated and paid out from funds available to the Company. Dividends are paid in cash by bank transfer to Shareholders' accounts on the day of payment. Dividends may not be declared or paid if the amount of equity of the Company is less than its share capital according to the financial statements for the financial year for which the dividends are declared. The Company issues notification of payment of dividends via the stock exchange information system. If a Shareholder fails to take out dividends within 10 years' time, these become the property of the Company unless the statute of limitations is deemed to be discontinued or suspended pursuant to law. If the dividends have not been taken out in time due to the fault of the Shareholder, no interest is paid on the dividends. The same procedures and rights with respect to dividend payments are applied both to residents and non-residents of Latvia with the exception of taxation requirements. Dividends paid by the Company are taxable in accordance with the statutory requirements of Latvia and may also be taxed in the Shareholder's tax residence country. Key principles of the relevant tax regimes of the Baltic States have been laid out in Section 18 "Tax" of the Prospectus.

10.1. Historical dividend distribution

The group has not declared dividend payments on the net profit of the Company from the financial years ending 31 December 2018, 2019 and 2020.

In 2018, the extraordinary Meeting of Shareholders of the Company has made a decision to distribute net profit accumulated from previous financial year in the total amount of EUR 2,000,000, comprising the following:

- the remaining part of the net profit for the year 2012 in the amount of EUR 779,264;
- net profit for the year 2013 in the amount of EUR 808,612;
- net profit for the year 2014 in the amount of EUR 412,124.

In 2019, the extraordinary Meeting of Shareholders has made a decision to distribute net profit accumulated from previous financial year in the total amount of EUR 6,255,616, comprising the following:

- the remaining part of the net profit for the year 2014 in the amount of EUR 392,551;
- net profit for the year 2015 in the amount of EUR 1,246,511;
- net profit for the year 2016 in the amount of EUR 1,066,382;
- net profit for the year 2017 in the amount of EUR 3,550,172.

The breakdown of dividends distributed in 2018, 2019 and 2020 is presented in the table below:

Position	2018	2019	2020
The total amount of dividends distributed, EUR	2,000,000	6,255,616	-
Number of shares	6,504	6,504	47,699
Dividends per share, EUR	307.05	961.81	-
Dividends per share distributed on comparable basis (as if the amount of share capital on year-to-year basis was 47,699 shares), EUR	41.93	131.15	-

³⁸ <https://www.virsi.lv/en/about-us/documents>

11. Related Party Transactions

11.1. Introductory remarks

The Company and the Group entities have entered into several intragroup agreements, which include shareholder loans and various other agreements as described in more details below. The Company has developed transfer pricing documentation and in the opinion

of the Management Board, intragroup transactions are made on an arm's length basis.

In the opinion of the Management Board, it is unlikely that any intragroup agreements have a significant effect on the assessment of the Issuer's business, financial position or profits and losses.

11.2. Intra-Group Transactions

The table below outlines the Company's loans issued to its Subsidiaries and the remaining amount of liabilities per each period.

Company loans	2018	2019	2020	First half of 2021
SIA Viršu nekustamie īpašumi	EUR 701,000	EUR 793,425	EUR 2,529,225	EUR 4,195,661
SIA Gulf Petrol Re (assigned)	-	-	-	EUR 290,800
SIA VIRŠI Renergy	-	-	EUR 3,000	EUR 5,000

Loan to Subsidiary SIA "Viršu nekustamie īpašumi" is related to the financing of fuel station construction and purchase of real estate. The purpose of the loan to Subsidiary SIA "VIRŠI Renergy" was to ensure the economic activity of the entity. Intercompany loans are interest bearing and the interest rates set are regulated by Groups transfer pricing policy.

The Company has entered into several lease agreements with Subsidiary SIA "Viršu nekustamie īpašumi", Subsidiary SIA "Virši loģistika" (previously SIA "AKA"), SIA "Renergy Latvia" (merged to Subsidiary SIA "Viršu nekustamie īpašumi" on February 2021) and associated party SIA "Gulf Petrol Re". The lease objects are real estate for the operation of fuel stations and office premises in Aizkraukle up to 2021 (prior to reorganisation of logistics business unit).

Real estate rentals	2018	2019	2020	First half of 2021
SIA Viršu nekustamie īpašumi	EUR 874,420	EUR 886,644	EUR 1,226,880	EUR 725,811
SIA Renergy Latvia (merged to SIA Viršu nekustamie īpašumi on February 2021)	-	EUR 95,805	EUR 125,670	EUR 20,960
SIA Gulf Petrol Re (assigned)	EUR 112,800	EUR 112,800	EUR 112,800	EUR 56,400
SIA Virši loģistika (previously SIA AKA)	EUR 33,582	EUR 33,582	EUR 33,582	-

From January 1 2021, The Company has invested logistics business unit in Subsidiary SIA "Virši loģistika". Since the investment, a cooperation agreement with the Subsidiary is signed according to which the Company receives fuel logistics services. The amount of transactions between the parties in the first half of 2021 was EUR 779,907. The logistics service provided is priced according to the Groups transfer pricing policy. Subsidiary SIA "Virši loģistika" purchases fuel from the Company to provide logistics services and to heat office premises. Total fuel purchases in 2021 amounted to EUR 144,564.

The Company has entered into two types of energy resource supply agreements with Subsidiary SIA "Virši Renergy" – natural

gas and electricity supply. Both resources are priced according to the Groups transfer pricing policy. The Company has entered into a natural gas supply agreement with Subsidiary SIA "Virši Renergy" according to which Subsidiary SIA "VIRŠI Renergy" is supplying natural gas since November 1 2021 (as of February 22 2019 gas supplies were provided by Subsidiary SIA "Renergy Latvia"). The Company has entered into an agreement with Subsidiary SIA "VIRŠI Renergy" according to which Subsidiary SIA "VIRŠI Renergy" is supplying electricity to the Company starting from 1 June 2021.

Natural gas	2018	2019	2020	First half of 2021
SIA Virši Renergy	-	-	EUR 33,976	EUR 177,671
SIA Renergy Latvia (merged to SIA Viršu nekustamie īpašumi on February 2021)	-	EUR 65,775	EUR 146,446	-

The Company has also entered into a cooperation agreement with related company OOO "Veresk" on intermediary services in the territory of Russia, where the clients of the Company may purchase fuel with Company's fuel cards and via mobile app on post-payment terms. The Company covers fuel costs of its client's balance and provides agency services to OOO "Veresk". The amount of transactions in 2020 between the parties for fuel services was EUR 1,822,183 and agency fees EUR 18,320, in the first half of 2021 transactions amounted to EUR 2,180,882 and EUR 21,844 respectively.

The Company provides consultancy and management services to the Related parties. Subsidiaries SIA "Viršu nekustamie īpašumi", Subsidiary SIA "VIRŠI Loģistika" and Subsidiary SIA "VIRŠI Renergy", before merger to SIA "Renergy Latvia" (before the merger to Subsidiary SIA "Viršu nekustamie īpašumi") and to related party SIA "Virši H2". The amount of transactions is immaterial and annual fee per company does not exceed EUR 7,000.

The Company also provides royalty-free trademark license to Subsidiary SIA Viršu nekustamie īpašumi, Subsidiary SIA VIRŠI Loģistika and Subsidiary SIA VIRŠI Renergy.

11.3. Shareholder loans

The shareholders of the Company have provided direct interest free loans to the Company and other Group entities and the remaining amount of liabilities per each period was as follows:

Shareholder loans to Group entities	2018	2019	2020	First half of 2021
The Company	EUR 3,397,689	EUR 8,027,743	EUR 7,087,743	EUR 6,685,710
SIA VIRŠI Loģistika (previous name SIA AKA)	-	EUR 204,872	EUR 204,872	EUR 204,872
SIA Viršu nekustamie īpašumi	EUR 280,000	EUR 1,622,915	EUR 1,622,915	EUR 1,622,915

11.4. No Material Changes

There have been no material changes in the volumes of transactions between related parties since the end of the last financial period for which interim financial information has been published.

11.5. Amount of related party transactions

The percentage of transactions concluded by the Company with its related parties compared to the turnover of the Company per each period is set out in the table below.

Percentage of related party transactions compared to the turnover of the Company	2018	2019	2020	First half of 2021
Transactions with SIA Viršu nekustamie īpašumi	0.89%	0.91%	2.21%	5.12%
Transactions with SIA VIRŠI Loģistika (previous name SIA AKA)	0.03%	0.03%	0.03%	0.96%
Transactions with SIA Renergy Latvia (merged to SIA Viršu nekustamie īpašumi on February 2021)	0.01%	0.09%	0.16%	0.02%
Transactions with SIA VIRŠI Renergy	-	-	0.02%	0.25%
Transactions with SIA VIRŠI H2	-	-	-	0.00%
Transactions with OOO Veresk	0.32%	1.14%	1.07%	2.28%
Transactions with SIA Gulf Petrol Re	0.06%	0.06%	0.07%	0.36%

12. Material Contracts

12.1. Introductory remarks

The Group companies have entered into several agreements which may be considered material for the Group. In the opinion of the Management Board, the agreements listed in this Section are such material agreements. The level of detail of the information provided herein is limited due to the confidentiality provisions included in such agreements. However, the Management Board believes that the information below is sufficient to provide an adequate overview of the overall nature and essence of the agreements.

No other agreements, except those that are listed below in this Section, have been entered into outside the ordinary course of business that are considered material for the Group's existing business or profitability. Neither are there any other agreements, not being agreements entered into in the ordinary course of business, which contain any provisions under which any Group company has an obligation or entitlement which is material to the Group as at the date of this Prospectus.

12.2. Financing Agreements

The Group has entered into a number of financing agreements, which are set out in the table below.

Lender	Borrower	Nature Amount Interest	Purpose	Repayment Date	Collateral
AS Citadele banka	Subsidiary SIA Viršu nekustamie īpašumi	Investment loan EUR 6,215,502.86 1,8% + 6 months EURIBOR	Refinancing obligations towards Danske Bank A/S, construction of fuel stations, purchase of real estate	08.07.2024	Pledge on real estate owned by the borrower and the Company Commercial pledge on fixed assets of the borrower and the Company Financial pledge on borrower's funds; Guarantee by the Company
AS Citadele banka	The Company	Investment loan EUR 3,300,000 1,8% + 6 months EURIBOR	Refinancing obligations towards Danske Bank A/S, construction of fuel station	08.07.2024	Pledge on real estate owned by SIA Viršu nekustamie īpašumi and the Company Commercial pledge on the fixed assets of SIA Viršu nekustamie īpašumi and the Company, financial pledge on Company's funds
AS Citadele banka	Subsidiary SIA Viršu nekustamie īpašumi (Initial agreement was concluded with SIA RENERGY LATVIA and transferred to SIA Viršu nekustamie īpašumi as a result of the merger with SIA RENERGY LATVIA)	Investment loan EUR 1,200,000 1,8% + 6 months EURIBOR	Refinancing investment in fuel station	08.07.2024	Pledge on real estate owned by SIA Viršu nekustamie īpašumi and the Company Commercial pledge on the fixed assets of SIA Viršu nekustamie īpašumi and the Company Financial pledge on funds of SIA Viršu nekustamie īpašumi; Guarantee by the Company
AS SEB banka	The Company	Investment loan EUR 5,000,000 1,67% + 3 months EURIBOR	Financing of capital investments in SIA Viršu nekustamie īpašumi	18.03.2025	Pledge on real estate of the Company and SIA Viršu nekustamie īpašumi Commercial pledge on fixed assets of the Company and SIA Viršu nekustamie īpašumi Guarantee of SIA Viršu nekustamie īpašumi
AS SEB banka	The Company	Overdraft EUR 2,000,000	Financing of current assets	31.12.2021	Financial pledge on funds

Several of these financing agreements include certain customary covenants such as restrictions on the sale or encumbrance of assets, the requirement to comply with certain financial ratios, restrictions on payment of dividends et cetera.

The Group has also entered into a number of financial leasing agreements that in the opinion of the Management Board are treated as material agreements but are entered into in the ordinary course of business. SIA SEB lizings has provided financial leasing to the Company necessary for purchase of several vehicles. The remaining liabilities of the Company at the end of the first half of 2021 constituted EUR279,000. Interest rate under such leasing arrangements varies from 1,82% + 3 months EURIBOR up to 2,37% + 3 months EURIBOR.

SIA SEB lizings has also provided financial leasing to Subsidiary SIA VIRŠI Loģistika necessary for purchase of several vehicles, including purchase of transport tanks and semitrailer tank. The remaining liabilities of Subsidiary SIA VIRŠI Loģistika at the end of the first half of 2021 constituted EUR 429,000. Interest rate varies from 1,82% + 3 months EURIBOR up to 2,05% + 3 months EURIBOR. The Company is also in the process of renegotiating its covenant agreements with AS "SEB banka" and AS "Citadele banka" in line with its current legal structure of the Group and the IFRS applied by the Group, as the covenant agreements were previously in line with the Latvian GAAP.

12.3. Guarantees for Subsidiary SIA "VIRŠI Renergy"

AS Citadele banka has issued payment guarantee to Subsidiary SIA VIRŠI Renergy, which secures its payment obligations towards Gasgrid Finland Oy stemming from a shipper frame agreement dated 23 November 2020, including the general terms and conditions of transmission services. The maximum amount of the guarantee is EUR 6,000 and it is in force until 31 December 2021. This bank guarantee is further secured by a guarantee from the Company issued for the benefit of AS Citadele banka.

The Company has issued guarantees for the benefit of Subsidiary SIA VIRŠI Renergy to secure obligations arising out of 1) agreement on standard balancing entered into between Subsidiary SIA VIRŠI Renergy and AS Conexus Baltic Grid on 27 August 2020; 2)

agreement on standard transmission system services entered into between Subsidiary SIA VIRŠI Renergy and AS Conexus Baltic Grid on 27 August 2020.

The maximum amount of both guarantees is EUR 25,000 and they are in force until 18 March 2025.

The Company has issued guarantees for the benefit of Subsidiary SIA VIRŠI Renergy to secure obligations arising out of electricity purchase agreements entered into between Subsidiary SIA VIRŠI Renergy and SIA Enefit on 5 March 2021 and 16 April 2021. The maximum amount of the guarantee is limited to the total liability under the electricity purchase agreements and it is in force until fulfilment of obligations under purchase agreement.

12.4. Guarantee for Subsidiary SIA "VIRŠI Loģistika"

The Company guarantees payment obligations of Subsidiary SIA VIRŠI Loģistika to SIA SEB lizings with respect to leasing agreements entered into between Subsidiary SIA VIRŠI Loģistika and SIA SEB lizings, and such leasing agreements which will be entered into

between the parties during the term of the guarantee. The maximum amount of the guarantee is EUR 400,000 and is in force until fulfilment of obligations under leasing agreements.

12.5. Guarantee for Subsidiary SIA "Viršu nekustamie īpašumi"

The Company guarantees payment obligations of Subsidiary SIA Viršu nekustamie īpašumi under the credit agreements entered into with AS Citadele banka. The maximum amount of the guarantee is limited

to the amounts outstanding under the credit agreement (including, without limitation, interest and cost) and it is in force until fulfilment of obligations under credit agreement.

12.6. Shareholder loans

The shareholders of the Company have provided direct interest free loans to the Group companies and the remaining amount of liabilities per each period is set out in the table in Section 11.3.

The shareholders of the Company have subordinated their claims towards the Company and Subsidiary SIA Viršu nekustamie īpašumi until complete fulfilment of payment obligations under loans issued by AS Citadele Banka. A subordination agreement with the shareholders of the Company is also in place with respect to AS SEB Banka and SIA SEB lizings.

12.7. Lease Agreements and Agreements on the Right to Build

Contracts related to the operation of fuel stations are set out in the table below.

No.	Term	Location	Lessee/Holder of the right to build	Type of agreement	Agreed purpose of use
1	01.03.2026	21 Bieķensalas Street, Riga	The Company	Lease agreement	Office premises
2	24.06.2038	"Ābeļdārzs", Brocēni, Brocēni region	SIA Viršu nekustamie īpašumi	Agreement on the right to build	Construction and operation of a fuel station
3	31.12.2048	10 Varoņu Street, Jekabpils	SIA Viršu nekustamie īpašumi	Agreement on the right to build	Construction and operation of a CNG gas station
4	31.12.2027	3 Krasta Street, Balvi, Balvi region	The Company	Agreement on the right to build	Reconstruction and operation of a fuel station, construction of a carwash
5	31.12.2025	136A Daugavgrīvas Street, Riga	The Company	Lease agreement	Lease of land (required for the operation of the fuel station owned by the Company)
6	19.12.2026	"Ikri" (8076 011 0181) and Jaunmārupes ceļa lēngaitas josla, 2493 (cadastral number 8076 011 1545) Mārupe, Mārupe region	The Company	Lease agreement	Operation of a fuel station
7	28.02.2022	Rūpniecības Street 49a, Madona, Madonas region, LV-4801	The Company	Lease agreement	Operation of a fuel station
8	31.12.2033	"Valdaiši", Smārdes parish Engures region LV3129	The Company	Lease agreement	Operation of a fuel station
9	16.02.2041	Kārķļu Street 22, Daugavpils	The Company	Agreement on the right to build	Construction and operation of a CNG fuel station
10	Until commencement of the construction works of the Riga administrative centre in Torņkalns, but no longer than 16.05.2040	16 Uzvaras boulevard, Riga	The Company	Lease agreement	Operation of a fuel station

The Group also sublets parts of the owned or leased real estate for operation of other companies. Parts of the premises owned or leased by the Company where the fuel stations are located are sublet for provision of carwash services by a third party. The Company and Subsidiary SIA Viršu nekustamie īpašumi have also concluded several agreements on the right to build with VAS "Ceļu satiksmes drošības direkcija" that allow construction and operation of electric vehicle charging stations at the locations of the Company's fuel stations owned by them.

13. Historical Financial Information

The tables included in this section set out selected consolidated financial information for the Group for the periods indicated. The financial information contained in the tables is extracted from the audited consolidated financial statements of the Group for the year ended 31 December 2020 (the “Consolidated Financial Statements”) prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union. The financial information for the year ended 31 December 2019 has been prepared in accordance with IFRS but has not been audited by external auditors.

The financial information in this Prospectus for the 6-month period ended 30 June 2021 has been derived or taken from the reviewed consolidated interim financial statements of the Group for the 6-month period ended 30 June 2021 (the “Interim Financial Statements”) prepared in accordance with the International Accounting Standards (IAS) 34 (the Interim Financial Statements together with the Consolidated Financial Statements also referred to as the “Financial Statements”). The financial information for the six-

month period ended 30 June 2020 has been prepared in accordance with IAS 34 but has not been reviewed by external auditors.

The consolidated financial statements for the year ended 31 December 2020 is the first set of consolidated financial statements of the Group prepared in accordance with IFRS. The Group did not prepare consolidated financial statements for the previous reporting periods under the Latvian Generally Accepted Accounting Principles (GAAP). Given the common control nature of the legal restructuring, the comparatives for the period from 1 January 2019 were prepared as if the Group had been formed prior to 1 January 2019. Since no consolidated financial statements have been prepared in the past, no reconciliations between the first IFRS consolidated financial statements and the previous GAAP separate financial statements are presented in these consolidated financial statements.

The Consolidated Financial Statements have been audited by KPMG Baltics AS. Interim Financial Statements have been reviewed by KPMG Baltics AS.

13.1. Standards to be applied by the Group

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2020 and have not been applied in preparing these Consolidated Financial Statements. The following amended standards and interpretations are not expected to have a significant impact on the Group's Financial Statements:

- Onerous contracts – Cost of Fulfilling a Contract (Amendments to IAS 37).
- COVID-19-Related Rent Concessions (Amendment to IFRS 16).
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16).
- Reference to Conceptual Framework (Amendments to IFRS 3).
- Classification of Liabilities as Current or Non-current (Amendments to IAS 1).
- Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16).
- IFRS 17 Insurance Contracts and amendments to IFRS 17 Insurance Contracts.

The information set out in this section is qualified in its entirety by reference to the Consolidated and Interim Financial Statements, including the accounting principles and auditor opinion, which have been incorporated into this Prospectus as Schedule 1.

For further information regarding presentation of financial information, accounting principles, currencies and the approximation of numbers, please refer to Section 3 “Presentation of Information” of this Prospectus.



Consolidated income statements of the Group (EUR'000)

2019 and 2020 and the six-month periods ended 30 June 2020 and 2021.

The table below sets out selected information from the Group's consolidated statement of income for the years ended 31 December

	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Net sales	187,022	171,431	80,532	96,836
Cost of sales	(166,858)	(150,095)	(70,553)	(85,004)
Gross profit	20,164	21,336	9,979	11,832
Selling expenses	(14,274)	(14,146)	(6,884)	(7,993)
Administrative expenses	(1,779)	(1,903)	(936)	(1,022)
Other operating income	46	187	33	27
Other operating expenses	(339)	(800)	(311)	(85)
Results from operating activities	3,818	4,674	1,881	2,759
Financial revenue	9	15	9	106
Finance expenses	(270)	(500)	(257)	(241)
Profit before tax	3,557	4,189	1,633	2,624
Corporate income tax for the reporting year	(3)	(2)	-	-
Profit after corporate income tax	3,554	4,187	1,633	2,624
Profit of the reporting year	3,554	4,187	1,633	2,624
<i>Other comprehensive income</i>				
Revaluation of property and equipment	8,473	-	-	-
Impairment losses in property and equipment	-	-	-	(540)
Change in asset retirement obligation	(168)	(120)	(60)	53
Other comprehensive revenue	8,305	(120)	(60)	(487)
Total comprehensive income or loss	11,859	4,067	1,574	2,137
Earnings per share before and after dilution	74.5	87.8	34.2	55.0
EBITDA per share	154.3	164.4	72.1	94.2

Consolidated balance sheet statements of the Group (EUR'000)

December 2019, 2020, and the six-month period ended 30 June 2021.

The table below sets out selected information from the Group's consolidated statement of financial position for the years ended 31

ASSETS	As at 1 January	Year ended 31 December		Six-month period ended 30 June
	2019	2019	2020	2021
	unaudited	unaudited	audited	reviewed
NON-CURRENT ASSETS				
Intangible assets	45	50	143	160
Property and equipment	34,331	48,046	51,604	52,886
Right-of-use assets	2,840	2,425	2,316	2,534
Investment in associate	53	55	57	59
Loan to associate	352	328	303	291
Derivatives	-	-	-	84
TOTAL NON-CURRENT ASSETS	37,621	50,904	54,423	56,014
CURRENT ASSETS				
Inventories	4,796	5,954	5,442	6,519
Trade receivables	10,337	11,750	8,867	12,676
Due from related parties	6	56	41	159
Derivatives		-	-	17
Corporate income tax receivable	82	74	14	-
Other receivables	270	152	146	507
Prepaid expenses	64	84	111	138
Accrued income	35	62	106	146
Cash and cash equivalents	2,876	2,954	3 677	6,273
TOTAL CURRENT ASSETS	18,465	21,086	18,403	26,435
TOTAL ASSETS	56,086	71,991	72,826	82,449
SHAREHOLDERS' EQUITY AND LIABILITIES				
SHAREHOLDERS' EQUITY				
Share capital	911	911	6,678	6,678
Reserves:				
Long term investment revaluation reserve	14,165	21,604	20,714	19,936
Other reserves	144	1,558	(4,206)	(4,206)
Retained earnings:				
Retained earnings brought forward from previous years	7,900	4,924	9,247	13,726
Profit of the reporting year	4,133	3,554	4,187	2,624
TOTAL EQUITY	27,253	32,551	36,621	38,758
cont. ↓				

LIABILITIES				
NON-CURRENT LIABILITIES				
Loans from credit institutions	4,093	7,830	8,833	10,675
Other loans	2,478	7,390	6,625	6,288
Asset retirement obligation	500	670	789	737
Lease liabilities	2,173	1,791	1,608	1,872
TOTAL NON-CURRENT LIABILITIES	9,244	17,682	17,855	19,573
CURRENT LIABILITIES				
Loans from credit institutions	2,372	1,835	2,143	2,319
Other loans	1,000	940	1,000	1,042
Lease liabilities	593	483	530	506
Trade and other payables	12,167	14,110	9,594	14,451
Deferred income	12	6	4	-
Tax liabilities	2,303	2,769	3,405	4,382
Accrued liabilities	1,142	1,615	1,674	1,419
TOTAL CURRENT LIABILITIES	19,589	21,758	18,350	24,118
TOTAL LIABILITIES	28,834	39,440	36,205	43,691
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	56,086	71,991	72,826	82,449



Consolidated cash flow statements of the Group (EUR'000)

December 2019, 2020, and the six-month periods ended 30 June 2020 and 2021.

The table below sets out selected information from the Group's consolidated statement of cash flows for the years ended 31

Cash flows from operating activities	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Profit before tax	3,557	4,189	1,633	2,624
Adjustments for:				
Depreciation and amortisation of property, equipment and intangible assets	3,544	3,167	1,557	1,734
Result on disposal of property and equipment	94	252	240	1
Interest and similar expenses	267	500	257	241
Income from investment in associate	(2)	(3)	(2)	(2)
Net change in fair value of derivatives	-	-	-	(101)
Profit before adjustment for the impact of changes to current assets and current liabilities	7,461	8,105	3,686	4,502
(Increase)/Decrease of receivables	(1,392)	2,834	2,022	(4,356)
(Increase) / Decrease in inventories	(1,159)	512	1,345	(1,077)
Increase/(Decrease) of accounts payable to suppliers, contractors and other creditors	2,890	(3,823)	(4,191)	5,575
Gross cash flows from operating activities	7,800	7,629	2,862	4,644
Interest paid	(143)	(232)	(123)	(116)
Corporate income tax refunded	5	58	62	14
Net cash flows from operating activities	7,662	7,455	2,801	4,542
Cash flows from investing activities				
Purchase of property, equipment and intangible assets	(8,667)	(7,082)	(2,269)	(3,249)
Income from disposal of fixed and intangible assets	193	578	330	1
Loans repaid	24	25	12	12
Net cash flows generated from investing activities	(8,450)	(6,479)	(1,926)	(3,236)
Cash flows from financing activities				
Loans received	7,970	3,321	1,281	3,000
Repayment of loans and leases	(6,307)	(3,575)	(1,433)	(1,709)
Dividends paid	(798)	-	-	-
Net cash flows from financing activities	866	(253)	(152)	1,291
Net cash flows for the reporting year	78	722	723	2,597
Cash and cash equivalents at the beginning of the year	2,876	2,954	2,954	3,677
Cash and cash equivalents at the end of the year	2,954	3,677	3,677	6,273

Consolidated statements of changes in equity of the Group (EUR'000)

December 2019, 2020, and the six-month periods ended 30 June 2020 and 2021.

The table below sets out selected information from the Group's consolidated statement of changes in equity for the years ended 31

	Share capital	Long term investment revaluation reserve	Other reserves	Retained earnings	Total shareholders' equity
As at 1 January 2019 (unaudited)	911	14,165	144	12,033	27,253
Comprehensive income					
Profit of the reporting period	-	-	-	3,554	3,554
<i>Other comprehensive income</i>					
Asset retirement obligation	-	(168)	-	-	(168)
Increase/(decrease) in the long-term investment revaluation reserve	-	8,473	-	-	8,473
Transfer due to depreciation of accumulated revaluation gain	-	(867)	-	867	-
Transaction with owners of the Group					
Contribution via non-interest-bearing shareholder loans	-	-	1,414	-	1,414
Dividends	-	-	-	(7 975)	(7 975)
As at 31 December 2019 (unaudited)	911	21,604	1,558	8,478	32,551
Comprehensive income					
Profit of the reporting period	-	-	-	4,187	4,187
<i>Other comprehensive income</i>					
Asset retirement obligation	-	(120)	-	-	(120)
Transfer due to depreciation of accumulated revaluation gain	-	(769)	-	769	-
Transaction with owners of the Group					
Share capital increase through legal restructuring	5,765	-	(5,765)	-	-
Increase in share capital of subsidiaries prior to legal restructuring	3	-	-	-	3
cont. ↓					

As at 31 December 2020	6,678	20,714	(4,206)	13,434	36,621
Comprehensive income					
Profit of the reporting period	-	-	-	2,624	2,624
Other comprehensive income					
Asset retirement obligation	-	53	-	-	53
Increase/(decrease) in the long-term investment revaluation reserve	-	(540)	-	-	(540)
Transfer due to depreciation of accumulated revaluation gain	-	(292)	-	292	-
As at 30 June 2021	6,678	19,936	(4,206)	16,350	38,758

Alternative Performance Measures

This section contains certain financial measures that are not defined or recognised under IFRS, and which are considered to be “alternative performance measures” as defined in the “ESMA Guidelines on Alternative Performance Measures” issued by the European Securities and Markets Authority on 5 October 2015 (the “APMs” or “**Alternative Performance Measures**”). These APMs are not defined

by, or presented in accordance with, IFRS. The APMs are unaudited and are not measurements of the Group’s operating performance under IFRS and should not be considered as alternatives to any measures of performance under IFRS or as measures of the Group’s liquidity. The Group’s use and method of calculation of APMs may vary from other companies’ use calculation of such measures.

	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
APMs				
EBITDA, EUR'000	7,362	7,841	3,439	4,495
EBITDA margin, %	3.9	4.6	4.3	4.6
EBIT, EUR'000	3,818	4,674	1,881	2,759
EBIT margin, %	2.0	2.7	2.3	2.8
Net profit, EUR'000	3,554	4,187	1,633	2,624
Net profit margin, %	1.9	2.4	2.0	2.7
Return on equity (ROE), %	11.9	12.1	n/a	13.9
Return on assets (ROA), %	5.5	5.8	n/a	6.76
Total liabilities, EUR'000	39,440	36,205	n/a	43,691
Total liabilities to equity, x	1.2	1.0	n/a	1.1

EBITDA (earnings before interest, taxes, depreciation and amortisation) = profit before tax + interest expenses and similar expenses + right-of-use assets depreciation + depreciation of fixed assets + amortisation.

EBITDA margin = EBITDA / net sales.

EBIT (earnings before interest and taxes) = profit before tax + interest expenses and similar expenses.

EBIT margin = EBIT / net sales.

Net profit margin = net profit / net sales.

Return on equity (ROE) = net profit / total equity (average). As per six-month results the ROE provided is annualised = net profit for the period/months in the period * 12 / equity (average).

Return on assets (ROA) = net profit / total assets (average). As per six-month results the ROA provided is annualised = net profit for the period/months in the period * 12 / equity (average).

Total liabilities to equity = total liabilities / total equity.

14. Operating and Financial Review

The following discussion of the Group's financial position and operational results should be read in conjunction with the Group's historical financial information as at and for the financial years ended 31 December 2020 and 31 December 2019 and for the six-month periods ended 30 June 2020 and 30 June 2021 and the accompanying notes included in the Financial Statements, and with the information relating to the Group's business included elsewhere in this Prospectus.

The discussion includes forward-looking statements that reflect the current view of the Management Board and involves risks and uncertainties. The Group's actual results could differ materially from those contained in any forward-looking statements as a result of factors discussed below and elsewhere in this Prospectus, in particular, in Section 2 "Risk Factors" and Section 3.8 "Forward-Looking Statements". Prospective investors should read the entire Prospectus and not merely rely on the information contained in this following Section 14.

14.1. Overview

The Group is an established retailer of refined oil (currently also various gas) products with over 25 years of operating track record in Latvia. Through a network of 63 fuel filling stations in Latvia, the Group offers a wide range of fuel products, including petrol, diesel, LPG, CNG and convenience stores. In addition, the Group provides integrated energy solutions, such as natural gas and electricity, to its customers in Latvia as well as a range of wholesale products and services.

In 2020, the total revenue of the Group was EUR 171,431 thousand, a decrease of 8.3% y-o-y compared to EUR 187,022 thousand in 2019. In the six-month period ended 30 June 2021, the total revenue of the Group was EUR 96,836 thousand, representing a 20.2% y-o-y increase. The Group's net profit in 2020 reached EUR 4,187 thousand, compared to EUR 3,554 thousand in 2019, an increase of 17.8%. In the six-month period ended 30 June 2021, the Group's net profit was EUR 2,624 thousand, representing a 60.6% y-o-y increase.

Financial data from the consolidated income statement of the Group (EUR'000):

	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Net sales	187,022	171,431	80,532	96,836
Cost of sales	(166,858)	(150,095)	(70,553)	(85,004)
Gross profit	20,164	21,336	9,979	11,832
Selling expenses	(14,274)	(14,146)	(6,884)	(7,993)
Administrative expenses	(1,779)	(1,903)	(936)	(1,022)
Other operating income	46	187	33	28
Other operating expenses	(339)	(800)	(311)	(85)
Results from operating activities	3,818	4,674	1,881	2,759
Financial revenue	9	15	10	106
Finance expenses	(270)	(500)	(257)	(241)
Profit before tax	3,557	4,189	1,633	2,624
Corporate income tax for the reporting year	(3)	(2)	-	-
Net profit for the period	3,554	4,187	1,633	2,624
EBITDA	7,362	7,841	3,439	4,495

14.2. Key factors affecting results of operations and financial performance of the Group

14.2.1. Macroeconomic and other trends

The operations of the Group are materially affected by the macroeconomic conditions in Latvia, Europe and globally. These factors are, but not limited to, changes in excise tax policies,

employment rate, inflation, GDP growth, income levels and general economic uncertainty. Please read more in Section 2 "Risk Factors", particularly 2.1.1 "Macroeconomic and megatrend risks".

14.2.2. Competition

The fuel market in Latvia in which the Group operates is competitive, especially in the retail segment, and the main competitors are foreign companies that have longer operating histories, more resources and economies of scale. Over 80% of the Group's revenues come from wholesale and retail sale of oil products, therefore competition has a large impact on the Group's business. According to the State Revenue Service data, the top four largest fuel retailers for three consecutive years (ranging from 2018 to 2020) have been constant – VIADA Baltija AS, Circle K Latvia SIA, Neste Latvija SIA and the Group. Please read more in Section 5.5.3 "Main Competitors".

The Group competes primarily on the basis of its service and product range, pricing and established client relationships, as well as technical knowledge. Should the Group mismanage and lag behind, for instance, with technological innovation that is a key aspect of the competitive advantage in the industry the Group operates in, it may have a material adverse effect on the operating and financial performance of the Group. In addition, for the Group, same applies to convenience store segment, where the Group is continuously improving its performance. Please read more in Section 2 "Risk Factors", particularly 2.2.4 "Competition Risks".

14.2.3. Sourcing and business continuity

The Group's business is reliant to a significant extent upon its largest strategic supplier site - Mazeikiai Refinery, which supplies the Group and its key competitors with the majority of fuel. Termination or expiry of cooperation with SIA ORLEN Latvija (operates Mazeikiai Refinery), or any financial challenges faced by SIA ORLEN Latvija, or occurrence of a disruption of normal business of the Mazeikiai Refinery or Butinge Oil Terminal (crude oil is being delivered to Mazeikiai Refinery), could result in a significant reduction or temporary stoppage of fuel supply to the Group.

Any disruptions in fuel supply could result in decline of quality and quantity of the fuel sold by the Group, therefore having a material adverse effect on the operating and financial performance of the Group. Please read more in Section 2 "Risk Factors", particularly 2.2.1 "Sourcing and business continuity risks", and Section 5.4.10 "Supply Logistics".

14.2.4. Regulatory Environment

The operations of the Group are subject to legal regulations (both internal – Latvian law, and external – EU regulations) pertaining to such issues as product quality standards, environmental protection, petrol and fuel storage, fuel stations and competition. Changes in laws and regulations may have a significant impact on operations of the Group. In addition, legal and regulatory changes due to transition to a low-carbon economy, may have an impact on the Group's operational and financial performance directly through changes in taxation or other costs to operations and projects, or indirectly through changes in consumer behaviour patterns or technology developments. Please read more in Section 2 "Risk Factors", particularly 2.3 "Legal and Regulatory Risks".

14.2.5. Business Diversification

In addition, due to upcoming legal and regulatory changes such as EU adopted European Green Deal that aims for Europe becoming the first climate-neutral continent by 2050, means increasing adoption towards renewable energies. The Group's business model is significantly impacted by implementation of such policies as they may lead to reduced consumption of non-renewable energy sources. In order to maintain its success in the future, the Group may need to continue diversification of its business model. Any failure to effectively manage the Group's business due to either future growth or change of business model could have a material adverse effect on the operating and financial performance of the Group. Please read more in Section 2 "Risk Factors", particularly 2.1.2 "Business diversification risks" and in Section 5.7 "Strategy and Objectives".

14.2.6. Dependence on IT

The Group dependent upon efficient and uninterrupted operation of several information and communication systems, including management information and accounting systems. Any IT related problems could, in turn, adversely affect the financial condition and results of operations of the Group. Please read more in Section 2 "Risk Factors", particularly 2.2.2 "Dependence on IT related risks", and Section 5.4.12 "Information Technology".

14.3. Results of the operations of the Group

Net sales break-down by type of operating activity of the Group (EUR'000):

	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Sale of oil products	163,320	143,104	67,871	80,753
Retail sale of other goods	22,398	26,008	11,469	14,964
Other income	1,303	2,320	1,192	1,119
Total net sales	187,022	171,431	80,532	96,836

Despite the fact that both the amount of fuel sold by the Group in tonnes and the turnover of goods increased in 2020, total revenue of the Group decreased by EUR 15,591 thousand to EUR 171,431 thousand, representing a decrease of 8.3% y-o-y. This

was mainly attributable to decrease in sale of oil products, which in total contributed to 83.5% of the total revenues. Revenue from sale of oil products decreased by EUR 20,216 thousand or by 12.4% y-o-y. Retail sale of fuel in 2020 was impacted by:

- 1) COVID-19, which caused the activity of businesses and individuals to decline or shift,
 - 2) the excise tax policy in place in the Baltic states, where the rate of excise duty for diesel in Latvia was the highest among the Baltic states which impaired Latvia's competitive capacity in relation to international fuel buyers, and
 - 3) a high volatility in oil prices, drop in global oil prices had a negative impact on the Group's sale of oil products in EUR.
- Nevertheless, retail sale of other goods increased by EUR 3,609 thousand (16.1% y-o-y), reaching EUR 26,008 thousand by the end of 2020. This was mainly attributable to quick adaptation to the new market conditions and continuous targeted investments in the network of filling stations, revision and expansion of the assortment of goods.

For the six-month period ended 30 June 2021, The Group's revenue increased by EUR 16,304 thousand to EUR 96,836 thousand, representing a 20.2% y-o-y increase. This was attributable to continuous further expansion and modernisation of the Company's network as well as product development in convenience stores and market dynamics in fuel. The retail market of fuel in Latvia grew by 4.5% in 2021 in terms of tonnes sold, while the Company's tonnes of fuel sold grew by 5%. The strongest growth was in retail sale of other goods segment, an increase of 30.5% y-o-y, reaching EUR 14,964 thousand. Revenue from sale of oil products reached EUR 80,753 thousand, an increase of 19.0% y-o-y. While earlier mentioned factors contributed to this growth, also the number of stations increased from 61 in June 2020 to 64 stations in June 2021, and the loyal customer base continued to grow visibly.

Cost of sales of the Group (EUR'000):

	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Cost of oil products and goods	165,578	147,902	69,625	84,343
Depreciation and amortisation	153	88	43	46
Personnel expenses	114	92	45	58
Other costs related to property	5	5	2	2
Maintenance and repairs	21	34	14	19
Transport	506	412	5	15
Other expenses	480	1,562	818	521
Total cost of sales:	166,858	150,095	70,553	85,004

In 2020, the Group's cost of sales was EUR 150,095 thousand, representing a decrease by EUR 16,763 y-o-y (-10.0%). The main item is cost of oil products and goods, which contributed to 98.5% of the total cost of sales in 2020. Cost of oil products and goods decreased from EUR 165,578 thousand in 2019 to EUR 147,902 thousand in

2020 (a decrease of 10.7%). This was mainly attributable to drop in oil prices.

For the six-month period ended 30 June 2021, The Group's total cost of sales was EUR 85,004 EUR, an increase of 20.5% y-o-y, cost of oil products and goods increased by 21.1%.

Gross profit of the Group:

	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Net Sales, TEUR	187,022	171,431	80,532	96,836
Cost of sales, TEUR	166,858	150,095	70,553	85,004
Gross profit, TEUR	20,164	21,336	9,979	11,832
Gross margin, %	10.8	12.4	12.4	12.2

In 2020, the Group's gross margin was 12.4% as compared to 10.8% in 2019. Gross profit increased by EUR 1,173 thousand, reaching EUR 21,336 thousand. For the six-month period ended 30 June 2021,

The Group's gross margin was 12.2%, staying around the same level as in the same period in 2020, when gross margin was 12.4%. Gross profit increased to EUR 11,832 thousand, an increase of 18.6% y-o-y.

14.4. Operating expenses

Selling expenses of the Group:

	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Personnel expenses	7,287	7,574	3,360	4,217
Depreciation and amortisation	3,232	2,898	1,428	1,593
Other costs related to property	44	50	16	24
Maintenance and repairs of infrastructure	1,512	1,707	831	892
Marketing expenses	733	586	306	319
Transport	475	511	412	494
Other expenses	990	820	531	454
TOTAL:	14,274	14,146	6,884	7,993

In 2019, the Group's selling expenses was EUR 14,274 thousand, which was in line with 2020, when selling expenses were roughly the same – EUR 14,146 thousand, a decrease of 0.9% y-o-y. The largest item is personnel expenses amounting to 53.5% of the total selling expenses in 2020, reaching EUR 7,574 thousand, a 3.9% increase y-o-y. Other large expense items were depreciation and amortisation

and maintenance and repairs of infrastructure amounting to 20.5% and 12.1% of total selling expenses, respectively. For the six-month period ended 30 June 2021, the Group's selling expenses increased by EUR 1,110 thousand or 16.1% reaching EUR 7,993 thousand. Personnel expenses, depreciation and amortisation and maintenance and repairs of infrastructure increased by 25.5%, 11.6% and 7.4%, respectively.

Administrative expenses of the Group:

	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Personnel expenses	1,252	1,291	687	657
Depreciation and amortisation	158	181	86	97
Other costs related to property	17	14	9	6
Maintenance and repairs of office	34	40	24	18
Transport	62	76	42	41
Professional services ³⁹	149	197	38	158
Other expenses	107	104	50	45
TOTAL:	1,779	1,903	936⁴⁰	1,022⁴⁰

In 2020, the Group's administrative expenses reached EUR 1,903 thousand, a 7% increase y-o-y. Personnel expenses, professional services and depreciation and amortisation contributed to 67.9%, 10.3% and 9.5% of the total administrative expenses, respectively. For the six-month period ended 30 June 2021, the Group's administrative expenses amounted to EUR 1,022 thousand, an increase of 9.2%, the main increase coming from professional services item. This is attributable to the expenses related to the Group adapting to the IFRS reporting.

³⁹ Including total remuneration paid to external auditors.

⁴⁰ The source of the data is the Company.

15. Capital Resources

The Group's principal source of liquidity is expected to be cash generated from operations. In addition, the Group seeks to reduce liquidity and refinancing risks by maintaining a diversified maturity profile in its loan portfolio. The Group observes a prudent policy for managing liquidity risk and secures access to appropriate amounts of cash and cash equivalents or credit resources under bank credit lines to be able to meet its liabilities as they fall due. The Group primarily holds its cash in EUR.

As at 30 June 2021, the Group's borrowings aggregated EUR 20,324 thousand. The Group believes that its and its positive cash flow from operating activities will be sufficient to meet its liquidity requirements for the foreseeable future. Total long-term debt of the Group was EUR 16,964 thousand and the total short-term borrowings of the Group was EUR 3,360 thousand. COVID-19 pandemic did not have an effect on the Group's liquid funds and committed unutilised credit facilities.

15.1. Summary of the consolidated cash flow statement

Cash flows from operating activities	Year ended 31 December		Six-month period ended 30 June	
	2019	2020	2020	2021
	unaudited	audited	unreviewed	reviewed
Cash and cash equivalents at the beginning of the period	2,876	2,954	2,954	3,677
Net cash flows from operating activities	7,662	7,455	2,801	4,542
Net cash flows generated from investing activities	(8,450)	(6,479)	(1,926)	(3,236)
Net cash flows from financing activities	866	(253)	(152)	1,291
Cash and cash equivalents at the end of the period	2,954	3,677	3,677	6,273
Net cash flows for the reporting period	78	722	723	2,597

15.2. Cash flow from operating activities

For the six-month period of 2021, the net cash flow from operating activities amounted to EUR 4,542 thousand which is a 38.5% y-o-y increase if compared to the EUR 2,801 thousand of the six-month period of 2020. The significant difference could mainly be attributed to the consequences of COVID-19. The main drivers behind the difference were profit before tax a 37.8% y-o-y increase, increase of

receivables, increase of receivables. For the year ended 31 December 2020, the net cash flows from operating activities decreased by 2.8% y-o-y if compared to the respective period in 2019.

The Group has positive operating cash flow as operations are profitable and generate excess cash flow.

15.3. Cash flow from investment activities

The net cash flow from investing activities mainly includes outflows for the purchase of property, equipment and intangible assets. For the year ended on 31 December 2019, the net cash flow reached EUR 8,450 thousand. For the year ended on 31 December 2020, the net cash flow outflows decreased by 23.3% y-o-y amounting to EUR 6,479. Besides the investments in property, equipment and

intangible assets, positive cash flow for all the covered periods were generated by the income from the disposal of fixed and intangible assets and repayment of issued loans. However, the positive cash flows generated by activities other than purchase of fixed assets do not offset the outflows.

15.4. Cash flow from financing activities

The cash flows from financing activities are comprised of loans received, repayment of loans and leases and the distribution of dividends. Most recently dividends were paid out in the period of the year ended on 31 December 2019. For the other respective covered periods the net cash flows from financing activities equalled the difference between the received loans and the repayment of loans and lease. For the six-month period of 2021, total positive net cash flow from financing activities comprised EUR 1,291 thousand, compared to the six-month period of 2020 the growth in positive

cash flows increased by 118% y-o-y. In the period ended 31 December 2020 the net cash flow was negative at EUR -253 thousand with a decrease of 129% y-o-y, compared to the year ended 31 December 2019, in which the net cash flows were EUR 866 thousand.

15.5. Cash and cash equivalents at the end of the period

The net cash and cash equivalents at the end of the six-month period ended 30 June 2021 was EUR 6,273 thousand. The net cash and cash equivalents at the end of the period increased by 41.4% y-o-y from EUR 3,677 thousand for the six-month period ended 30 June 2020.

The net cash and cash equivalents increase by 19.7% y-o-y from 2,954 EUR thousand for the year ended 31 December 2019 to EUR 3,677 thousand for the year ended 31 December 2020. There have been no material changes to the Issuer's cash flows or material unused sources of liquidity after the six-month period ended 30 June 2021.

15.6. Borrowing requirements and funding structure

The Group's objective when managing capital is to secure a capital structure that always ensures access to capital markets despite the business cycle of the industry in which the Group operates in. Despite the fact that the Group does not have a public credit rating, the Group's target is to have a capital structure equivalent to investment grade rating. The capital structure of the Group is reviewed by the Management Board on a regular basis. The Group monitors its capital on the basis of leverage ratio, the ratio of interest-bearing net debt to interest-bearing net debt plus total equity. Interest-bearing net debt is calculated as interest-bearing liabilities less liquid funds. Over the cycle, the Group's leverage ratio is likely to fluctuate, and it is the Group's objective to maintain the leverage ratio below 45%.

The Group has entered into several financing agreements and related party transactions involving the Group's subsidiaries. Please see a detailed breakdown of the financial agreements in Section 12 "Material Contracts" of this Prospectus. Please see the Section 11 "Related Party Transactions" of this Prospectus.



16. Working Capital, Capitalisation And Indebtedness

Considering the Group's existing assets, financial positions, plans and net positive cash flow from operating activities, in the opinion of the Management Board the Issuer's working capital is sufficient to cover all liabilities for the upcoming 12 months after the date

of this Prospectus and that there is no need to involve additional external funds to cover the working capital needs. The proceeds of the Offering have not been included in the calculation of the working capital of the Group.

16.1. Capitalisation and Indebtedness

The Tables indicated in this Section below present the Group's capitalisation and indebtedness as at 30 June 2021, which is based on the Interim Financial Statements enclosed to this Prospectus. The presented information does not account for the Offering and the use of proceeds therefrom, which will potentially have a significant impact on the Group's capitalisation and indebtedness (please see Section 6 "Reasons for Offering and Use of Proceeds" of this Prospectus). The investors should read this Section in conjunction with Section 6 "Reasons for Offering and Use of Proceeds" of this Prospectus. In the opinion of Management Board, as at the date of this Prospectus there have been no material changes in the capitalisation and indebtedness position of the Issuer since 30 June 2021 (i.e., as of reviewed consolidated interim financial statements of the Group for the 6-month period ended on 30 June 2021).

Capitalisation of the Group (EUR'000)

	As at 30 June 2021 (reviewed)
Total current debt (including current portion of non-current debt)	3,866
Guaranteed	2,825
Secured	-
Unguaranteed / unsecured	1,042
Total non-current debt (excluding current portion of non-current debt)	18,836
Guaranteed	-
Secured	12,548
Unguaranteed / unsecured	6,288
Shareholder equity	36,134
Share capital	6,678
Legal reserve(s)	-
Other reserves (incl. Retained profits)	29,456
Total	58,836

Indebtedness of the Group (EUR'000)

		As at 30 June 2021 (reviewed)
A	Cash	5,428
B	Cash equivalents	846
C	Other current financial assets	13,778
D	Liquidity (A + B + C)	20,052
E	Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	20,252
F	Current portion of non-current financial debt	3,866
G	Current financial indebtedness (E + F)	24,119
H	Net current financial indebtedness (G - D)	4,067
I	Non-current financial debt (excluding current portion and debt instruments)	18,836
J	Debt instruments	-
K	Non-current trade and other payables	-
L	Non-current financial indebtedness (I + J + K)	18,836
M	Total financial indebtedness (H + L)	22,903

17. Terms And Conditions Of The Offering

17.1. The Offering

In the course of the Offering, up to 1,509,121 Offer Shares (plus up to 226,368 additional Offer Shares that may be allocated pursuant to the over-allotment option) are being offered.

The Offering is offered (i) publicly to retail investors in Latvia, Estonia, and Lithuania (the "Retail Offering") and (ii) non-publicly to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation in Latvia and in certain selected member states of the European Economic Area and to other selected investors in reliance on certain exemptions available under the laws of respective member states (the "Institutional Offering", and together with "Retail Offering" – the "Offering").

The Retail Offering will take place in Latvia, Lithuania and Estonia after the FCMC has approved this Prospectus and notified the Estonian Financial Supervision Authority and the Lithuanian financial supervision authority of the approval of this Prospectus and the Prospectus together with its Summary translated into Estonian and Lithuanian has been published in the Republic of Estonia and in the Republic of Lithuania.

All the Shares (also the Offer Shares will be) are dematerialised bearer shares with the nominal value of EUR 0.50 each. The Shares are registered with Nasdaq CSD under ISIN LV0000101848 after the approval of this Prospectus and before the start of the Offer Period and will be kept in book-entry form. No share certificates have or may

be issued. The Offer Shares are denominated in euro and governed by the laws of Latvia. The Offer Shares are freely transferrable.

All the Shares, including the Offer Shares, are of one class, rank pari passu with each other and carry equal voting rights. The Offer Shares will give rights to dividends declared by the Company (if any). For further description of the rights attached to the Shares, including the Offer Shares, please see Section 9 "Major Shareholders, Share Capital" of this Prospectus.

The division of the Offer Shares between the Retail Offering and the Institutional Offering has not been predetermined and will be decided by the Company after consulting with the Global Lead Manager in accordance with the principles described in Section 17.8 "Allocation of the Offer Shares" of this Prospectus. The total amount of Offer Shares may decrease in case any part of the Offering is cancelled – this has been described in more detail in Section 17.14 "Postponement or cancellation of the Offering" of this Prospectus. The Company will submit a listing application to Nasdaq Riga for the listing of all the Company's Shares, including the Offer Shares, on the Nasdaq Riga First North. Trading with the Company's Shares is expected to commence on Nasdaq Riga First North on or about 11 November 2021. The indicative timetable of the Offering is as follows:

Start of the Offer Period	25 October 2021
End of the Offer Period	5 November 2021
Announcement of results of the Offering	On or about 8 November 2021
Settlement of the Offering	On or about 10 November 2021
First trading day on Nasdaq Riga First North	On or about 11 November 2021

17.2. Offer Period

The Offer Period is a period during which persons who have a right to participate in the Retail Offering and Institutional Offering may submit Subscription Undertakings for the Shares. The Offer Period commences on 25 October 2021 at 10:00 local time in Latvia and

terminates on 5 November 2021 at 15:30 local time in Latvia, unless it is shortened or extended (described in more detail in Section 17.12 "Change to the Offer Price and Offer Period").

17.3. Retail Offering

Rights to participate in the Retail Offering

The Retail Offering is directed to all retail investors in Latvia, Estonia and Lithuania. For the purposes of the Retail Offering, a natural person is considered to be "in Latvia", if such person has a securities account with a financial institution which is a member of Nasdaq Riga. For the purposes of the Retail Offering, a natural person is considered to be "in Estonia", if such person has a securities account with a financial institution which is a member of Nasdaq Riga. For the purposes of the Retail Offering, a natural person is considered to be "in Lithuania", if such person has a securities account with a financial institution which is a member of Nasdaq Riga. A legal person is considered to be "in Latvia", "in Estonia" or "in Lithuania", if such person has a securities account with a financial institution which is a member of Nasdaq Riga or such person's

registration number is a registration number of the Latvian, Estonian or Lithuanian Commercial Register.

Submitting Subscription Undertakings in Retail Offering

Subscription Undertakings may be submitted only during the Offer Period. An investor participating in the Offering may apply for the Offer Shares for the Offer Price only. The minimum investment amount is EUR 4.49 for which an investor can subscribe for one share. All investors participating in the Offering may submit Subscription Undertakings in euros only. An investor shall bear all costs and fees charged in connection with the submission, cancellation or amendment of a Subscription Undertaking pursuant to the price list of the respective financial institution who is a member of the Nasdaq Riga accepting the Subscription Undertaking.

In order to subscribe for the Offer Shares an investor must have a securities account with a financial institution who is a member of the Nasdaq Riga. The Subscription Undertakings submitted within the Retail Offering are registered through the auction system of the Nasdaq Riga. Investors may open a securities account through financial institution which is a member of the Nasdaq Riga. The list of financial institutions which are members of the Nasdaq Riga is available on the webpage of the Nasdaq Riga at <https://nasdaqbaltic.com/statistics/en/members> (in order to review the list of members of the Nasdaq Riga, selection "Riga" should be made).

Submission of Subscription Undertakings within Retail Offering

An investor wishing to subscribe for the Offer Shares must contact the financial institution, which is a member of the Nasdaq Riga and manages such investor's securities account, and submit a Subscription Undertaking for the purchase of the Offer Shares in the form accepted by the financial institution and in conformity with the terms and conditions of the Prospectus.

The investor may use any method that the respective financial institution offers to submit the Subscription Undertaking (e.g., physically at the client service venue of the account operator, over the internet or by other means).

An investor may submit a Subscription Undertaking through a nominee account only if such investor authorises in writing the holder of the nominee account to disclose in writing the investor's identity to Nasdaq Riga. Subscription Undertakings submitted through nominee accounts shall be taken into account in allocation only if the owner of the nominee account has disclosed in writing to Nasdaq Riga the investor's identity, place of residence or seat, personal identification number or registry code, the number of securities subscribed for and the total amount of the transaction. Among others, the person's permanent address, personal identification number or the registered address of a legal person must be disclosed. An investor may submit a Subscription Undertaking either personally or through a representative whom the investor has authorised to submit the Subscription Undertaking.

A Subscription Undertaking is deemed submitted from the moment Nasdaq Riga receives a duly completed transaction instruction from the financial institution managing investor's securities account. An investor must ensure that all information contained in the Subscription Undertaking is correct, complete and legible. The Company reserves the right to reject any Subscription Undertakings which are incomplete, incorrect or illegible, or which have not been completed and submitted during the Offer Period in accordance with all the terms and conditions of the Prospectus.

17.4. Institutional Offering

Rights to participate in the Institutional Offering

The Institutional Offering is directed at qualified investors within the meaning of Article 2(e) of the Prospectus Regulation member states of the European Economic Area and to other investors in reliance on certain exemptions available in the laws of respective member states. The Institutional Offering is carried out non-publicly. The Institutional Offering is not subject to a minimum application.

Submitting Subscription Undertakings in the Institutional Offering

In order to subscribe for the Offer Shares in the Institutional Offering, an application must be submitted during the Offer Period informing the Global Lead Manager or the financial institution who is a member of Nasdaq Riga of the number of Offer Shares the investor wishes to subscribe (the "**Subscription Undertaking**"). Prospective Investors

By submitting a Subscription Undertaking each Prospective Investor:

- (a) confirms that they have read this Prospectus and its Summary, including (but not limited to) risk factors set out in this Prospectus and a description of rights and obligations resulting from the ownership of the Shares;
- (b) accepts the terms and conditions of the Offering set out in this Section and elsewhere in this Prospectus and agrees with the Company that such terms will be applicable to the investor's acquisition of any Offer Shares;
- (c) acknowledges that the Offering does not constitute a binding sale offer of the Offer Shares, and that the submission of a Subscription Undertaking does not constitute the acceptance of a binding sales offer, and therefore does not in itself entitle the investor to acquire the Offer Shares, nor results in a contract for the sale of the Offer Shares between the Company or the Global Lead Manager and the investor;
- (d) accepts that the number of the Offer Shares indicated in the Subscription Undertaking will be regarded as the maximum number of Offer Shares which the investor wishes to acquire (the "Maximum Amount") and that the investor may receive less (but not more) Offer Shares than the Maximum Amount (described in more detail in Section 8 "Allocation of Offer Shares");
- (e) undertakes to acquire and pay for any number of Offer Shares allocated to them in accordance with these terms and conditions up to the Maximum Amount;
- (f) authorises the financial institution and instructs it to forward the registered Subscription Undertaking to Nasdaq Riga;
- (g) consents to the processing of investor's personal data to the extent such data processing is required for the purposes of the Offering in accordance with this Prospectus;
- (h) authorises the financial institution or Nasdaq Riga, as the case may be, to amend the information contained in the Subscription Undertaking, including to (i) specify the value date of the transaction and (ii) specify the number of Offer Shares to be purchased by the investor and the total amount of the transaction, which results by multiplying the Offer Price by the number of Offer Shares allocated to the respective investor.

Prospective Investors have the right to amend or cancel their Subscription Undertakings at any time until the end of the Offer Period. To do so, the investor must contact his/her/its financial institution which is a member of Nasdaq Riga through whom the Subscription Undertaking in question has been made and carry out the procedure required by the financial institution for amending or cancelling the Subscription Undertaking (such procedures may differ between different financial institutions).

have to submit the Subscription Undertaking with a value date that enables settlement "delivery versus payment" on 10 November 2021. The Global Lead Manager accepts the Subscription Undertakings of institutional investors with whom a mutual brokerage agreement is in place. Institutional investors, who do not have a brokerage agreement with the Global Lead Manager, should contact the financial institution, who is a member of the Nasdaq Riga, who manages the securities account of the respective investor, and submit a Subscription Undertaking in a format accepted by the respective financial institution for subscribing to the Offer Shares. An investor may use any method suggested by the account operator or the financial institution for submitting the Subscription Undertaking (e.g., physically at the location of the broker or the bank's customer service, via Internet Bank or in any other way). Any Prospective Investor may amend its Subscription Undertaking or cancel it at any time before the end of the Offer Period. For that, the

Prospective Investor should contact the financial institution, through which the respective Subscription Undertaking was submitted and carry out the actions required by the financial institution for changing or annulling that Subscription Undertaking.

An investor may submit the Subscription Undertaking through a nominee account only in case the investor authorises the holder of the nominee account to disclose the identity of the investor to

Nasdaq Riga in writing. Subscription Undertakings submitted via nominee accounts shall be taken into account upon allocation only if the holder of the nominee account has disclosed the investor's identity, its registered address and registry code, the number of securities subscribed for and the total amount of the transaction to Nasdaq Riga in writing.

17.5. Over-Allotment Option

The Company and the Shareholders have in connection with the Offering authorised the **Stabilising Manager**) to over allocate for the purpose of stabilisation up to 226,368 shares (the "**Over-Allotment Shares**"), i.e., 15% of Offer Shares. The Over-Allotment shares bear the same rights as the Offer Shares. Further information about the number of over-allotment shares sold in the Offering is presented in Section 17.16 "Dilution" of this Prospectus.

The Stabilising Manager will have the right to acquire Offer Shares on Nasdaq Riga in an amount equal to the Over-Allotment Shares by retaining the proceeds from the sale of the Offer Shares (the **Stabilisation Proceeds**"), in order to stabilise the stock market price of the Offer Shares at a level higher than that which would otherwise prevail in conformity with the applicable law (including with Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (Market Abuse Regulation)). The Company

and the Stabilising Manager shall notify of all transactions made for the purposes of stabilisation in accordance with applicable law. The Stabilising Manager may make the purchase within 30 calendar days as of commencement of the trading with the Shares on Nasdaq Riga First North (the "**Stabilisation Period**").

The stabilising transactions to purchase the Offer Shares may only be effected at a price not exceeding the Offer Price. The Stabilising Manager will not, however, be required to carry out any stabilisation actions. If any such actions are carried out by the Stabilising Manager, they may be discontinued at any time without prior notice. No assurance can be given that such stabilisation actions, if taken, will bring the expected results.

At the end of the Stabilisation Period, the Stabilising Manager will return any remaining Stabilisation Proceeds which were not used for stabilisation activities to the Company (net of respective costs).

17.6. Offer Price

The Offer Price is EUR 4.49 per one Offer Share, of which EUR 0.50 is the nominal value of one Offer Share and EUR 3.99 is the premium.

The Offer Price will be the same in the Retail Offering and in the Institutional Offering.

17.7. Payment

By submitting a Subscription Undertaking, each investor authorised the financial institution managing the investor's current account connected to their securities account to immediately block the whole transaction amount on the investor's current account until the settlement is completed or funds are released in accordance with the terms and conditions of this Prospectus. The transaction amount to be blocked will be equal to the Subscription Price multiplied by the Maximum Amount. An investor may submit a Subscription Undertaking only when there are sufficient funds on the current

account. The Offer Shares allocated to the investor shall be paid for as described in the Section 17.10 "Settlement and Trading".

Depending on the terms and conditions of the financial institution which is a member of the Nasdaq Riga, the financial institution which operates the current account connected to the investor's securities account may immediately block the whole transaction amount on the investor's current account until the settlement is completed or funds released in accordance with the terms and conditions described in this Prospectus. The Offer Shares allocated to the investor shall be paid for as described in Section 17.10 "Settlement and Trading".

17.8. Allocation of the Offer Shares

The Company together with the Global Lead Manager will decide on the allocation of the Offer Shares after the expiry of the Offering Period on or about 8 November 2021. The allocation of the Offer Shares between the Institutional Offering and the Retail Offering has not been previously determined. The Company together with the Global Lead Manager will determine the final allocation upon its sole discretion.

The Offer Shares will be allocated to the investors participating in the Retail Offering in accordance with the following principles, which the Company together with the Global Lead Manager may change depending on the distribution of Subscription Undertakings collected in the Retail Offering and the Institutional Offering, the total demand and other circumstances.

- iii. Employees of the Group who submitted a Subscription Undertaking in the Retail Offering are altogether guaranteed an allocation of the first 50,000 Offer Shares subscribed for;
- iv. Each investor who submitted a Subscription Undertaking in the Retail Offering during the first week of the Offering (prior to

29 October 16:00) is presumably guaranteed an allocation up to 100 of the Offer Shares subscribed for. In case of holding 100 or more of the Shares the respective investor is also entitled to participate in the Shareholders' benefit programme of the Issuer (for more information please see Section 9.6 of this Prospectus). For Subscription Undertakings, amended or supplemented after the referred term, the current allocation principle will apply only to the Offer Shares subscribed before the referred term.

provided that:
with respect to clause (i) above, the respective employee of the Group has been in an employment relationship with the Group as at 30 June 2021.

Upon over-subscription of the Offering, the Company may, at the proposal of the Global Lead Manager, decide to increase the number of Offer Shares by the number of Over-Allotment Shares, which would increase the number of Offer Shares up to 1,735,489 Offer Shares. These shares shall be allocated between the investors participating in the Offering in accordance with the principles

described in Section 8 “Allocation of Offer Shares” of this Prospectus. If the Offering is undersubscribed, the Company may reduce the number of the Offer Shares accordingly, or cancel the Offering as described in Section 17.14 “Postponement or Cancellation of the Offering” of this Prospectus. The funds blocked on the current account of the investor who participated in the Retail Offering will be released in the amount

corresponding to the Offer Price multiplied by the number of Shares not allocated to such investor as described under Section 13 “Return of Funds” of this Prospectus.

The Company expects to announce the results of the allocation process through the information system of Nasdaq Riga and the website of the Company at <https://www.virsi.lv/investoriem> on or about 8 November 2021.

17.9. Settlement Through the Global Lead Manager

In order to simplify and expedite the settlement of the Offering, the Global Lead Manager will borrow the necessary number of Shares from existing Shareholders (current Shareholders of the Company) and will allocate these existing Shares to investors in accordance with the allocation rules described above.

The proceeds of the Offering will then be passed to the Company and used by the Company to increase its share capital and issue new Shares to the Global Lead Manager. When such new Shares

are registered, the Global Lead Manager will return the new Shares to existing Shareholders (current Shareholders of the Company) in accordance with the share lending agreement between them.

During the period of time when the Global Lead Manager will hold Shares for the purpose of the Offering, no Shareholders’ Meetings will be held by the Company, and no shareholders’ resolution will be adopted.

17.10. Settlement and Trading

The settlement of the Offering will be carried out by the Nasdaq CSD. The Offer Shares allocated to investors will be transferred to their securities accounts from the securities account of the Global Lead Manager on or about 10 November 2021 through the “delivery versus payment” method simultaneously with the transfer of payment for such Offer Shares in accordance with the rules of Nasdaq CSD. The title to the Offer Shares will pass to the relevant investors when the Offer Shares are transferred to their securities accounts. If an investor has submitted several Subscription Undertakings through several securities accounts, the Offer Shares allocated to such investor will be transferred to all such securities accounts proportionally to the number of shares indicated in the Subscription Undertakings submitted for each account, rounded up or down as necessary, in order to ensure that a whole number of Offer Shares

is transferred to each securities account. If the transfer cannot be completed due to the lack of sufficient funds on the investor’s current account, the Subscription Undertaking of the respective investor will be rejected and the investor will lose all rights to the Offer Shares allocated to such investor.

Up until registration of this Prospectus, the Company submitted an application for admission to trading on First North to Nasdaq Riga for the listing and admission to trading of all the Shares of the Company, including the Offer Shares, on the Nasdaq First North. The Company will take all necessary measures in order to comply with the rules of Nasdaq Riga to ensure the application is approved. The expected date of listing and admission to trading of the Shares on the Nasdaq First North is on or about 11 November 2021.

17.11. Agreements Related to the Offering

Placement and Services Agreement

The Company has appointed AS LHV Pank as the Global Lead Manager and Bookrunner and intends to conclude a Placement and Services Agreement after registration of Prospectus in connection with the Offering, which includes, among others, the obligation of the Global Lead Manager to sell the Offer Shares “on a best effort basis”, and arrange the settlement of the Offering, act as a Stabilising Manager (please see Section 17.5 “Over-Allotment Option” of this Prospectus). The total commissions to be paid to the Global Lead Manager will be approximately up to EUR 0.28M in the event that investors subscribe for all of the Offer Shares (including the Over-allotment shares).

Lock-up Agreement

Jānis Riekstiņš, who owns 23.8% of the Company’s Shares before the Offering, has agreed without the prior written consent of AS LHV Pank not to, directly or indirectly, sell, contract to sell, exercise any option to sell, or otherwise dispose of any Shares of the Company owned by him during the period commencing on the date of the lock-up agreement (entered into on or about the start of the Offer Period) and ending after the lapse of 18 (eighteen) calendar months from the date of the lock-up agreement. The same restriction shall apply to any securities convertible into or exchangeable for the Shares of the Company and to any swap or other agreement or any transaction, the economic consequence of which would be the transfer of the ownership of the Shares of the Company. AS LHV Pank is not entitled

to unreasonably withhold its consent, provided that the proposed new owner of the locked-up shares of the Company has executed or has committed to execute a lock-up agreement on similar terms for the remaining term of the lock up period.

Jānis Rušmanis, who owns 23.6% of the Company’s Shares before the Offering, has agreed without the prior written consent of AS LHV Pank not to, directly or indirectly, sell, contract to sell, exercise any option to sell, or otherwise dispose of any Shares of the Company owned by him during the period commencing on the date of the lock-up agreement (entered into on or about the start of the Offer Period) and ending after the lapse of 18 (eighteen) calendar months from the date of the lock-up agreement. The same restriction shall apply to any securities convertible into or exchangeable for the Shares of the Company and to any swap or other agreement or any transaction, the economic consequence of which would be the transfer of the ownership of the Shares of the Company. AS LHV Pank is not entitled to unreasonably withhold its consent, provided that the proposed new owner of the locked-up shares of the Company has executed or has committed to execute a lock-up agreement on similar terms for the remaining term of the lock up period.

Ruta Plūme who owns 23.6% of the Company’s Shares before the Offering, has agreed without the prior written consent of AS LHV Pank not to, directly or indirectly, sell, contract to sell, exercise any option to sell, or otherwise dispose of any Shares of the Company owned by her during the period commencing on the date of the lock-up agreement (entered into on or about the start of the Offer Period)

and ending after the lapse of 18 (eighteen) calendar months from the date of the lock-up agreement. The same restriction shall apply to any securities convertible into or exchangeable for the Shares of the Company and to any swap or other agreement or any transaction, the economic consequence of which would be the transfer of the ownership of the Shares of the Company. AS LHV Pank is not entitled to unreasonably withhold its consent, provided that the proposed new owner of the locked-up shares of the Company has executed or has committed to execute a lock-up agreement on similar terms for the remaining term of the lock up period.

Ilgvars Zuzulis, which owns 14.5% of the Company's Shares before the Offering, has agreed without the prior written consent of AS LHV Pank not to, directly or indirectly, sell, contract to sell, exercise any option to sell, or otherwise dispose of any Shares of the Company owned by him during the period commencing on the date of the lock-up agreement (entered into on or about the start of the Offer Period) and ending after the lapse of 18 (eighteen) calendar months from the date of the lock-up agreement. The same restriction shall apply to any securities convertible into or exchangeable for the Shares of the Company and to any swap or other agreement or any transaction, the economic consequence of which would be the transfer of the ownership of the Shares of the Company. AS LHV Pank is not entitled to unreasonably withhold its consent, provided that the proposed new owner of the locked-up shares of the Company has executed or has committed to execute a lock-up agreement on similar terms for the remaining term of the lock up period.

Andris Prieditis, which owns 14.5% of the Company's Shares before the Offering, has agreed without the prior written consent of AS LHV Pank not to, directly or indirectly, sell, contract to sell, exercise any option to sell, or otherwise dispose of any Shares of the Company owned by him during the period commencing on the date of the lock-up agreement (entered into on or about the start of the Offer Period) and ending after the lapse of 18 (eighteen) calendar months from the date of the lock-up agreement. The same restriction shall apply to any securities convertible into or exchangeable for the Shares of the Company and to any swap or other agreement or any transaction, the economic consequence of which would be the transfer of the ownership of the Shares of the Company. AS LHV Pank is not entitled to unreasonably withhold its consent, provided that the proposed new owner of the locked-up shares of the Company has executed or has committed to execute a lock-up agreement on similar terms for the remaining term of the lock up period.

Market Maker Agreement

After registration of Prospectus, the Company and LHV Pank have consented to sign a Market Maker Agreement, where LHV Pank has undertaken to act as market maker for the Shares of the Company to increase their liquidity. In accordance with the Market Maker Agreement, LHV Pank will provide liquidity on both bid and ask sides around the Company by increasing market depth. The provision of services will commence as of admission of Shares to Trading.

17.12. Change to the Offer Price and Offer Period

In accordance with the Prospectus Regulation, the Company may be required to draw up a supplement to the Prospectus if the Offer Price of the Offering is changed or the Offer Period is shortened or prolonged. The obligation to register a supplement to the Prospectus may apply if the Offer Period is prolonged. The supplement to this Prospectus will be published after registration thereof in the same way as the Prospectus and its summaries.

Furthermore, in accordance with the Prospectus Regulation, every significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus which may affect the assessment of the securities and which arises or is noted between the time the Prospectus is approved and the time the Company's

Shares are listed on Nasdaq Riga shall be mentioned in a supplement to the Prospectus. All other changes will be disclosed through the information system of Nasdaq Riga and at the Company's website:

<https://www.virsi.lv/investoriem>.

In case the Company is required to publish a supplement to the Prospectus, an investor, who has submitted a Subscription Undertaking in the Offering before the publication of the supplement to the Prospectus, has a right to withdraw within 2 working days (or within another time period as specified in the supplement to this Prospectus) after publication of the supplement to the Prospectus in accordance with the procedure described under Section 17.3 "Retail Offering" and Section 17.4 "Institutional Offering".

17.13. Return of Funds

If the Offering or a part thereof is cancelled in accordance with the terms and conditions described in this Prospectus, if the investor's Subscription Undertaking is rejected or if the allocation deviates from the amount of Offer Shares applied for, the funds blocked on the investor's current account, or a part thereof (the amount in excess of

payment for the allocated Offer Shares), is expected to be released by the respective financial institution within two working days. Regardless of the reason for which funds are released, the Company shall not be liable for the release of the respective funds and for the payment of interest on the released funds for the time they were blocked.

17.14. Postponement or Cancellation of the Offering

The Company has reserved the right to postpone or cancel the Offering in full or in part at any time until the end of the Offer Period. The reason for postponement or cancellation of the Offering could be, among others, the following circumstances:

- Unexpected and significant change in the economic or political situation in Latvia or the world, which may affect the financial markets, the economic situation or the prospects and operation of the Group;
- Significant change or development, which affects the general situation, management, financial position, capital or results of operations of the Group;
- Insufficient demand for the Offer Shares and the Over-Allotment Shares.

Any cancellation of the Offering will be announced through the information system of Nasdaq Riga and through the Company's website (<https://www.virsi.lv/investoriem>). All rights and obligations of the parties in relation to the cancelled part of the Offering will be considered terminated as of the moment when such announcement is made public.

17.15. Conflicts of Interest

Certain members of the Supervisory Board of the Company own shareholdings in the Company and therefore such members of the Supervisory Board are interested in the future wellbeing and success of the Company, including success of the Offering (respective shareholding of certain Supervisory Board members is indicated under Section 7.1.2 of this Prospectus).

According to the knowledge of the Management Board of the Company, the persons related to the Offering have no other material personal interests from the viewpoint of the Offering. The Management Board is not aware of any conflict of interest relating to the Offering.

17.16. Dilution

As of the date of this Prospectus, the number of the Shares of the Company is 13,355,720. The number of the Offer Shares is up to 1,735,489 (including the over-allotment option). Therefore, the number of the Shares of the Company after the successful registration of the increase of the share capital of the Company will be up to 15,091,209, provided, however, that the number of the Offer Shares is not changed in accordance with the terms and conditions described in Section 17.14 "Postponement or Cancellation of the Offering". Therefore, the shareholdings in the Company existing immediately prior to the Offering will be diluted by up to 11.50% as a result of the Offering (with the assumption that existing

Shareholders do not subscribe in the course of the Offering for Shares corresponding to their shareholding). The Company's net asset value per share is EUR 812.55 as at 30 June 2021 (i.e., corresponding to the nominal value and amount of shares of the Company at 30 June 2021). Further information on the price formation of Offer Shares in the course of the Offering is provided under Section 17.6 "Offer Price". The following table shows the size of the holding of the Shareholders in the Company as at the date of this Prospectus and the assumed size after completion of the Offering (assuming that the Shareholders will not subscribe for additional shares during the Offering and that the Offer Shares are issued in full volume).

Shareholder	As at the date of Prospectus		After completion of the Offering, assuming the sale of all Offer Shares into the Offering		After completion of the Offering, assuming the sale of all Offer Shares and over-allotment shares into the Offering	
	Number of shares	% of votes	Number of shares	% of votes	Number of shares	% of votes
Jānis Riekstiņš	3,178,840	23.80%	3,178,840	21.38%	3,178,840	21.06%
Jānis Rušmanis	3,151,960	23.60%	3,151,960	21.20%	3,151,960	20.89%
Ruta Plūme	3,151,960	23.60%	3,151,960	21.20%	3,151,960	20.89%
Ilgvars Zuzulis	1,936,480	14.50%	1,936,480	13.03%	1,936,480	12.83%
Andris Priedītis	1,936,480	14.50%	1,936,480	13.03%	1,936,480	12.83%
Total Shareholder Shares	13,355,720	100%	13,355,720	89.85%	13,355,720	88.50%
Total Offer Shares	-	-	1,509,121	10.15%	1,735,489	11.50%
TOTAL SHARES	13,355,720	100%	14,864,841	100.00%	15,091,209	100.00%

18. Tax

The following Sections outline key principles of the Latvian, Estonian and Lithuanian tax regime that may be relevant to the acquisition, holding and transfer of the Shares and a general overview of taxation principles applicable to the Company as a Latvian tax resident. The following summary of certain Latvian, Estonian and Lithuanian tax aspects applicable to ownership of the Shares is based upon laws, regulations, rulings and Double Taxation Treaties in effect at the date of this Prospectus. However, legislative, judicial, or administrative changes or interpretations may be forthcoming that could affect or modify the statements set forth herein. Any such

18.1. The Republic of Latvia

18.1.1. Taxation of the Company

A general overview of taxation principles applicable to the Company as a Latvian tax resident is outlined in this Section.

The Company is subject to a number of tax obligations, including corporate income tax, value added tax, personal income tax (to the extent personal income tax is withheld at source as payroll tax or withholding tax, which may apply to other sources of income of private individuals), mandatory social insurance contributions, real estate tax, natural resource tax, vehicle operation tax, and company car tax, along with other taxes. The tax policy of the government may change in a manner creating material adverse effects on the business, prospects, financial condition, results of operations or cash flows of the Group.

18.1.2. Corporate income tax

Corporate income tax is not applicable upon accrual of profits but is payable upon distribution of profits (actual or deemed). Retained and reinvested profits are not taxable to corporate income tax.

The corporate income tax rate is 20% and applies to the taxable base that should be divided by a coefficient of 0.8.

Distribution of profits includes: dividends, payments equivalent to dividends and conditional dividends calculated upon completion of liquidation or reduction of share capital. Deemed distribution of profits includes, inter alia: non-business expenses, bad debts, increased interest payment adjustments, transfer pricing adjustments, liquidation quota, certain loans to related parties, certain transfer of assets upon reorganisation, certain transfer of assets to a permanent establishment abroad.

Corporate income tax is payable only at the level of the Company with the Company being responsible for calculating, declaring and paying the respective corporate income tax. Corporate income tax paid upon profit distribution (actual or deemed) is the Company's tax and not a withholding tax.

18.1.3. Dividend income of the Company

Dividends received by the Company from its Latvian shareholdings is not subject to corporate income tax upon receipt, nor will Latvian subsidiaries or affiliated companies apply withholding tax upon dividend payments to the Company. Only further distribution of Company's profits is subject to corporate income tax. Nevertheless, double taxation elimination rules apply, according to which the Company will not apply corporate income tax to distribution of profits in the amount of dividends received from its subsidiaries that are corporate income tax payers.

changes or interpretations may be retroactive and may affect the tax consequences for owners of the Shares.

The Sections do not constitute a comprehensive or exhaustive explanation of all possible taxation aspects that may be of relevance to the owners of the Shares and are not intended to constitute tax or legal advice to potential investors. Persons interested in acquiring the Offer Shares should seek individual professional tax advice from qualified tax advisors in order to establish particular tax implications of acquiring, holding or transferring the Shares.

When dividends received by the Company exceed the amount of further distributed profits by the Company within a tax period, the excess is attributable to profit distributions of the Company within the next tax periods in chronological order.

18.1.4. Capital gains of the Company

Capital gains of the Company are not subject to corporate income tax upon receipt but only further distribution of profits by the Company is subject to corporate income tax. Nevertheless, further distribution of profits of the Company is not subject to corporate income tax in the amount of profits from sale of shares of a subsidiary company that are held for at least 36 months (exception for disposal of shares in a company established in a low-tax or no-tax jurisdiction; or if in the accounting year of the disposal or the previous year more than 50% of the assets of the respective company comprise immovable property located in Latvia).

When profits from disposal of shares to which tax exemption may be applied exceed dividends distributed by the Company within the respective tax period, the excess amount is attributable to profit distributions of the Company within the next tax periods in chronological order.

18.1.5. Taxation of Shareholders

"Resident individual" under this Section means a private individual who is deemed a Latvian tax resident under Latvian laws and any applicable Double Taxation Treaty.

Under Latvian laws a resident individual is a private individual that has a declared place of residence in Latvia or has been present in Latvia for 183 days or longer during any twelve-month period, or is a Latvian citizen employed by the government of Latvia abroad.

Whenever a private individual qualifies as a tax resident under Latvian laws and the laws of another jurisdiction, the tax residency of that person is determined by applying the rules of the Double Taxation Treaty entered into between Latvia and the country concerned.

"Resident company" under this Section means a legal person that is deemed a Latvian tax resident under Latvian laws and any applicable Double Taxation Treaty.

Under Latvian laws a resident company is a Latvian resident primarily if it is established and registered in Latvia or if it should have been established and registered in Latvia according to Latvian laws due to performing certain activities in Latvia.

A permanent establishment is treated as a regular taxpayer in Latvia. Whenever any activity by a non-resident company is carried out in Latvia, then an assessment is necessary as to whether that activity creates a permanent establishment under Latvian laws and the applicable Double Taxation Treaty, if any.

18.1.6. Dividend income of shareholders

No withholding tax is applied to dividends distributed by the Company to resident and non-resident individuals or companies (except upon dividend payment to non-residents that are residing, located, established or registered in "black-listed" jurisdictions, when 20% withholding tax is applicable. These jurisdictions are specified in accordance with the Regulations of the Cabinet of Ministers No. 655 of 7 November 2017.)

Resident individuals do not pay personal income tax on dividends received if corporate income tax is applied upon profit distribution by the company concerned.

Considering that no withholding tax applies to dividend payments overall, non-resident individuals should determine if any tax payment and reporting obligations apply under the domestic laws in their country of residence. Non-resident individuals may not be able to credit tax payments by the Company to the tax liabilities in their country of residence, as tax paid in Latvia is corporate income tax and not personal income tax of the dividend recipient. This means that each non-resident individual should seek professional advice with respect to any tax obligations under the domestic law of their country of residence.

18.1.7. Resident companies do not pay corporate income tax upon receipt of dividends.

Non-resident companies should determine whether tax and reporting obligations apply under the domestic laws of their country of residence. The possibility to credit corporate income tax paid by the Company in Latvia upon profit distribution must be assessed in each individual case in line with the domestic laws of the jurisdiction concerned and applicable Double Taxation Treaty.

18.1.8. Capital gains of shareholders

Resident private individuals pay personal income tax of 20% on capital gains obtained by them from sale of the Shares. Capital gains are determined as the difference between the sale price and the acquisition value of an asset; losses from sale of assets within a tax year may be offset against income from sale of other assets of the same type within the same tax year.

Non-resident private individuals do not pay personal income tax in Latvia on capital gains from sale of publicly traded shares (i.e., the Shares) owned by a non-resident individual. A non-resident individual

might be required to pay income tax on the sale of publicly traded shares in their country of residence.

Other capital gains of a non-resident are overall subject to personal income tax of 20% in Latvia, unless the specific provisions of a Double Taxation Treaty allow tax exemption in Latvia to be applied. Whenever income is paid by a Latvian commercial company, cooperative company, a non-resident PE, institution, organisation, association, foundation or resident private individual that is registered as a performer of commercial activity, then personal income tax of 3% of the total value of the transaction is withheld at source. A non-resident private individual who is a resident of another EU member state or of a state that has signed a Double Taxation Treaty with Latvia may account for the sale transaction and make a personal income tax payment in the amount of 20% of the capital gains from the sale. Personal income tax of 3% of the total value of the transaction that was withheld at source may then be recovered. Investors should always seek professional advice to determine whether any tax and reporting obligations apply under any laws applicable to them.

Resident companies do not pay corporate income tax upon receipt of capital gains from disposal of the Shares irrespective of the percentage of the shareholding and holding period. However, the holding period of the Shares might affect taxation of further profit distribution by a resident company to its shareholders.

Non-resident companies do not pay corporate income tax in Latvia upon receipt of capital gains from sale of the Shares. No withholding tax is applied in Latvia to the respective income of non-resident companies, except when a non-resident company is registered, located or established in a "black-listed" jurisdiction and payment of income is made by a Latvian resident, who is obliged to withhold tax of 20% at source.

Non-resident companies should determine if tax or reporting obligations apply under the domestic law of their country of residence or any other laws.

18.1.9. Risks associated with taxation and changes in tax legislation

Future increases of applicable tax rates or imposition of additional taxes by the Latvian government or relevant EU authorities may reduce the profitability of the Company's business. The interpretation of tax laws and regulations may change, causing introduction of changes unfavourable to the Company. These changes may have a material adverse effect on the business, financial situation, prospects, results of operations or cash flow of the Company.

Future increase of applicable tax rates or imposition of additional taxes by the Latvian government may affect taxation of dividends or capital gains by shareholders who are Latvian residents.

18.2. The Republic of Estonia

The Company is not considered to be an Estonian tax resident. This Section outlines the key principles of the Estonian taxation system that may apply to the acquisition, holding and transfer of the Shares for shareholders that are tax residents of Estonia.

18.2.1. Taxation of Shareholders

"Resident individual" under this Section means a private individual who is deemed an Estonian tax resident under Estonian laws and any applicable Double Taxation Treaty.

Under Estonian laws a resident individual is a private individual whose place of residence is Estonia or who stays in Estonia for at least 183 days over the course of a period of twelve consecutive

calendar months. Estonian diplomats working abroad are also deemed to be Estonian residents for tax purposes.

If a private individual qualifies as tax-resident under Estonian law and the domestic law of another country, the tax residency of that person is determined by applying the Double Taxation Treaty entered into between Estonia and the country concerned.

"Resident company" under this Section means a legal person that is deemed an Estonian tax resident under Estonian laws and any applicable Double Taxation Treaty.

Under Estonian laws a resident company is primarily a tax resident in Estonia if it is established under Estonian laws.

18.2.2. Dividend income of Shareholders

No withholding tax applies to dividends distributed by the Company to Estonian resident individuals or companies.

Estonian resident individuals do not pay personal income tax on dividends received from foreign companies if either the underlying profits out of which dividends are paid have been subject to foreign corporate income tax or similar tax, or if income tax was withheld at source from the dividends concerned (corresponding documents must be produced). In other cases, Estonian resident individuals pay personal income tax of 20% on dividend income received from a foreign company.

18.2.3. Estonian resident companies do not pay corporate income tax upon receipt of dividends.

An Estonian resident company pays corporate income tax of 20% at 20/80 of the net amount only upon profit distribution by that company to its shareholders.

Distribution of profits includes dividends, liquidation proceeds, share buy-backs, capital reductions, certain issued loans to a shareholder or a partner, deemed profit distributions (such as transfer pricing adjustments, non-related business expenses and payments). Reduced corporate income tax at the rate of 14% at 14/86 of the net amount applies when an Estonian resident company makes regular profit distributions: dividends are paid in an amount below or equal to the extent of taxed dividends paid during the three preceding years. Certain corporate income tax exemptions might apply for

18.3. The Republic of Lithuania

The Company is not considered to be a Lithuanian tax resident. This Section outlines the key principles of the Lithuanian taxation system that may apply to the acquisition, holding and transfer of the Shares for shareholders that are tax residents of Lithuania.

18.3.1. Taxation of Shareholders

“Resident individual” under this Section means a private individual who is deemed a Lithuanian tax resident under Lithuanian laws and any applicable Double Taxation Treaty.

Under Lithuanian laws a resident individual is a private individual whose permanent place of residence during the tax period is in Lithuania or whose personal, social or economic interests during the tax period may be considered to be in Lithuania rather than in a foreign country or who stays in Lithuania, continuously or intermittently, for 183 or more days during a tax period or who stays in Lithuania, continuously or intermittently, for 280 or more days during a number of successive tax periods and who, during one of those periods, stayed in Lithuania, continuously or intermittently, for 90 or more days or who is a Lithuanian citizen residing outside Lithuania and receives remuneration for work and enjoys the cost of living in another country covered by Lithuanian state or municipal budgets.

“Resident company” under this Section means a legal person that is deemed a Lithuanian tax resident under Lithuanian laws and any applicable Double Taxation Treaty.

Under Lithuanian laws a resident entity is primarily a tax resident in Lithuania if it is incorporated in Lithuania or its activities create a permanent establishment in Lithuania for tax purposes.

further distribution of profits to the shareholders of an Estonian resident company.

18.2.4. Capital gains of Shareholders

Estonian resident individuals pay personal income tax of 20% on capital gains from disposal or exchange of shares. Capital losses can be offset against capital gains. Nevertheless, a tax-exempt investment account scheme applies to Estonian resident individuals, under which individuals can defer the moment of taxation of investment income and capital gains derived from qualified securities. Under certain conditions, individuals can reinvest the income concerned without paying income tax.

Estonian resident companies do not pay corporate income tax upon receipt of capital gains. General corporate income tax principles apply to the income of Estonian resident companies from disposal of a shareholding. Namely, Estonian resident companies pay corporate income tax of 20% at 20/80 of the net amount (or in certain cases 14% at 14/86 of the net amount) upon profit distribution by an Estonian resident company to its shareholders and no tax is levied upon accrual of income.

18.2.5. Other Taxes

No transfer tax, value added tax, stamp duty or similar taxes are assessed on the purchase, sale or other transfer of the Shares. No net wealth tax applies in Estonia.

Risks associated with taxation and changes in tax legislation Future increase of applicable tax rates or imposition of additional taxes by the Estonian government may affect taxation of dividends or capital gains by shareholders who are Estonian residents.

18.3.2. Dividend income of Shareholders

No withholding tax is applied to dividends distributed by the Company to Lithuanian resident individuals or companies.

18.3.3. Lithuanian resident individuals pay income tax of 15% on dividends received.

Generally, Lithuanian resident companies pay corporate income tax on profits, including dividends. Taxable income is calculated by reducing general income within a certain tax period by deductible expenses and non-taxable income. The general corporate income tax rate is 15%. A reduced rate of 5% applies to corporate profits of small companies that conform to certain criteria. Newly established small companies are entitled to apply corporate income tax at a 0% rate for the first year of activity if certain conditions are met.

Lithuanian resident companies do not pay corporate income tax on dividends received that are distributed by a foreign taxable company registered or otherwise established in any state of the European Economic Area and whose profits are subject to corporate income tax or similar tax.

18.3.4. Capital gains of Shareholders

Lithuanian resident individuals pay personal income tax of 15% on income annually not exceeding 120 average salaries, and 20% on any amounts exceeding that amount. However, the following capital gains are tax-exempt: capital gains on disposal of property not exceeding EUR 2,500 in a tax period; capital gains on disposal of financial instruments not exceeding EUR 500 in a tax period, with certain exceptions applicable.

Lithuanian resident companies pay corporate income tax on profits, including capital gains. General corporate income tax principles apply to income of Lithuanian resident companies from sale of shareholdings. Namely, corporate income tax of 15% (or a reduced rate of 0% or 5% in certain cases) applies to taxable income that is calculated by reducing general income within a certain tax period by deductible expenses and non-taxable income.

Lithuanian resident companies do not pay corporate income tax from capital gains that are derived from disposal of shares in a company incorporated in the European Economic Area or in a country with which Lithuania has a valid Double Taxation Treaty and that pays corporate income tax or similar tax in its country of residence if the following conditions are met: the Lithuanian resident entity holds more than 10% of the voting shares for a continuous period of at least two years or, upon reorganisation, a continuous period of at least three years.

18.3.5. Other Taxes

No transfer tax, value added tax, stamp duty or similar taxes are assessed on the purchase, sale or other transfer of the Shares. No net wealth tax is applied in Lithuania.

18.3.6. Risks associated with taxation and changes in tax legislation

Future increase of applicable tax rates or imposition of additional taxes by the Lithuanian government may affect taxation of dividends or capital gains of shareholders who are Lithuanian residents.



19. Glossary

The following definitions apply throughout this Prospectus unless the context requires otherwise. These are not intended as technical

definitions and are provided solely for assistance in understating certain terms used in this Prospectus.

Agro Diesel	Type of diesel fuel sold primarily for the use of agricultural machinery.
Admission of Shares to Trading	Admission of Shares to Trading on Nasdaq Riga First North.
Alternative Performance Measures or APMs	Certain financial and operating performance measures that are not defined or recognised under the IFRS and which are considered to be “alternative performance measures” as defined in the “ESMA Guidelines on Alternative Performance Measures” issued by the European Securities and Markets Authority on 5 October 2015.
Articles of Association	Articles of Association of the Company effective as at the date of this Prospectus.
Audited Financial Statements of the Company	The audited financial statements of the Company pertaining to the three financial years which ended on 31 December 2020, 31 December 2019, 31 December 2018 together with the annual management report and the independent auditor’s report.
B2B	Business-to-business.
The Baltic States, the Baltics	The Republic of Latvia, the Republic of Estonia, and the Republic of Lithuania as a whole.
Belarus	The Republic of Belarus.
Bio-Venta	SIA “Bio-Venta”, registration number: 41203022482, registered address: Ziemeļu iela 21F, Ventspils, LV-3604.
Cabinet of Ministers Regulations No.442	Procedures for Ensuring Compliance of Information and Communication Technology Systems with Minimum Security Requirements, adopted on 28 July 2015.
CIT	Latvian Corporate Income Tax.
CNG	Compressed natural gas.
CO₂	Carbon dioxide.
Commercial Law	Commercial Law of the Republic of Latvia, adopted on 13 April 2000.
Commercial Register	The Commercial Register of the Register of Enterprises of the Republic of Latvia.
Company, Issuer	Akciju sabiedrība “Virši-A”, a joint-stock company registered in the Latvian Commercial Register with registration number 40003242737, having its registered address at 17 Kalna Street, Aizkraukle, LV-5101, Latvia.
Consolidated Financial Statements	The audited consolidated financial statements of the Group for the year ended 31 December 2020.
COVID-19	The respiratory illness caused by the SARS-CoV-2 virus.
Delegated Regulation	Regulation (EU) 2019/980 of 14 March 2019 supplementing the Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004.
Directive 2018/2001	Directive (EU) 2018/2001 of the European Parliament and of the Council of 11 December 2018 on the promotion of the use of energy from renewable sources.
Double Taxation Treaty	General reference to any applicable tax treaty for the avoidance of double taxation and the prevention of fiscal evasion with respect to taxes on income that is concluded by Latvia, Estonia or Lithuania.
EBITDA	Earnings before interest, taxes, depreciation and amortisation.
Electricity Market Law of Latvia	The Electricity Market Law of the Republic of Latvia, adopted on 5 May 2005.
Energy Law of Latvia	Electricity Market Law of the Republic of Latvia, adopted on 3 September 1998.
Estonia	The Republic of Estonia.
Estonian Commercial Register	Commercial Register of the Republic of Estonia.
European Green Deal	Policies and initiatives established by the European Commission related to climate neutrality.
EU, European Union	The European Union.
EUR	The official currency of Eurozone countries, including Latvia, Estonia, and Lithuania, being the euro.
EURIBOR	Euro Interbank Offered Rate.
Eurozone	The economic and monetary union of the European Union member states which have adopted the euro as their single official currency.

Extraordinary Meeting of Shareholders	The Extraordinary Meeting of the Company's shareholders, the highest governing body of the Company.
FCMC	Financial and Capital Market Commission (<i>Finanšu un kapitāla tirgus komisija</i>).
Financial Instruments Market Law	Financial Instruments Market Law of the Republic of Latvia, adopted on 20 November 2003.
Financial Statements	Interim Financial Statements and Audited Financial Statements of the Company, and Consolidated Financial Statements.
General Meeting of Shareholders	The General Meeting of the Company's shareholders, the highest governing body of the Company.
Global Lead Manager	AS LHV Pank, a bank registered as a public limited company in Estonia, registered in the Estonian Commercial Register under register code 10539549, registered address Tartu mnt 2, 10145 Tallinn, Estonia.
Group	The Company and all its Subsidiaries.
IAS	International Accounting Standards.
IFRS	International Financial Reporting Standards.
Institutional Offering	The non-public offering of the Offer Shares in Latvia and in selected member states of the European Economic Area to qualified investors within the meaning of Article 2(e) of the Prospectus Regulation and other types of investors in reliance on certain exemptions available under the laws of each jurisdiction where the Offering is being made.
Interim Financial Statements	Reviewed consolidated interim financial statements of the Group for the 6-month period ended on 30 June 2021.
ISIN	International Securities Identification Number.
IT	Information technology.
Key Executives	Employees of the highest managerial level who are in charge of the general management and operation of the Group's companies and are the most valuable asset of the Group, at the discretion of the Company.
Latvia	The Republic of Latvia.
Latvian Association of Certified Auditors	Association of Certified Auditors of the Republic of Latvia.
Lithuania	The Republic of Lithuania.
LNG	Liquefied natural gas.
Management Board	The Management Board of the Company.
Member States	The Member States of the European Union.
MIFID II	Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU.
Nasdaq CSD	Nasdaq CSD SE (Societas Europaea), the regional Baltic central securities depository (CSD), register code 40003242879, registered address Valņu iela 1, Riga, LV-1050.
Nasdaq Riga	Akciju sabiedrība Nasdaq Riga, registration number 40003167049, registered address at Valņu iela 1, Riga, LV-1050.
Nasdaq Riga First North	The Nasdaq Riga First North multilateral trading facility operated by Nasdaq Riga, AS.
Latvian GAAP	Generally Accepted Accounting Principles pursuant to applicable laws of Latvia.
Offering	The Retail Offering and the Institutional Offering jointly.
Offer Period	Period during which Prospective Investors may subscribe for the Offer Shares commencing on 25 October 2021 at 10:00 and is expected to end on 5 November 2021 at 15:30.
Offer Price	The price at which each Offer Share is to be issued or sold under the Offering.
Offer Shares	Up to 1 735 489 Shares (including the over-allotment option) that are being offered to Prospective Investors in the course of the Offering.
OPEC	The Organisation of the Petroleum Exporting Countries.
PIT	Latvian Personal Income Tax.
Prospective Investor	A person considering the possibility of investing in the Company.
Prospectus	This document.
Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public of admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

Public Utilities Commission	The Public Utilities Commission of Latvia.
Regulations Regarding General Authorisation and Registration in the Energy Sector of Public Utilities Commission	Regulations regarding General Authorisation and Registration in the Energy Sector of Public Utilities Commission of the Republic of Latvia, adopted on 7 March 2019.
Retail Offering	The public offering of the Offer Shares to retail investors in Latvia, Estonia and Lithuania.
Rocket Bean Roastery	SIA "Rocket Bean Roastery", registration number 40103790009, registered address at Valmieras iela 43-7, Riga, LV-4201.
Rural Support Service	Rural Support Service of the Republic of Latvia.
Russia	The Russian Federation.
SIA ORLEN Latvija	SIA "ORLEN Latvija", registration number 40003637994, registered address at Bauskas iela 58A – 13, Riga, LV-1004.
Securities Act	The United States Securities Act of 1933, as amended.
Shares	All shares of the Company including Offer Shares, with a nominal value of EUR 0.50 per share.
Shareholder	Natural or legal person(s) holding the Share(s) of the Company at any relevant point in time.
Subsidiaries	(1) SIA "Viršu nekustamie īpašumi", a limited liability company with registration No 40103667340, having its registered address at 17 Kalna Street, Aizkraukle, LV-5101, Latvia; (2) SIA "VIRŠI loģistika", a limited liability company with registration No 48703002157, having its registered address at 17 Kalna Street, Aizkraukle, LV-5101, Latvia; (3) SIA "VIRŠI Renergy", a limited liability company with registration No 45403058402, having its registered address at 17 Kalna Street, Aizkraukle, LV-5101, Latvia.
Subscription Undertaking	An order submitted by an investor for the purchase of the Offer Shares in accordance with the terms and conditions of the Offering.
Supervisory Board	The Supervisory Board of the Company.
Transport Energy Law	The draft project of the Transport Energy Law of Latvia currently under legislative review prior further adoption.
United States or US	The United States of America.
US dollar	United States Dollars, the lawful currency of the United States of America.
VAT	Value Added Tax.



Company:

Akciju sabiedrība VIRŠI-A

(Registration No. 40003242737, registered address at 17 Kalna Street, Aizkraukle, LV-5101, Latvia)



Global Lead Manager and Bookrunner:

AS LHV Pank

(Registration No. 10539549, registered address at Tartu mnt 2, Tallinn, 10145, Estonia)

EVERSHEDS
SUTHERLAND
BITĀNS

Legal Advisor:

ZAB Eversheds Sutherland Bitāns SIA

(Registration No. 40203329751, registered address at Lāčplēša iela 20A - 9, Rīga, LV-1011, Latvia)

20. Schedule 1

The Company's audited stand-alone statements for the year ended 31 December 2018, year ended 31 December 2019 and year ended 31 December 2020, each together with the annual management report and the independent auditor's report.

AS "Virši-A"

(VIENOTAIS REĢISTRĀCIJAS NUMURS 40003242737)

2018. GADA PĀRSKATS

SAGATAVOTS SASKAŅĀ AR

LR GADA PĀRSKATU UN KONSOLIDĒTO GADA PĀRSKATU LIKUMU
UN NEATKARĪGU REVIDENTU ZIŅOJUMS

Rīga, 2019



Neatkarīgu revidentu ziņojums

AS "VIRŠI-A" akcionāriem

Mūsu atzinums par finanšu pārskatu

Esam veikuši AS "VIRŠI-A" ("Sabiedrība") pievienotajā gada pārskatā ietvertā finanšu pārskata no 8. līdz 26. lapai revīziju. Pievienotais finanšu pārskats ietver:

- bilanci 2018. gada 31. decembrī,
- peļņas vai zaudējumu aprēķinu par gadu, kas noslēdzās 2018. gada 31. decembrī,
- pašu kapitāla izmaiņu pārskatu par gadu, kas noslēdzās 2018. gada 31. decembrī,
- naudas plūsmas pārskatu par gadu, kas noslēdzās 2018. gada 31. decembrī, kā arī
- finanšu pārskata pielikumu, kas ietver nozīmīgu grāmatvedības uzskaites principu kopsavilkumu un citu paskaidrojošu informāciju.

Mūsaprāt, pievienotais finanšu pārskats sniedz patiesu un skaidru priekšstatu par AS "VIRŠI-A" finansiālo stāvokli 2018. gada 31. decembrī un par tās darbības finanšu rezultātiem un naudas plūsmu gadā, kas noslēdzās 2018. gada 31. decembrī, saskaņā ar Latvijas Republikas Gada pārskatu un konsolidēto gada pārskatu likumu ("Gada pārskatu un konsolidēto gada pārskatu likums").

Atzinuma pamatojums

Atbilstoši Latvijas Republikas Revīzijas pakalpojumu likumam ("Revīzijas pakalpojumu likums") mēs veicām revīziju saskaņā ar Latvijas Republikā atzītiem starptautiskajiem revīzijas standartiem (turpmāk- SRS). Mūsu pienākumi, kas noteikti šajos standartos, ir turpmāk aprakstīti mūsu ziņojuma sadaļā *Revidenta atbildība par finanšu pārskata revīziju*.

Mēs esam neatkarīgi no Sabiedrības saskaņā ar Starptautiskās Grāmatvežu ētikas standartu padomes izstrādātā Profesionālu grāmatvežu ētikas kodeksa (SGĒSP kodekss) prasībām un Revīzijas pakalpojumu likumā iekļautajām neatkarības prasībām, kas ir piemērojamas mūsu veiktajai finanšu pārskata revīzijai Latvijas Republikā. Mēs esam ievērojuši arī SGĒSP kodeksā un Revīzijas pakalpojumu likumā noteiktos pārējos profesionālās ētikas principus un objektivitātes prasības.

Mēs uzskatām, ka mūsu iegūtie revīzijas pierādījumi dod pietiekamu un atbilstošu pamatojumu mūsu atzinumam.

Ziņošana par citu informāciju

Par citu informāciju atbild Sabiedrības vadība. Citu informāciju veido:

- ✓ Sabiedrības valdes un padomes sastāvs, kas sniegts pievienotā gada pārskata 4. lapā;
- ✓ Informācija par Sabiedrības akcionāru sastāvu, kas sniegta pievienotā gada pārskata 13.lapā;
- ✓ Vadības ziņojums, kas ietverts pievienotā gada pārskata 5.-7. lapā.

Mūsu atzinums par finanšu pārskatu neattiecas uz gada pārskatā ietverto citu informāciju, un mēs nesniedzam par to nekāda veida apliecinājumu, izņemot to kā norādīts mūsu ziņojuma sadaļā *Citas ziņošanas prasības saskaņā ar Latvijas Republikas tiesību aktu prasībām*.

Saistībā ar finanšu pārskata revīziju mūsu pienākums ir iepazīties ar citu informāciju un, to darot, izvērtēt, vai šī cita informācija būtiski neatšķiras no finanšu pārskata informācijas vai no mūsu zināšanām, kuras mēs ieguvām revīzijas gaitā, un vai tā nesatur cita veida būtiskas neatbilstības.

Ja, balstoties uz veikto darbu un ņemot vērā revīzijas laikā gūtās ziņas un izpratni par Sabiedrību un tās darbības vidi, mēs secinām, ka citā informācijā ir būtiskas neatbilstības, mūsu pienākums ir ziņot par šādiem apstākļiem. Mūsu uzmanības lokā nav nākuši apstākļi, par kuriem būtu jāziņo.

Citas ziņošanas prasības saskaņā ar Latvijas Republikas tiesību aktu prasībām

Papildus tam, saskaņā ar Revīzijas pakalpojumu likumu mūsu pienākums ir sniegt viedokli, vai Vadības ziņojums ir sagatavots saskaņā ar tā sagatavošanu reglamentējošā normatīvā akta, Gada pārskatu un konsolidēto gada pārskatu likuma, prasībām.

Pamatojoties vienīgi uz mūsu revīzijas ietvaros veiktajām procedūrām, mūsaprāt:

- Vadības ziņojumā par pārskata gadu, par kuru ir sagatavots finanšu pārskats, sniegtā informācija atbilst finanšu pārskatam, un

- Vadības ziņojums ir sagatavots saskaņā ar Gada pārskatu un konsolidēto gada pārskatu likuma prasībām.

Vadības un personu, kurām uzticēta Sabiedrības pārraudzība, atbildība par finanšu pārskatu

Vadība ir atbildīga par tāda finanšu pārskata, kas sniedz patiesu un skaidru priekšstatu, sagatavošanu saskaņā ar Gada pārskatu un konsolidēto gada pārskatu likumu, kā arī par tādas iekšējās kontroles sistēmas uzturēšanu, kāda saskaņā ar vadības viedokli ir nepieciešama, lai būtu iespējams sagatavot finanšu pārskatu, kas nesatur ne krāpšanas, ne kļūdas dēļ izraisītas būtiskas neatbilstības.

Sagatavojot finanšu pārskatu, vadības pienākums ir izvērtēt Sabiedrības spēju turpināt darbību, pēc nepieciešamības sniedzot informāciju par apstākļiem, kas saistīti ar Sabiedrības spēju turpināt darbību un darbības turpināšanas principa piemērošanu, ja vien vadība neplāno Sabiedrības likvidāciju vai tās darbības izbeigšanu, vai arī tai nav citas reālas alternatīvas kā Sabiedrības likvidācija vai darbības izbeigšana.

Personas, kurām uzticēta Sabiedrības pārraudzība, ir atbildīgas par Sabiedrības finanšu pārskata sagatavošanas procesa uzraudzību.

Revidenta atbildība par finanšu pārskata revīziju

Mūsu mērķis ir iegūt pietiekamu pārliecību par to, ka finanšu pārskats kopumā nesatur kļūdas vai krāpšanas dēļ izraisītas būtiskas neatbilstības, un sniegt revidentu ziņojumu, kurā izteikts atzinums. Pietiekama pārliecība ir augsta līmeņa pārliecība, bet tā negarantē, ka revīzijā, kas veikta saskaņā ar SRS, vienmēr tiks atklāta būtiska neatbilstība, ja tāda pastāv. Neatbilstības var rasties krāpšanas vai kļūdas dēļ, un tās ir uzskatāmas par būtiskām, ja var pamatoti uzskatīt, ka tās katra atsevišķi vai visas kopā varētu ietekmēt saimnieciskos lēmumus, ko lietotāji pieņem, balstoties uz šo finanšu pārskatu.


Veicot revīziju saskaņā ar SRS, visa revīzijas procesa gaitā mēs izdarām profesionālus spriedumus un saglabājam profesionālo skepticismu. Mēs arī:

- identificējam un izvērtējam riskus, ka finanšu pārskatā varētu būt krāpšanas vai kļūdas dēļ izraisītas būtiskas neatbilstības, izstrādājam un veicam revīzijas procedūras šo risku mazināšanai, kā arī iegūstam revīzijas pierādījumus, kas sniedz pietiekamu un atbilstošu pamatojumu mūsu atzinumam. Risks, ka netiks atklātas būtiskas neatbilstības krāpšanas dēļ, ir augstāks nekā risks, ka netiks atklātas kļūdas izraisītas neatbilstības, jo krāpšana var ietvert slepenas norunas, dokumentu viltošanu, informācijas neuzrādīšanu ar nodomu, informācijas nepatiesu atspoguļošanu vai iekšējās kontroles pārkāpumus;
- iegūstam izpratni par iekšējo kontroli, kas ir būtiska revīzijas veikšanai, lai izstrādātu konkrētajiem apstākļiem atbilstošas revīzijas procedūras, bet nevis, lai sniegtu atzinumu par Sabiedrības iekšējās kontroles efektivitāti;
- izvērtējam pielietoto grāmatvedības politiku atbilstību un grāmatvedības aplēšu un attiecīgās vadības uzrādītās informācijas pamatotību;
- izdarām secinājumu par vadības piemērotā darbības turpināšanas principa atbilstību, un, pamatojoties uz iegūtajiem revīzijas pierādījumiem, par to, vai pastāv būtiska nenoteiktība attiecībā uz notikumiem vai apstākļiem, kas var radīt nozīmīgas šaubas par Sabiedrības spēju turpināt darbību. Ja mēs secinām, ka būtiska nenoteiktība pastāv, revidentu ziņojumā tiek vērsta uzmanība uz finanšu pārskatā sniegto informāciju par šiem apstākļiem, vai, ja šāda informācija nav sniegta, mēs sniedzam modificētu atzinumu. Mūsu secinājumi ir pamatoti ar revīzijas pierādījumiem, kas iegūti līdz revidentu ziņojuma datumam. Tomēr nākotnes notikumu vai apstākļu ietekmē Sabiedrība savu darbību var pārtraukt;
- izvērtējam vispārēju finanšu pārskata struktūru un saturu, ieskaitot atklāto informāciju un skaidrojumus pielikumā, un to, vai finanšu pārskats patiesi atspoguļo pārskata pamatā esošos darījumus un notikumus.

Mēs sazināties ar personām, kurām uzticēta Sabiedrības pārraudzība, un, cita starpā, sniedzam informāciju par plānoto revīzijas apjomu un laiku, kā arī par svarīgiem revīzijas novērojumiem, tajā skaitā par būtiskiem iekšējās kontroles trūkumiem, kādus mēs identificējam revīzijas laikā.

SIA „Ieva Liepiņa birojs”

Zvērinātu revidentu komercsabiedrība ar licenču Nr. 139


Ieva Liepiņa
Valdēs locekle
Atbildīgā zvērinātā revidente
Sertifikāta Nr.161



Rīga, Latvija
2019.gada 5.aprīlis

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Vispārīga informācija

Sabiedrības nosaukums	Virši-A
Komersanta veids	Akciju sabiedrība
Reģistrācijas numurs, datums	40003242737, 1995. gada 6. janvāris
Juridiskā adrese	Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvija, LV-5101
Valdes locekļi	Jānis Riekstiņš, valdes priekšsēdētājs Jānis Rušmanis, valdes loceklis Ilgvars Zuzulis, valdes loceklis Andris Priedītis, valdes loceklis
Padomes locekļi	Madara Volksone, padomes priekšsēdētāja Ausma Rušmane, padomes priekšsēdētājas vietniece Silva Skudra, padomes locekle
Galvenais grāmatvedis	Jeļena Laurinaviča
Revidenti	SIA „Ievas Liepiņas birojs” Reģ.Nr.40003747546 Brīvības iela 39, Rīga, LV-1010 Licence Nr.139 Ieva Liepiņa Zvērināta revidente Sertifikāts Nr. 161

Vadības ziņojums

Darbības veids

AS „Virši-A” ir lielākais Latvijas pašmāju degvielas tirgotājs ar 100% Latvijas kapitālu (turpmāk tekstā arī „Sabiedrība” un „Uzņēmums”). Sabiedrība nodarbojas ar naftas produktu vairumtirdzniecību un mazumtirdzniecību, kā arī ar auto preču un pārtikas mazumtirdzniecību savā degvielas uzpildes stacijā (turpmāk tekstā „DUS”) tīklā. Sabiedrības akciju kapitāls ir EUR 910 560, un to veido 6 504 akcijas. Katras akcijas nominālvērtība ir EUR 140. Visas akcijas ir pilnībā apmaksātas.

Sabiedrības darbība pārskata gadā

2018. gada laikā Sabiedrība turpināja veiksmīgi īstenot Uzņēmuma izstrādāto attīstības stratēģiju, kas paredz būtisku tīkla paplašināšanu, vizuālā tēla un koncepta pilnveidošanu, degvielas uzpildes staciju modernizāciju un nemainīgi augstas kvalitātes produktu un servisa nodrošināšanu saviem klientiem, kā arī Latvijas ražotāju atbalstīšanu, sniedzot tiem iespēju ar saviem ražojumiem nonākt AS „Virši A” veikalu plauktos. Gada laikā AS „Virši-A” tīklu veidoja 56 degvielas uzpildes stacijas (DUS), pārdotais degvielas apjoms mazumtirdzniecībā pieauga par 8.8%, savukārt preču mazumtirdzniecības apgrozījums palielinājās par 24.3%. Kopējais Sabiedrības apgrozījums 2018. gadā pieauga par 21.5%. Būtiskais apgrozījuma pieaugums bija rezultāts vairākām mērķtiecīgi veiktām aktivitātēm, tajā skaitā, staciju tīkla modernizēšanai un jaunu staciju izveidei, piedāvāto produktu sortimenta optimizācijai un pilnveidošanai, kā arī zīmola atpazīstamības veicināšanai mērķauditorijas vidū.

2018. gada laikā tika atklātas 1 jauna degvielas uzpildes stacija, kura atrodas Rīgā: DUS Rumbula – Maskavas ielā 450K. Tāpat pārskata gada laikā tika veikta 14 DUS renovācija un modernizācija, lai tie atbilstu augstākās kvalitātes standartiem un veidotu vienota uzņēmuma tēlu, un veikti sagatavošanās darbi, lai būtiski paplašinātu degvielas uzpildes staciju tīklu 2019. gadā. Izvērtējot investīciju atdevi, tika veikta arī DUS tīkla optimizācija, kā rezultātā 1 stacija tika slēgta. 2019. gada laikā AS „Virši-A” plāno atvērt līdz 7 jaunām degvielas uzpildes stacijām, kā arī turpināt veikt būtiskas investīcijas esošo staciju modernizācijā. Uz gada pārskata iesniegšanas brīdi 1 no plānotajām 2019. gada degvielas uzpildes stacijām jau ir atklāta un atrodas Krustpīlī: DUS Krustpīlis – Varoņu ielā 10. DUS Krustpīlis ir pirmā degvielas uzpildes stacija Latvijā, kas nodrošina klientiem iespēju veikt CNG (saspiestā dabas gāze) uzpildi.

AS „Virši-A” 2017. gadā tika iekļauta Padzījinātās sadarbības programmas dalībnieku reģistrā un 2019. gadā kļuva par Zelta līmeņa dalībnieku. Sabiedrība 2018. gadā veica nodokļu maksājumus vairāk kā 30.7 miljonu eiro apmērā. 2017. gadā AS „Virši-A” veica nodokļu maksājumus 24 miljoni eiro apmērā, kļūstot par lielāko nodokļu maksātāju Zemgales plānošanas reģionā lielo nodokļu maksātāju grupā.

Lai nodrošinātu augstas kvalitātes degvielu saviem klientiem, AS „Virši-A” lielākais degvielas piegādātājs degvielas uzpildes staciju tīklam nemainīgi bija SIA „Orlen Latvija”. SIA „Orlen Latvija” ir Lietuvas naftas pārstrādes uzņēmuma Orlen Lietuva pārstāvniecība Latvijā un ir atbildīga par naftas produktu realizāciju Latvijas teritorijā no naftas pārstrādes rūpnīcas Mažeikos. Orlen ir lielākā Centrāleiropas naftas pārstrādes kompānija.

Kopumā 2018. gadā tendences degvielas mazumtirdzniecībā Latvijā, salīdzinot ar 2017. gadu, ir nedaudz mainījušās. 2018. gadā kopējais degvielas mazumtirdzniecības apgrozījums Latvijā ir palielinājies par 15.8% līdzīgi kā 2017. gadā, kad tas palielinājās par 10.8% saskaņā ar Centrālās statistikas pārvaldes datiem. Tomēr apgrozījuma pieaugums 2018. gadā galvenokārt skaidrojams ar naftas cenu kāpumu tirgū, nevis ar realizētās degvielas apjoma palielināšanos. Saskaņā ar VID datiem 2018. gadā mazumtirdzniecībā kopumā realizētās degvielas apjoms tonnās bija tikai par 1.8% vairāk kā 2017. gadā (2017. gadā par 5% vairāk kā 2016. gadā, un 2016. gadā par 7% vairāk kā 2015. gadā). Ņemot vērā degvielas tirgus tendences, viens no svarīgākajiem Sabiedrības mērķiem arī 2018. gadā bija apgrozījuma pieaugums un rentabilitātes noturēšana. Uzņēmuma degvielas mazumtirdzniecības apjoms 2018. gadā pieauga par 8.8%, kā rezultātā kopējais AS „Virši-A” apgrozījums 2018. gadā sasniedza EUR 180 300 475, kas bija par 21.5% vairāk nekā 2017. gadā, kopumā ievērojami apsteidzot kopējās tirgus tendences Latvijā. Uzņēmuma neto peļņa par 2018. gadu sasniedza EUR 3 795 747, salīdzinot ar EUR 3 109 107 gadu iepriekš. Sabiedrības rentabilitāte 2018. gadā bija 2.1% - tāpat kā iepriekšējā gadā.

Arī 2018. gadā AS „Virši-A” turpināja ieņemt stabili vietu vadošo degvielas tirgotāju vidū, turpinot audzēt savu tirgus daļu degvielas mazumtirdzniecībā.

Vides aizsardzības pasākumi

Akciju sabiedrība „Virši-A” ievēro integrētu pieeju piesārņojuma novēršanai un kontrolei un nodrošina C un B kategorijas piesārņojošo darbību apliecinājumus izvirzītās vides prasības un normatīvos aktus. Lai mazinātu ietekmi uz vidi, 2018. gadā tika turpināts degvielas uzpildes iekārtu nomaiņas process astoņās degvielas uzpildes stacijās. Jaunās degvielas uzpildes iekārtas nodrošina II pakāpes tvaika atsūkņēšanas sistēmu, kas ļauj Uzņēmumam samazināt emisiju daudzumu, kas tiek izdalīts atmosfērā.

Vadības ziņojums (turpinājums)

Vides aizsardzības pasākumi (turpinājums)

Lai kontrolētu un mazinātu ietekmi uz vidi, degvielas uzpildes stacijās regulāri tiek veikts gruntsūdens un lietus notekūdens monitorings, atjaunoti gruntsūdens monitoringa tīkli un veiktas DUS lokālo attīrīšanas iekārtu tīrīšanas un rekonstrukcijas. 2018. gadā 15 degvielas uzpildes stacijās un vienā naftas bāzē tika veikta lokālo lietus attīrīšanas iekārtu tīrīšana un 10 objektos degvielas tvertņu tīrīšana. Lai spētu turpināt nodrošināt vides prasības, divās degvielas uzpildes stacijās tika veikta lietus attīrīšanas iekārtu rekonstrukcija, vienā objektā bioloģisko attīrīšanas iekārtu uzstādīšana un akvadreņu nomaiņa.

Tāpat Sabiedrība uzskaita visa veida saimnieciskās darbības rezultātā radušos atkritumus un nodod tos kompānijām, kuras ir saņēmušas atbilstošu apsaimniekošanas atļauju. Sabiedrība pastāvīgi izvērtē un uzrauga visus negadījumus un potenciālos negadījumus, kas rodas vai var rasties degvielas uzpildes stacijās, naftas bāzē, kā arī transportēšanas laikā.

Lai kontrolētu, pārvaldītu un optimizētu uzņēmumā izlietos resursus, 2018. gada laikā Sabiedrība turpināja ievērot ISO 50001 standarta prasības. 2018. gada laikā trīs degvielas uzpildes stacijās tika veikta rekonstrukcija, kuras ietvaros tika mainīts iekštelpu un āra apgaismojums, ietaupot aptuveni 60% no potenciālā stacijas apgaismojuma elektrības patēriņa. Tāpat realizēta kustību sensoru ievietošana noliktavās un palīgtelpās, ietaupot līdz 72% no potenciālā elektrības patēriņa konkrētajās telpās, ievērojot ISO 50001 standarta prasības.

AS "Virši-A" godprātīgi visaugstākajā līmenī pilda visas vides aizsardzības normatīvo aktu prasības.

Darbinieki

Sabiedrībai turpinot strauji attīstīties, arī 2018. gadā darbinieku skaits pieaudzis par 10%, un 2018. gadā AS "Virši-A" strādāja 489 darbinieki. Novērtējot darbinieku lielo nozīmi Uzņēmuma attīstībā, AS "Virši-A" turpināja ieguldīt būtiskus līdzekļus savu darbinieku apmācībā, attīstībā, komandas darba veicināšanā un saliedēšanā, vadītāju kompetences celšanā, pārdošanas un klientu apkalpošanas prasmju attīstībā. Uzņēmums visiem saviem darbiniekiem nodrošina veselības apdrošināšanu. 2018. gadā tika pilnveidots darbinieku labumu grozs un motivācijas sistēma, un Sabiedrība turpināja atbalstīt savu darbinieku karjeras izaugsmi, piedāvājot piedalīties konkursos uz izsludinātajām iekšējām vakancēm, kā arī turpināja stiprināt un papildināt vadības komandu.

2018. gada aprīļa mēnesī tika atklāta "Viršu skola" un skolas vajadzībām izstrādāta apmācības programma degvielas uzpildes staciju pārdevējiem un vadītājiem, kura veidota, ievērojot Uzņēmuma stratēģiskos izaicinājumus, un kuras izstrādes procesā tika iesaistīti augstākā, vidējā līmeņa vadītāji un vadošie speciālisti. 2018. gadā "Viršu skolā" tika apmācīti 110 darbinieki, kā arī realizētas korporatīvās apmācības.

2018. gada pavasarī tika veikta darbinieku viedokļu aptauja. Aptaujā piedalījās 67% darbinieku, no kuriem 97% norādīja, ka viņi ir apmierināti ar darbu AS "Virši-A", savukārt 94% no darbiniekiem ieteiktu AS "Virši-A" kā labu darba devēju, kur strādāt. "TOP darba devējs 2018" aptaujā AS "Virši-A" ieguva 2. vietu Zemgales reģionā.

Vidējais stāžs darbiniekiem administrācijā ir apmēram 7 gadi, savukārt DUS tīklā - 5 gadi. Aptuveni 19% darbinieku darba stāžs Uzņēmumā pārsniedz 10 gadus, bet 8% darbinieku Uzņēmumā strādā ilgāk par 15 gadiem.

Atbalsts sportam

AS "Virši-A" mārketinga politika tiek balstīta sabiedrības izaugsmi veicinošās aktivitātēs, kas sakrīt ar Uzņēmuma vērtībām - atbalstīt vietējos talantus, stiprināt latviskumu, veicināt spēcīgāku sabiedrību, uzturēt augstu kvalitāti katrā aktivitātē un veicināt inovācijas. Sabiedrība atbalsta projektus, kas veicina sabiedrības spēku caur sportisko izaugsmi, saistītu gan ar kolektīviem, gan individuālajiem sporta veidiem. AS "Virši-A" 2018. gadā turpināja atbalstīt Mairi Briedi, kas 2017. gadā kļuva par pasaules čempionu boksā, kā arī atbalstīja Latvijas hokeja čempionāta 2018. un 2017. gada čempionu komandu HK "Kurbads", kalnu riteņbraukšanas MTB sacensības, autosportu, golfa turnīrus, reģionālas basketbola komandas un citus sportistus, lai veicinātu sabiedrības sportisko izaugsmi un palīdzētu talantīgākajiem latviešiem sasniegt arvien augstāku izaugsmi.

Zīmola atsvaidzināšana

AS "Virši-A" 2019. gadā plāno veikt zīmola atsvaidzināšanu, lai zīmols pienācīgi reprezentētu mūsdienīgo un strauji augošo Uzņēmuma tēlu, bet tajā pašā laikā noturētu un stiprinātu AS "Virši-A" identitāti. Zīmola atsvaidzināšanai ir paredzēti būtiski līdzekļi gan kapitālo ieguldījumu, gan mārketinga plānā.

Vadības ziņojums (turpinājums)**Finanšu risku vadība**

Sabiedrības darbība ir pakļauta dažādiem finanšu riskiem, ieskaitot kredītrisku, naftas cenu svārstību risku, procentu likmju svārstību risku un valūtas kursu izmaiņu risku. Sabiedrības Vadība ir iedibinājusi atbilstošas procedūras, lai kontrolētu būtiskus riskus un minimizētu finanšu risku negatīvo efektu uz Sabiedrības finansiālo stāvokli.

Finanšu līdzekļi, kuri potenciāli pakļauj Sabiedrību zināmā kredītriska koncentrācijas pakāpei, galvenokārt ir pircēju un pasūtītāju parādi un naudas līdzekļi. Sabiedrība kontrolē savu kredītrisku, pastāvīgi izvērtējot klientu parādu atmaksas vēsturi. Bez tam Sabiedrība nepārtraukti uzrauga debitoru parādu atlikumus, lai mazinātu neatgūstamo parādu rašanās iespēju. Sabiedrība ir ieviesusi un ievēro kredītpolitiku, pārdodot precis uz kredīta tikai klientiem ar labu kredītvēsturi un nepārsniedzot katram klientam noteikto kredīta apjomu. Pircēju un pasūtītāju parādi tiek uzrādīti atgūstamajā vērtībā. Sabiedrības partneri naudas līdzekļu darījumos ir vietējās finanšu institūcijas ar atbilstošu kredītvēsturi.

Sabiedrība saskaras ar naftas cenu svārstību risku gan iegādājoties, gan pārdodot degvielas produkciju, jo degvielas produktu cenas ir tieši atkarīgas no naftas cenu svārstībām tirgū. Tā kā Sabiedrība cenas pārsvārā tiek noteiktas, balstoties uz faktisko degvielas iegādes izmaksu, tad riska ietekme tiek samazināta. Sabiedrība 2017. gadā sākusī un 2018. gadā turpināja izmantot finanšu instrumentus.

Sabiedrība ievēro piesardzīgu likviditātes risku vadību, nodrošinot, ka ir pieejami atbilstoši naudas un naudas ekvivalentu līdzekļi vai kredītresursi, izmantojot bankas piešķirto kredītlīniju, lai saistību nokārtošanu veiktu noteiktajos termiņos. 2018. gada 31. decembrī Sabiedrības apgrozāmie līdzekļi pārsniedza īstermiņa saistības par EUR 2 014 287 (2017. gada 31. decembrī par EUR 1 262 833), tāpēc Sabiedrības vadība uzskata, ka Sabiedrībai būs pietiekami naudas resursi, lai tā likviditāte nebūtu apdraudēta. Turklāt Sabiedrībai ir piešķirta kredītlīnija likviditātes risku vadībai.

Valūtas risku ierobežošanai Sabiedrības vadība regulāri uzrauga, lai aktīvu un saistību valūtu struktūra ir sabalansēta. Pamatojoties uz pašreizējo Sabiedrības ārvalstu valūtās turēto finanšu aktīvu un saistību struktūru, valūtas risks nav būtisks.

Apstākļi un notikumi pēc pārskata gada beigām

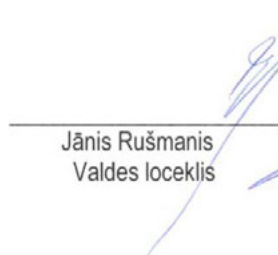
Laika periodā no pārskata gada pēdējās dienas līdz šī ziņojuma parakstīšanai nav bijuši nekādi ievērojami notikumi, kas būtiski ietekmētu pārskata gada rezultātu.


Sabiedrības turpmākā attīstība

AS „Virši-A” turpinās īstenot izstrādāto attīstības stratēģiju par tīkla paplašināšanu, investīciju veikšanu, nemainīgi augstas kvalitātes degvielas nodrošināšanu un vizuālā tēla un koncepta maiņu zīmola atpazīstamības veicināšanai Sabiedrības mērķauditorijas vidū.

Rīga, 2019. gada 5. aprīlis


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Peļņas vai zaudējumu aprēķins

	Piezīme	2018 EUR	2017 EUR
Neto apgrozījums:			
b) no citiem pamatdarbības veidiem	3	180 300 475	148 437 733
Pārdotās produkcijas ražošanas pašizmaksa, pārdoto preču vai sniegto pakalpojumu iegādes izmaksas	4	(161 799 521)	(131 903 763)
Bruto peļņa		18 500 954	16 533 970
Pārdošanas izmaksas	5	(12 779 232)	(11 266 341)
Administrācijas izmaksas	6	(1 598 692)	(1 306 744)
Pārējie saimnieciskās darbības ieņēmumi	7	102 380	247 216
Pārējās saimnieciskās darbības izmaksas	8	(364 888)	(691 477)
Pārējie procentu ieņēmumi un tamlīdzīgi ieņēmumi:			
b) no citām personām		5 180	7 588
Procentu maksājumi un tamlīdzīgas izmaksas:			
b) citām personām		(69 955)	(105 542)
Peļņa pirms uzņēmumu ienākuma nodokļa		3 795 747	3 418 670
Uzņēmumu ienākuma nodoklis par pārskata gadu	9	-	(402 281)
Peļņa pēc uzņēmumu ienākuma nodokļa aprēķināšanas		3 795 747	3 016 389
Ieņēmumi no atliktā nodokļa aktīvu vai saistību atlikumu izmaiņām	9	-	92 718
Pārskata gada peļņa		3 795 747	3 109 107

Pielikums ir šī finanšu pārskata neatņemama sastāvdaļa.

Rīga, 2019. gada 5. aprīlis


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Bilance**AKTĪVS**


	Piezīme	31.12.2018. EUR	31.12.2017. EUR
ILGTERMIŅA IEGULDĪJUMI			
Nemateriālie ieguldījumi	11		
Koncesijas, patenti, licences, preču zīmes un tamlīdzīgas tiesības		7 380	4 689
Citi nemateriālie ieguldījumi		37 791	43 288
KOPĀ		45 171	47 977
Pamatlīdzekļi	12		
Nekustamie īpašumi:			
a) zemesgabali, ēkas un inženierbūves		18 884 727	19 322 050
Ilgtermiņa ieguldījumi nomātajos pamatlīdzekļos		683 618	606 183
Tehnoloģiskās iekārtas un mašīnas		3 602 586	3 544 313
Pārējie pamatlīdzekļi un inventārs		1 358 288	1 375 468
Pamatlīdzekļu izveidošana un nepabeigto celtniecības objektu izmaksas		96 754	11 000
Avansa maksājumi par pamatlīdzekļiem		51 933	52 908
KOPĀ		24 677 906	24 911 922
KOPĀ ILGTERMIŅA IEGULDĪJUMI		24 723 077	24 959 899
APGROZĀMIE LĪDZEKĻI			
Krājumi			
Izejvielas, pamatmateriāli un palīgmateriāli	13	50 141	102 404
Gatavie ražojumi un preces pārdošanai	13	4 682 790	4 288 202
Avansa maksājumi par krājumiem		62 790	32 923
KOPĀ		4 795 721	4 423 529
Debitori			
Pircēju un pasūtītāju parādi	14	10 476 563	9 883 395
Citi debitori	15	996 121	229 786
Nākamo periodu izmaksas		62 389	62 607
Uzkrātie ieņēmumi		34 845	20 130
KOPĀ		11 569 918	10 195 918
Nauda	16	2 676 736	2 089 201
KOPĀ APGROZĀMIE LĪDZEKĻI		19 042 375	16 708 648
KOPĀ AKTĪVS		43 765 452	41 668 547


Bilance**PASĪVS**


	Piezīme	31.12.2018. EUR	31.12.2017. EUR
PAŠU KAPITĀLS			
Akciju kapitāls (pamatkapitāls)	17	910 560	910 560
Ilgtermiņa ieguldījumu pārvērtēšanas rezerve	18	11 385 798	12 003 921
Rezerves:			
f) pārējās rezerves		25 731	25 731
Iepriekšējo gadu nesadalītā peļņa		6 255 616	5 146 509
Pārskata gada peļņa		3 795 747	3 109 107
	KOPĀ PAŠU KAPITĀLS	22 373 452	21 195 828
KREDITORI			
Ilgtermiņa kreditori			
Aizņēmumi no kredītiestādēm	19, 20	1 206 223	2 688 739
Citi aizņēmumi	21	3 157 689	2 338 165
	KOPĀ	4 363 912	5 026 904
Īstermiņa kreditori			
Aizņēmumi no kredītiestādēm	19, 20	1 619 035	985 194
Citi aizņēmumi	21	240 000	299 524
No pircējiem saņemtie avansi		213 071	162 843
Parādi piegādātājiem un darbuuzņēmējiem		11 196 143	10 254 347
Nodokļi un valsts sociālās apdrošināšanas obligātās iemaksas	24	2 302 017	2 176 666
Pārējie kreditori	22	373 068	324 267
Nākamo periodu ieņēmumi		12 292	14 057
Neizmaksātās dividendes		-	300 000
Uzkrātās saistības	23	1 072 462	928 917
	KOPĀ	17 028 088	15 445 815
	KOPĀ KREDITORI	21 392 000	20 472 719
KOPĀ PASĪVS		43 765 452	41 668 547

Pielikums ir šī finanšu pārskata neatņemama sastāvdaļa.


Rīga, 2019. gada 5. aprīlis


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Naudas plūsmas pārskats

	2018 EUR	2017 EUR
Pamatdarbības naudas plūsma		
Peļņa pirms uzņēmumu ienākuma nodokļa	3 795 747	3 418 670
Korekcijas:		
pamatlīdzekļu vērtības samazinājuma korekcijas	2 429 996	2 089 394
nemateriālo ieguldījumu vērtības samazinājuma korekcijas	41 499	25 040
pārvērtēšanas rezerves samazinājums	(618 123)	(525 405)
peļņa vai zaudējumi no ārvalstu valūtu kursu svārstībām	(10 340)	29 434
pārējie procentu ieņēmumi un tam līdzīgi ieņēmumi	(5 180)	(7 588)
procentu maksājumi un tam līdzīgas izmaksas	69 955	105 542
ieņēmumi no pamatlīdzekļu pārdošanas	(65 777)	(142 905)
izslēgto pamatlīdzekļu atlikusī vērtība	60 939	120 016
Peļņa pirms apgrozāmo līdzekļu, īstermiņa kreditoru atlikumu izmaiņu ietekmes korekcijām	5 698 716	5 112 198
debitoru parādu atlikumu (pieaugums) vai samazinājums	(684 147)	(1 738 777)
krājumu atlikumu (pieaugums) vai samazinājums	(372 192)	(799 926)
piegādātājiem, darbuuzņēmējiem un pārējiem kreditoriem maksājamo parādu atlikumu pieaugums vai (samazinājums)	1 767 159	1 780 225
Bruto pamatdarbības naudas plūsma	6 409 536	4 353 720
Izdevumi procentu maksājumiem	(67 509)	(102 521)
Izdevumi uzņēmumu ienākuma nodokļa maksājumiem	(322 456)	(78 767)
Pamatdarbības neto naudas plūsma	6 019 571	4 172 432
Ieguldīšanas darbības naudas plūsma		
Pamatlīdzekļu un nemateriālo ieguldījumu iegāde	(2 337 475)	(2 272 389)
Ieņēmumi no pamatlīdzekļu un nemateriālo ieguldījumu pārdošanas	146 108	62 574
Izsniegtie aizdevumi	(701 000)	-
Ieņēmumi no aizdevumu atmaksas	-	311 023
Saņemtie procenti	5 180	5
Ieguldīšanas darbības neto naudas plūsma	(2 887 187)	(1 898 787)
Finansēšanas darbības naudas plūsma		
Saņemtie aizņēmumi	-	500 000
Izdevumi aizņēmumu atmaksāšanai	(1 637 028)	(1 072 987)
Izdevumi nomāta pamatlīdzekļa izpirkumam	(418 163)	(408 407)
Izmaksātās dividendes	(500 000)	(250 000)
Finansēšanas darbības neto naudas plūsma	(2 555 191)	(1 231 394)
Pārskata gada neto naudas plūsma	577 193	1 042 251
Ārvalstu valūtu kursu svārstību rezultāts	10 342	(29 901)
Naudas un tās ekvivalentu atlikums pārskata gada sākumā	2 089 201	1 076 851
Naudas un tās ekvivalentu atlikums pārskata gada beigās	16 2 676 736	2 089 201

Pielikums ir šī finanšu pārskata neatņemama sastāvdaļa.
Rīga, 2019. gada 5. aprīlis

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Pašu kapitāla izmaiņu pārskats


Piezīme	Ilgtermiņa ieguldījumu pārvērtēšanas rezerve		Rezerves	Nesadalītā peļņa	Kopā
	Akciju kapitāls (pamatkapitāls)				
2016. gada 31. decembrī	910 560	10 810 019	25 731	7 205 444	18 951 754
Ilgtermiņa ieguldījumu pārvērtēšanas rezerves samazinājums	18	-	(525 405)	-	(525 405)
Dividenžu izmaksa				(2 500 000)	(2 500 000)
Atliktā nodokļa pārklassifikācija		1 719 307	-	441 065	2 160 372
Pārskata gada peļņa		-	-	3 109 107	3 109 107
2017. gada 31. decembrī	910 560	12 003 921	25 731	8 255 616	21 195 828
Ilgtermiņa ieguldījumu pārvērtēšanas rezerves samazinājums	18	-	(618 123)	-	(618 123)
Dividenžu izmaksa		-	-	(2 000 000)	(2 000 000)
Pārskata gada peļņa		-	-	3 795 747	3 795 747
2018. gada 31. decembrī	910 560	11 385 798	25 731	10 051 363	22 373 452

Pielikums ir šī finanšu pārskata neatņemama sastāvdaļa.


Rīga, 2019. gada 5. aprīlis


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Finanšu pārskata pielikums

1. Vispārīga informācija par Uzņēmumu

AS „Virši-A” (turpmāk tekstā – “Uzņēmums” vai “Sabiedrība”) reģistrēta Latvijas Republikas Uzņēmumu reģistrā 1995. gada 6. janvārī. Uzņēmuma juridiskā adrese ir Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads. Uzņēmuma akcionāri ir fiziskas personas, Latvijas pilsoņi.

Uzņēmums nodarbojas galvenokārt ar naftas produktu mazumtirdzniecību un vairumtirdzniecību, kā arī ar preču mazumtirdzniecību.

Uzņēmuma 2018. gada finanšu pārskats apstiprināts ar Uzņēmuma valdes lēmumu 2019. gada 5. aprīlī.

2. Nozīmīgu grāmatvedības uzskaites principu kopsavilkums

Finanšu pārskata sagatavošanas pamatnostādnes

Gada pārskats sagatavots atbilstoši likumam “Par grāmatvedību” un Gada pārskatu un konsolidēto gada pārskatu likumam.

Finanšu pārskats sagatavots ievērojot darbības turpināšanas principu. Finanšu pārskatā par naudas vienību lieto eiro (EUR). Finanšu pārskats aptver laika periodu no 2018. gada 1. janvāra līdz 2018. gada 31. decembrim.

Peļņas un zaudējumu aprēķins sagatavots ieņēmumus un izdevumus klasificējot pēc izdevumu funkcijas.

Naudas plūsmas pārskats sagatavots, izmantojot netiešo metodi.

Aplēšu izmantošana

Sagatavojot finanšu pārskatu, vadībai nākas pamatoties uz zināmām aplēsēm un pieņēmumiem, kas ietekmē atsevišķos pārskatos atspoguļotos bilances un peļņas vai zaudējumu aprēķina posteņu atlikumus, kā arī iespējamo saistību apmēru. Nākotnes notikumi var ietekmēt pieņēmumus, pamatojoties uz kuriem veiktas attiecīgās aplēses. Jebkāda aplēšu izmaiņu ietekme tiek atspoguļota finanšu pārskatā to noteikšanas brīdī.

Ārvalstu valūtu pārvērtēšana

Uzņēmuma funkcionālā valūta un finanšu pārskatā lietotā valūta ir Eiropas Savienības naudas vienība eiro (EUR). Visi darījumi ārvalstu valūtās ir pārvērtēti eiro pēc Eiropas Centrālās bankas publicēta eiro atsaucēs kursa attiecīgā darījuma veikšanas dienā. Monetārie aktīvi un saistības, kas izteikti ārvalstu valūtā, tiek pārrēķināti eiro pēc Eiropas Centrālās bankas publicētā eiro atsaucēs kursa pārskata gada pēdējās dienas beigās. Valūtu kursa starpības, kas rodas no norēķiniem valūtās vai, atspoguļojot aktīvu un saistību posteņus, lietojot valūtas kursus, kuri atšķiras no sākotnēji darījumu uzskaitē izmantotajiem valūtas kursiem, tiek atzītas peļņas vai zaudējumu aprēķinā neto vērtībā.

Nemateriālie aktīvi

Nemateriālie aktīvi ir uzskaitīti to sākotnējā vērtībā, kura tiek amortizēta aktīvu lietderīgās lietošanas laikā, izmantojot lineāro metodi. Ja kādi notikumi vai apstākļu maiņa liecina, ka nemateriālo aktīvu bilances vērtība varētu būt neatgūstama, attiecīgo nemateriālo aktīvu vērtība tiek pārskatīta, lai noteiktu to vērtības samazināšanos. Zaudējumi vērtības samazināšanās rezultātā tiek atzīti, ja nemateriālo aktīvu bilances vērtība pārsniedz to atgūstamo summu.

Pamatlīdzekļi

(i) Pamatlīdzekļu lietderīgās izmantošanas laiks

Pamatlīdzekļi ir uzskaitīti to sākotnējā vērtībā, atskaitot uzkrāto nolietojumu un vērtības samazinājumu. Zemei nolietojums netiek aprēķināts. Nolietojums tiek aprēķināts šādā aktīva lietderīgās lietošanas laikā, izmantojot lineāro metodi:

Ēkas, inženierbūves	- 20 gados;
Tehnoloģiskās iekārtas un mašīnas	- 5 - 10 gados;
Pārējie pamatlīdzekļi	- 2 - 5 gados.

Nolietojumu aprēķina, sākot ar nākamo mēnesi pēc pamatlīdzekļu nodošanas ekspluatācijā vai iesaistīšanas saimnieciskajā darbībā. Katrai pamatlīdzekļa daļai, kuras izmaksas ir būtiskas attiecībā pret šī pamatlīdzekļa kopējām izmaksām, nolietojums jāaprēķina atsevišķi. Ja uzņēmums atsevišķi nolieto dažas pamatlīdzekļa daļas, tas atsevišķi nolieto arī atlikušās šī paša pamatlīdzekļa daļas. Atlikumu veido tās pamatlīdzekļa daļas, kas atsevišķi nav svarīgas. Atlikušo daļu nolietojumu aprēķina, izmantojot tuvināšanas metodes, lai patiesi atspoguļotu lietderīgās lietošanas laiku.

2. Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

(i) Pamatlīdzekļu lietderīgās izmantošanas laiks (turpinājums)

Nolietojuma aprēķināšanas metodes maiņu uzskata par grāmatvedības aplēses maiņu, par kuru vidēja un liela sabiedrība sniedz informāciju finanšu pārskata pielikumā.

Ja kādi notikumi vai apstākļu maiņa liecina, ka pamatlīdzekļu bilances vērtība varētu būt neatgūstama, attiecīgo pamatlīdzekļu vērtība tiek pārskatīta, lai noteiktu to vērtības samazināšanos. Ja eksistē vērtības neatgūstamības pazīmes un ja aktīva bilances vērtība pārsniedz aplēsto atgūstamo summu, aktīvs vai naudu ģenerējošā vienība tiek norakstīta līdz tā atgūstamajai summai. Pamatlīdzekļa atgūstamā summa ir lielākā no neto pārdošanas vērtības un lietošanas vērtības. Nosakot lietošanas vērtību, aplēstās nākotnes naudas plūsmas tiek diskontētas to tagadnes vērtībā, izmantojot pirmsnodokļu diskonta likmi, kas atspoguļo tagadnes tirgus prognozes attiecībā uz aktīva vērtības izmaiņām un uz to attiecināmajiem riskiem. Aktīvam, kas pats nerada ievērojamas naudas plūsmas, atgūstamā summa tiek noteikta atbilstoši tam naudas plūsmu ģenerējošajam aktīvam, pie kura tas pieder. Zaudējumi vērtības samazinājuma rezultātā tiek atzīti peļņas vai zaudējumu aprēķinā kā pārdotās produkcijas ražošanas izmaksas.

Pamatlīdzekļu objektu uzskaites vērtības atzīšanu pārtrauc, ja tas tiek atsavināts vai gadījumā, kad no aktīva turpmākās lietošanas nākotnē nav gaidāmi nekādi saimnieciskie labumi. Jebkāda peļņa vai zaudējumi, kas radušies pamatlīdzekļu objekta atzīšanas pārtraukšanas rezultātā (ko aprēķina kā starpību starp neto ieņēmumiem no atsavināšanas un pamatlīdzekļa bilances vērtību), tiek atzīti peļņas vai zaudējumu aprēķinā tajā periodā, kad notikusi pamatlīdzekļa atzīšanas pārtraukšana.

Izmaksas, kas saistītas ar nomātā tīpašuma uzlabojumiem, tiek kapitalizētas un atspoguļotas kā pamatlīdzekļi. Šo aktīvu nolietojums tiek aprēķināts visā nomas perioda laikā, izmantojot lineāro metodi.

Nepabeigtā celtniecība atspoguļo pamatlīdzekļu izveidošanas un nepabeigto celtniecības objektu izmaksas, un tā tiek uzskaitīta sākotnējā vērtībā. Sākotnējā vērtībā ietilpst celtniecības izmaksas un citas tiešās izmaksas. Nepabeigtajai celtniecībai nolietojums netiek aprēķināts, kamēr attiecīgie aktīvi nav pabeigti un nodoti ekspluatācijā.

(ii) Pamatlīdzekļu novērtēšana

Ja pamatlīdzekļu vērtība bilances datumā ir zemāka par to novērtējumu bilancē un sagaidāms, ka vērtības samazinājums būs ilgstošs, tie ir novērtēti atbilstoši zemākajai vērtībai. Pārvērtēšanas rezultāts tiek atzīts peļņas vai zaudējumu aprēķinā, izņemot ja vērtības samazināšanās kompensē iepriekš atzītu pamatlīdzekļu vērtības palielināšanos. Tādā gadījumā par vērtības samazināšanās summu samazina pašu kapitāla posteņi „Ilgtermiņa ieguldījumu pārvērtēšanas rezerve”.

Ja pamatlīdzekļu vērtība bilances datumā ir būtiski augstāka par to novērtējumu bilancē, pamatlīdzekļus var pārvērtēt atbilstoši augstākai vērtībai, ja var pieņemt, ka vērtības paaugstinājums būs ilgstošs. Pārvērtēšanas rezultātā radies vērtības pieaugums ir atspoguļots posteņi „Ilgtermiņa ieguldījumu pārvērtēšanas rezerves”. Ja pārvērtēšanas dēļ radies vērtības pieaugums kompensē tā paša pamatlīdzekļa pārvērtēšanas samazinājumu, kas iepriekšējos pārskata periodos atzīts par izmaksām peļņas vai zaudējumu aprēķinā, tad pārvērtēšanas dēļ radušos vērtības pieaugumu atzīst par ieņēmumiem pārskata perioda peļņas vai zaudējumu aprēķinā. Ilgtermiņa ieguldījumu pārvērtēšanas rezerves ir samazinātas, ja pārvērtētais objekts ir likvidēts vai to neizmanto, vai vērtības palielināšanai vairs nav pamata.

Pašu kapitāla posteņi „Ilgtermiņa ieguldījumu pārvērtēšanas rezerve” ietverto vērtības pieaugumu samazina, atzīstot samazinājumu peļņas vai zaudējumu aprēķinā, šādi: pakāpeniski pārvērtētā pamatlīdzekļa lietošanas laikā, katrā pārskata periodā norakstot summu, kas vienāda ar starpību starp nolietojumu, kas aprēķināts, pamatojoties uz pamatlīdzekļa pārvērtēto vērtību, un nolietojumu, kas aprēķināts, pamatojoties uz pamatlīdzekļa iegādes vērtību.

2016. gada 19. jūlijā un 2017. gada 10. janvārī veikta atsevišķas pamatlīdzekļu kategorijas pārvērtēšana patiesajā tirgus vērtībā. Pārvērtēšana tika veikta kategorijai “Zeme, ēkas un inženierbūves” (skatīt 12. piezīmi).

Pārējie finanšu aktīvi

Finanšu aktīvi ir klasificēti kā ieguldījumi, kurus uzņēmums sākotnēji atzīst peļņā vai zaudējumos pēc to patiesās vērtības, ieguldījumi, kuri pēc definīcijas ir aizdevumi un debitoru parādi, līdz termiņa beigām turētie ieguldījumi un pārdošanai pieejamie ieguldījumi, kā nepieciešams. Sākotnēji atzīstot finanšu aktīvus, tie tiek uzskaitīti to patiesajā vērtībā, pieskaitot tieši attiecināmās darījuma izmaksas, ja attiecīgie ieguldījumi peļņā vai zaudējumos nav uzskaitīti to patiesajā vērtībā. Pēc sākotnējās atzīšanas Uzņēmums nosaka tā finanšu aktīvu klasifikāciju un, ja tas pieļaujams un ir atbilstoši, pārskata šo klasifikāciju katrā finanšu gada beigās.

Parastu finanšu aktīvu iegādi vai pārdošanu atzīst un to atzīšanu pārtrauc darījuma dienā, proti, dienā, kad Uzņēmums apņemas iegādāties attiecīgo aktīvu. Parasta finanšu aktīvu iegāde vai pārdošana ir tāda finanšu aktīvu iegāde vai pārdošana, kas prasa aktīvu piegādi tādā laika periodā, kas noteikts tirgū spēkā esošos regulējumos vai konvencijās.

Aizdevumi un debitoru parādi

Aizdevumi un debitoru parādi ir neatvasināti finanšu aktīvi ar fiksētu vai nosakāmu maksājumu grafiku, kuri netiek kotēti aktīvajā tirgū. Šādi aktīvi tiek uzskaitīti amortizētajā pašizmaksā, izmantojot faktisko procentu metodi. Peļņa un zaudējumi tiek atzīti peļņas vai zaudējumu aprēķinā, šo aktīvu atzīšanas pārtraukšanas vai to vērtības samazināšanās brīdī, kā arī amortizācijas procesā.

2. Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

Krājumi

Krājumi tiek uzskaitīti zemākajā no pašizmaksas vai neto realizācijas vērtības.

Izmaksas, kas radušās, nogādājot krājumus to tagadējā atrašanās vietā un stāvoklī, tiek uzskaitītas šādi:

- izejvielas tiek uzskaitītas atbilstoši to pirkšanas izmaksām pēc "pirmais iekšā – pirmais ārā" (FIFO) metodes;
- gatavie un nepabeigtie ražojumi tiek uzskaitīti to tiešajās materiālu un darbaspēka izmaksās, pieskaitot ražošanas vispārējo izmaksu daļu, pamatojoties uz ražošanas iekārtu normālu jaudu, bet neņemot vērā aizņēmumu izmaksas.

Neto realizācijas vērtība ir aplēstā pārdošanas cena parastās uzņēmējdarbības ietvaros, atskaitot aplēstās produkcijas pabeigšanas un pārdošanas izmaksas. Neto realizācijas vērtība tiek atspoguļota kā pašizmaksa, no kuras atskaitīti izveidotie uzkrājumi.

Pircēju un pasūtītāju parādi un citi debitori

Pircēju un pasūtītāju parādi tiek uzskaitīti un atspoguļoti bilancē atbilstoši sākotnējai rēķinu summai, atskaitot nedrošiem parādiem izveidotos uzkrājumus. Uzkrājumi nedrošiem parādiem tiek aplēsti, kad pilnas parāda summas saņemšana vairs nav ticama. Uzkrājumi nedrošiem pircēju un pasūtītāju parādiem un aizdevumiem izveidoti, vadībai individuāli izvērtējot katra debitora parāda atgūstamību. Parādi tiek norakstīti, kad to atgūstamība uzskatāma par neiespējamu.

Nauda un naudas ekvivalenti

Naudu un naudas ekvivalentus veido nauda bankā un kasē, nauda ceļā un īstermiņa noguldījumi, kuru sākotnējais dzēšanas termiņš nepārsniedz trīs mēnešus.

Aizdevumi un aizņēmumi

Aizdevumi un aizņēmumi sākotnēji tiek atspoguļoti to sākotnējā vērtībā, ko nosaka, aizdevuma vai aizņēmuma summas patiesajai vērtībai pieskaitot ar aizdevuma izsniegšanu saistītās vai atņemot ar aizņēmuma saņemšanu saistītās izmaksas.

Pēc sākotnējās atzīšanas aizdevumi un aizņēmumi tiek uzskaitīti to amortizētajā vērtībā, izmantojot faktiskās procentu likmes metodi. Amortizētā vērtība tiek aprēķināta, ņemot vērā aizdevuma izsniegšanas vai aizņēmuma saņemšanas izmaksas, kā arī jebkādas ar aizdevumu vai aizņēmumu saistītos diskontus vai prēmijas.

Amortizācijas rezultātā radusies peļņa vai zaudējumi tiek atspoguļoti peļņas vai zaudējumu aprēķinā kā procentu ieņēmumi un izmaksas.

Uzkrājumi

Uzkrājumi tiek atzīti, kad Uzņēmumam ir pašreizējs pienākums (juridisks vai prakses radīts), ko izraisījis kāds pagātnes notikums, un pastāv varbūtība, ka šo saistību izpildei būs nepieciešama ekonomiskos labumus ietverošu resursu aizplūšana no Uzņēmuma, un saistību apjomu iespējams pietiekami ticami novērtēt. Ja Uzņēmums paredz, ka uzkrājumu izveidošanai nepieciešamie izdevumi tiks daļēji vai pilnībā atmaksāti, piemēram, apdrošināšanas līguma ietvaros, šo izdevumu atmaksa tiek atzīta kā atsevišķs aktīvs tikai un vienīgi tad, kad ir praktiski skaidrs, ka šie izdevumi patiešām tiks atmaksāti. Ar jebkādu uzkrājumu saistītās izmaksas peļņas vai zaudējumu aprēķinā tiek atspoguļotas, atskaitot summas, kas ir atgūtas.

Iespējamās saistības un aktīvi

Šajā finanšu pārskatā iespējamās saistības nav atzītas. Tās kā saistības tiek atzītas tikai tad, ja iespējama, ka līdzekļi tiks izdoti, kļūst pietiekami pamatota. Iespējamie aktīvi šajā finanšu pārskatā netiek atzīti, bet tiek atspoguļoti tikai tad, kad iespējama, ka ar darījumu saistītie ekonomiskie guvumi nonāks līdz Uzņēmumam, ir pietiekami pamatota.

2. Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

Noma

Finanšu nomas darījumi, kuru ietvaros Uzņēmumam tiek nodoti visi riski un atbildība, kas izriet no īpašumtiesībām uz nomas objektu, tiek atzīti bilancē kā pamatlīdzekļi par summu, kas, nomu uzsākot, atbilst nomas ietvaros nomātā īpašuma patiesajai vērtībai, vai, ja tā ir mazāka, minimālo nomas maksājumu pašreizējai vērtībai. Finanšu nomas maksājumi tiek sadalīti starp finanšu izmaksām un saistību samazinājumu, lai katrā periodā nodrošinātu pastāvīgu procentu likmi par saistību atlikumu. Finanšu izmaksas tiek iekļautas peļņas vai zaudējumu aprēķinā kā procentu izmaksas.

Ja ir pietiekams pamats uzskatīt, ka nomas perioda beigās attiecīgais nomas objekts pāries nomnieka īpašumā, par paredzamo izmantošanas laiku tiek pieņemts šī aktīva lietderīgās izmantošanas laiks. Visos citos gadījumos kapitalizēto nomāto aktīvu nolietojums tiek aprēķināts, izmantojot lineāro metodi, aplēstajā aktīvu lietderīgās lietošanas laikā vai nomas periodā atkarībā no tā, kurš no šiem periodiem īsāks.

Aktīvu noma, kuras ietvaros praktiski visus no īpašumtiesībām izrietošos riskus uzņemas un atbildību gūst iznomātājs, tiek klasificēta kā operatīvā noma. Nomā maksājumi operatīvās nomas ietvaros tiek uzskaitīti kā izmaksas visā nomas perioda laikā, izmantojot lineāro metodi. No operatīvās nomas līgumiem izrietošās Uzņēmuma saistības tiek atspoguļotas kā ārpusbilances saistības.

Ieņēmumu atzīšana

Ieņēmumi tiek atzīti atbilstoši pārliecībai par iespēju Uzņēmumam gūt ekonomisko labumu un tik lielā apmērā, kādā to iespējams pamatot noteikt, atskaitot pievienotās vērtības nodokli un ar pārdošanu saistītās atlaides. Atzīstot ieņēmumus, tiek ņemti vērā arī šādi nosacījumi:

Preču pārdošana

Ieņēmumi tiek atzīti, kad Uzņēmums ir nodevis pircējam nozīmīgākos ar īpašumtiesībām uz precēm saistītos riskus un atbildības.

Pakalpojumu sniegšana

Uzņēmums sniedz galvenokārt degvielas transportēšanas pakalpojumus saviem klientiem. Ieņēmumi no pakalpojumiem tiek atzīti periodā, kad pakalpojumi sniegti.

Ilgtermiņa un īstermiņa posteņi

Ilgtermiņa posteņos ir uzrādītas summas, kuru saņemšanas, maksāšanas vai norakstīšanas termiņi iestājas vēlāk par gadu pēc attiecīgā pārskata gada beigām. Summas, kas saņemamas, maksājamas vai norakstāmas gada laikā, uzrādītas īstermiņa posteņos.

Uzņēmumu ienākuma nodoklis

Uzņēmumu ienākuma nodoklis par iepriekšējo pārskata gadu tika aprēķināts, piemērojot ar nodokli apliekamajam attiecīgajā taksācijas periodā gūtajam ienākumam nodokļa likmi 15% apmērā. Iepriekšējā pārskata gadā tika piemērota uzņēmumu ienākuma nodokļa atlaide par ziedotām summām budžeta iestādēm, kā arī Latvijas Republikā reģistrētām sabiedriskajām kultūras, izglītības, zinātnes, sporta, labdarības, veselības un vides aizsardzības organizācijām un fondiem un reliģiskajām organizācijām, kurām piešķirta atļauja saņemt ziedojumus, pamatojoties uz likuma "Par uzņēmumu ienākuma nodokli" 20. pantu.

Saskaņā ar jauno Uzņēmumu ienākuma nodokļa likumu ir būtiski mainīta nodokļa piemērošana. Sākot ar 2018. gadu, uzņēmumu ienākuma nodoklis nav aprēķināms par pārskata gadā gūto peļņu, bet tikai dividenžu sadalīšanas, kā arī nosacītas peļņas izmaksas brīdī. Nodokļa likme ir 20% uz bruto izmaksām, jeb 20/80 no neto izmaksātām summām. Uzņēmumu ienākuma nodokļa likums paredz pārejas nosacījumus, tai skaitā:

- līdz 2018. gada 31. decembrim gūtā peļņa netiks papildus aplikta ar 20% nodokli pie dividenžu izmaksām (ar ierobežojumiem);
- uzkrātie nodokļu zaudējumi ir izmantojami 5 gadu laikā, bet ne vairāk kā par 50% no ikgadējā aprēķinātā nodokļa apjoma no dividenžu izmaksām.

Notikumi pēc bilances datuma

Finanšu pārskatā tiek atspoguļoti tādi notikumi pēc pārskata gada beigām, kas sniedz papildu informāciju par uzņēmuma finansiālo stāvokli bilances sagatavošanas datumā (koriģējošie notikumi). Ja notikumi pēc pārskata gada beigām nav koriģējoši, tie tiek atspoguļoti finanšu pārskata pielikumos tikai tad, ja tie ir būtiski.

3. Neto apgrozījums no citiem pamatdarbības veidiem

<i>Sadalījumā pa saimnieciskās darbības veidiem</i>	2018	2017
Naftas produktu un preču tirdzniecība	179 116 819	147 603 977
Citi ieņēmumi	1 183 656	833 756
KOPĀ:	180 300 475	148 437 733

<i>Sadalījumā pa ģeogrāfiskajiem tirgiem</i>	2018	2017
Latvija	148 045 689	148 347 515
Citi	254 786	90 218
KOPĀ:	180 300 475	148 437 733

4. Pārdotās produkcijas ražošanas pašizmaksa, pārdoto preču vai sniegto pakalpojumu iegādes izmaksas

	2018	2017
Naftas produktu un preču izmaksas	160 790 154	131 062 411
Nolietojums un amortizācija	155 991	146 625
Pārvērtēšanas rezerves samazinājums	(93 069)	(79 108)
Personāla izmaksas	105 474	86 198
Nekustamo īpašumu nomas un citas izmaksas	5 503	5 173
Uzturēšana un remonts	29 712	19 392
Transporta izmaksas	408 193	356 054
Citas izmaksas	397 563	307 018
KOPĀ:	161 799 521	131 903 763

5. Pārdošanas izmaksas

	2018	2017
Personāla izmaksas	6 477 644	5 618 741
Nolietojums un amortizācija	2 192 250	1 890 952
Pārvērtēšanas rezerves samazinājums	(523 930)	(445 421)
Nekustamo īpašumu nomas un citas izmaksas	1 185 191	1 054 473
Uzturēšana un remonts	1 464 575	1 351 099
Mārketinga izmaksas	600 168	538 310
Transporta izmaksas	507 996	471 984
Citas izmaksas	875 338	786 203
KOPĀ:	12 779 232	11 266 341

6. Administrācijas izmaksas

	2018	2017
Personāla izmaksas	1 135 757	833 059
Nolietojums un amortizācija	123 254	76 857
Pārvērtēšanas rezerves samazinājums	(1 124)	(876)
Nekustamo īpašumu nomas un citas izmaksas	29 751	28 416
Uzturēšana un remonts	39 863	29 599
Transporta izmaksas	102 521	104 231
Profesionālie pakalpojumi*	98 895	153 066
Citas izmaksas	69 775	82 392
KOPĀ:	1 598 692	1 306 744

* Atlīdzības kopsumma zvērinātu revidentu komercsabiedrībām:

	2018	2017
SIA „Ievas Liepiņas birojs” par finanšu pārskata revīziju	15 000	15 000
KOPĀ:	15 000	15 000

7. Pārējie saimnieciskās darbības ieņēmumi

	2018	2017
Peļņa no pamatlīdzekļu pārdošanas, neto, t.sk.:	4 838	22 889
<i>Ieņēmumi no pamatlīdzekļu pārdošanas</i>	65 777	142 905
<i>Pārdoto pamatlīdzekļu neamortizētā vērtība</i>	(60 939)	(120 016)
Peļņa no valūtas kursu svārstībām, neto	10 340	-
Ieņēmumi no saņemtās apdrošināšanas atlīdzības	19 347	23 675
Norakstīto/šaubīgo debitoru vērtības atgūšana	2 304	17 391
Pārējie saimnieciskās darbības ieņēmumi	65 551	183 261
KOPĀ:	102 380	247 216

8. Pārējās saimnieciskās darbības izmaksas

	2018	2017
Zaudējumi no valūtas kursu svārstībām, neto	-	29 434
Uzkrājumu šaubīgiem debitoriem izmaiņa	95 019	(83 098)
Neatgūstamo debitoru vērtību norakstīšana	1 266	146 500
Debitoru atlikušās vērtības norakstīšana cesijas rezultātā	-	225 397
Ziedojumi	1 000	67 850
Bankas komisijas	9 851	12 936
Pārējās saimnieciskās darbības izmaksas	257 752	292 458
KOPĀ:	364 888	691 477

9. Uzņēmumu ienākuma nodoklis

	2018	2017
Par pārskata gadu aprēķinātais uzņēmumu ienākuma nodoklis	-	402 260
Labots uzņēmumu ienākuma nodoklis par 2016. gadu	-	21
Atliktais uzņēmumu ienākuma nodoklis pagaidu atšķirību izmaiņu rezultātā	-	(92 718)
Peļņas vai zaudējumu aprēķinā atspoguļotais uzņēmumu ienākuma nodoklis:	-	309 563

10. Personāla izmaksas un darbinieku skaits

	2018	2017
Atlīdzība par darbu	6 179 627	5 270 271
Sociālās apdrošināšanas obligātās iemaksas	1 487 074	1 243 455
Citas personāla izmaksas	52 174	24 272
KOPĀ:	7 718 875	6 537 998

Tai skaitā, augstākās vadības amatpersonu atlīdzība par darbu

	2018	2017
Valdes un padomes locekļi		
Atlīdzība par darbu	189 565	240 295
Sociālās apdrošināšanas obligātās iemaksas	45 666	56 542
KOPĀ:	235 231	296 837

Vidējais darbinieku skaits pārskata gadā:

	2018	2017
Padomes locekļi	3	3
Valdes locekļi	4	4
Pārējie darbinieki	482	438
KOPĀ:	489	445

11. Nemateriālie aktīvi

	Koncesijas, patenti, licences, preču zīmes un tamlīdzīgas tiesības	Citi nemateriālie ieguldījumi	KOPĀ
2016. gada 31. decembrī			
Sākotnējā vērtība	20 509	170 775	191 284
Uzkrātā amortizācija un vērtības samazinājums	(13 982)	(140 828)	(154 810)
Bilances vērtība	6 527	29 947	36 474
2017. gads			
Sākuma bilances vērtība	6 527	29 947	36 474
Iegāde	3 800	32 743	36 543
Amortizācija	(5 638)	(19 402)	(25 040)
Beigu bilances vērtība	4 689	43 288	47 977
2017. gada 31. decembrī			
Sākotnējā vērtība	24 309	203 518	227 827
Uzkrātā amortizācija un vērtības samazinājums	(19 620)	(160 230)	(179 850)
Bilances vērtība	4 689	43 288	47 977
2018. gads			
Sākuma bilances vērtība	4 689	43 288	47 977
Iegāde	5 762	33 005	38 767
Izslēgšana sākotnējai vērtībai	(5 202)	(3 685)	(8 887)
Izslēgšana uzkrātajai amortizācijai	5 202	3 611	8 813
Amortizācija	(3 071)	(38 428)	(41 499)
Beigu bilances vērtība	7 380	37 791	45 171
2018. gada 31. decembrī			
Sākotnējā vērtība	24 869	232 838	257 707
Uzkrātā amortizācija un vērtības samazinājums	(17 489)	(195 047)	(212 536)
Bilances vērtība	7 380	37 791	45 171

12. Pamatlīdzekļi

	Zemesgabali, ēkas un inženierbūves	Ilgtermiņa ieguldījumi nomātajos pamatlīdzekļos	Tehnoloģiskās lekārtas un mašīnas	Pārējie pamatlīdzekļi un inventārs	Pamatlīdzekļu izveidošana	Avansa maksājumi par pamatlīdzekļiem	KOPĀ
Sākotnējā vērtība							
2016. gada 31. decembrī	20 379 044	386 373	4 992 631	2 081 114	437 206	36 209	28 312 577
legāde	543 624	6 897	1 514 171	719 000	415 821	16 699	3 216 212
Pārvietošana	551 932	300 715	(39 767)	29 147	(842 027)	-	-
Izslēgto pamatlīdzekļu sākotnējā vērtība	(25 166)	-	(400 668)	(120 988)	-	-	(546 822)
2017. gada 31. decembrī	21 449 434	693 985	6 066 367	2 708 273	11 000	52 908	30 981 967
legāde	123 559	15 936	858 093	511 356	748 876	(975)	2 256 845
Pārvietošana	524 073	139 049	(2 760)	2 760	(663 122)	-	-
Izslēgto pamatlīdzekļu sākotnējā vērtība	-	-	(235 965)	(89 285)	-	-	(325 250)
2018. gada 31. decembrī	22 097 066	848 970	6 685 735	3 133 104	96 754	51 933	32 913 562
Uzkrātais nolietojums un vērtības samazinājums							
2016. gada 31. decembrī	1 087 654	41 488	2 245 050	1 033 265	-	-	4 407 457
Nolietojums	445 629	46 314	576 445	402 883	-	-	1 471 271
Pārvērtētās daļas nolietojums*	618 123	-	-	-	-	-	618 123
Pārvietošana	1 144	-	(7 965)	6 821	-	-	-
Izslēgto pamatlīdzekļu uzkrātais nolietojums	(25 166)	-	(291 476)	(110 164)	-	-	(426 806)
2017. gada 31. decembrī	2 127 384	87 802	2 522 054	1 332 805	-	-	6 070 045
Nolietojums	466 832	77 550	744 917	522 574	-	-	1 811 873
Pārvērtētās daļas nolietojums*	618 123	-	-	-	-	-	618 123
Pārvietošana	-	-	(66)	66	-	-	-
Izslēgto pamatlīdzekļu uzkrātais nolietojums	-	-	(183 756)	(80 629)	-	-	(264 385)
2018. gada 31. decembrī	3 212 339	165 352	3 083 149	1 774 816	-	-	8 235 656
Bilances vērtība							
2016. gada 31. decembrī	19 291 390	344 885	2 747 581	1 047 849	437 206	36 209	23 905 120
2017. gada 31. decembrī	19 322 050	606 183	3 544 313	1 375 468	11 000	52 908	24 911 922
2018. gada 31. decembrī	18 884 727	683 618	3 602 586	1 358 288	96 754	51 933	24 677 906

* 2016. gada 19. jūlijā un 2017. gada 10. janvārī Sabiedrība pārvērtēja pamatlīdzekļu kategoriju "Zemesgabali, ēkas un inženierbūves" patiesajā vērtībā. Pārvērtēšanas rezultāti (vērtības palielinājums) Sabiedrības grāmatvedības datus iegrāmatoti attiecīgi 2015. gada 31. decembrī un 2016. gada 31. decembrī. Pārvērtēšanu veica sertificēts nekustamā īpašuma vērtētājs SIA "Arco Real Estate". Vērtējumi veikti, izmantojot ienākumu kapitalizācijas un izmaksu metodes. Ja pārvērtēšana nebūtu veikta, kategorijas bilances vērtība uz 2018. gada 31. decembri būtu EUR 7 498 929 (uz 2017. gada 31. decembri – EUR 7 318 128).

Sabiedrības nekustamā īpašuma kadastrālā vērtība

	31.12.2018.	31.12.2017.
Ēkas un būves	1 116 144	1 116 173
Zemes	896 595	894 130
KOPĀ:	2 012 739	2 010 303

13. Pamatlīdzekļi (turpinājums)***Pilnībā nolietotie pamatlīdzekļi***

Vairāki pamatlīdzekļi, kas tikuši pilnībā norakstīti nolietojuma izmaksās, joprojām tiek aktīvi izmantoti Sabiedrības pamatdarbībā. Kopējā šādu pamatlīdzekļu iegādes vērtība pārskata gada beigās bija EUR 2 239 111 (2017. gadā: EUR 1 804 468).

Finanšu nomas ietvaros iegādāto aktīvu bilances vērtība

Finanšu nomas ietvaros iegādāto aktīvu bilances vērtība ir atspoguļota šādi:

	31.12.2018.	31.12.2017.
Tehnoloģiskās iekārtas un mašīnas	866 656	1 186 924
KOPĀ:	866 656	1 186 924

2018. gadā iegādātie pamatlīdzekļi uz finanšu nomas nosacījumiem veido EUR 150 262 (2017. gadā – EUR 737 530). Lūdzu skatīt arī pielikuma 20. piezīmi.

Nolietojums

Kopējās nolietojuma izmaksas iekļautas šādos peļņas vai zaudējumu aprēķina posteņos:

	2018	2017
Pārdotās produkcijas ražošanas pašizmaksa, pārdoto preču vai sniegto pakalpojumu iegādes izmaksas	155 991	146 625
Pārdošanas izmaksas	2 192 250	1 890 952
Administrācijas izmaksas	123 254	76 857
KOPĀ:	2 471 495	2 114 434

Ķīlas un citi īpašumtiesību apgrūtinājumi

Saskaņā ar Latvijas komercbanku noslēgtajiem aizņēmumu līgumiem un ar to saistītiem hipotēku un ķīlu līgumiem, Uzņēmums kā nodrošinājumu saistību izpildei ir iekļājis daļu savā īpašumā esošos nekustamos īpašumus (skatīt 19. piezīmi).

13. Krājumi

	31.12.2018.	31.12.2017.
Palīgmateriāli	50 141	102 404
Degviela un citas preces pārdošanai	4 682 790	4 288 202
Uzkrājumi lēni apritošiem un bojātiem krājumiem	-	-
KOPĀ:	4 732 931	4 390 606

14. Pircēju un pasūtītāju parādi

	31.12.2018.	31.12.2017.
Pircēju un pasūtītāju parādi	11 014 877	10 326 690
Uzkrājumi nedrošiem parādiem	(538 314)	(443 295)
KOPĀ:	10 476 563	9 883 395

15. Citi debitori

	31.12.2018.	31.12.2017.
Uzņēmumu ienākuma nodoklis	76 860	-
Īpašuma nodoklis	-	185
Iemaksāta drošības nauda	76 223	47 309
Izsniegts aizdevums rezidentam, juridiskai personai*	701 000	-
Citi debitori	142 038	182 292
KOPĀ:	996 121	229 786

* Aizdevuma atmaksas termiņš ir 2019. gada 30. aprīlis. Aizdevuma procentu likme ir fiksēta līdz 3% gadā.

16. Nauda un naudas ekvivalenti

	31.12.2018.	31.12.2017.
Nauda bankā un kasē	1 777 490	1 405 353
Nauda ceļā	899 246	683 848
KOPĀ:	2 676 736	2 089 201

17. Akciju kapitāls

Uzņēmuma akciju kapitāls ir EUR 910 560, un to veido 6 504 akcijas. Katras akcijas nominālvērtība ir EUR 140. Visas akcijas ir pilnībā apmaksātas.

Pārskata gadā ir apstiprinātas dividendes 2 000 000 EUR apmērā no iepriekšējo periodu nesadalītās peļņas (2017: 2 500 000 EUR apmērā). Pārskata gadā izmaksātas dividendes EUR 500 000 apmērā, no kurām EUR 300 000 - iepriekšējā gadā apstiprinātās dividendes (2017. gadā izmaksātas dividendes EUR 250 000 apmērā).

Uzņēmuma valde iesaka pārskata perioda peļņu atstāt Uzņēmuma rīcībā turpmākai attīstībai.

18. Ilgtermiņa ieguldījumu pārvērtēšanas rezerve

Ilgtermiņa ieguldījumu pārvērtēšanas rezerve ietver pamatlīdzekļu pārvērtēšanas summas (skat. 12. piezīmi).

	Balance		Izmaiņa	
	31.12.2018.	31.12.2017.	2018	2017
Ilgtermiņa ieguldījumu pārvērtēšanas rezerve	11 385 798	12 003 921	618 123	1 193 902
			2018	2017
Pārvērtēšanas rezerves samazinājums no:			(618 123)	(525 405)
<i>Pārvērtētās daļas nolietojums</i>			(618 123)	(618 123)
<i>Atliktais nodoklis no nekustamā īpašuma pārvērtēšanas rezerves</i>			-	92 718
<i>Atliktā nodokļa pārklasifikācija</i>			-	1 719 307
KOPĀ:			618 123	1 193 902

19. Aizņēmumi no kredītiestādēm

<i>Ilgtermiņa:</i>		<i>Atmaksas termiņš</i>	31.12.2018.	31.12.2017.
Aizņēmumi no Latvijas komercbankas	EUR	10.09.2021.	680 317	2 071 461
Finanšu nomas saistības	EUR	28.02.2023.	525 906	617 278
KOPĀ ilgtermiņa aizņēmumi no kredītiestādēm:			1 206 223	2 688 739

<i>Īstermiņa:</i>		<i>Atmaksas termiņš</i>	31.12.2018.	31.12.2017.
Aizņēmumi no Latvijas komercbankas	EUR	10.09.2021.	1 391 144	597 028
Finanšu nomas saistības	EUR	28.02.2023.	227 891	388 166
KOPĀ īstermiņa aizņēmumi no kredītiestādēm:			1 619 035	985 194

KOPĀ aizņēmumi no kredītiestādēm: 2 825 258 3 673 933

Bilances datumā neizmantotā kredītlīnija:

	31.12.2018.	31.12.2017.
Ar termiņu viena gada laikā	2 000 000	1 500 000
KOPĀ:	2 000 000	1 500 000

Par aizņēmumiem no kredītiestādēm tiek maksāta mainīgā 6M vai 3M EURIBOR likme. Pievienotās procentu likmes atbilst tirgus likmēm. Lai nodrošinātu aizņēmumus no kredītiestādēm, Sabiedrība ir reģistrējusi hipotēkas uz nekustamo īpašumu par labu aizdevēja bankām. Uz 2018. gada 31. decembri hipotēku apmērs bija 2,69 miljoni eiro. Kredītlīnijas nodrošinājums ir finanšu ķīla uz naudas līdzekļiem izdevēja kredītiestādes kontā.

20. Finanšu nomas saistības

	Saistību dzēšanas termiņš	Līgumu Summa	Ilgtermiņa daļa	Īstermiņa daļa	Nomāto aktīvu bilances vērtība
Latvijas komercbanka	25.03.2019	314 116	-	41 069	150 410
Latvijas komercbanka	28.02.2023	994 506	525 906	186 822	716 246
Kopā 31.12.2018.			525 906	227 891	866 656
Kopā 31.12.2017.			617 278	388 166	1 186 924

Par finanšu nomas saistībām tiek maksāta mainīgā 6M vai 3M EURIBOR likme. Pievienotās procentu likmes atbilst tirgus likmēm.

21. Citi aizņēmumi

<i>Ilgtermiņa:</i>	31.12.2018.	31.12.2017.
Saņemts aizdevums no rezidenta, juridiskas personas	-	440 476*
Saņemts bezprocentu aizdevums no rezidenta, nav nodrošināts	3 157 689	1 897 689
KOPĀ citi ilgtermiņa aizņēmumi:	3 157 689	2 338 165
<i>Īstermiņa:</i>	31.12.2018.	31.12.2017.
Saņemts aizdevums no rezidenta, juridiskas personas	-	59 524*
Saņemts bezprocentu aizdevums no rezidenta, nav nodrošināts	240 000	240 000
KOPĀ citi īstermiņa aizņēmumi:	240 000	299 524
KOPĀ citi aizņēmumi:	3 397 689	2 637 689

*Aizdevuma atmaksas termiņš bija 2025. gada 30. marts. Aizdevuma procentu likme bija fiksēta līdz 3% gadā. Visa aizdevuma summa atmaksāta 2018. gada laikā.

22. Pārējie kreditori

	31.12.2018.	31.12.2017.
Atlīdzība par darbu	371 536	322 455
Pārējie kreditoru parādi	1 532	1 812
KOPĀ:	373 068	324 267

23. Uzkrātās saistības

	31.12.2018.	31.12.2017.
Uzkrātās neizmantoto atvaļinājumu izmaksas	396 578	349 275
Citas uzkrātās saistības	675 884	579 642
KOPĀ:	1 072 462	928 917

24. Nodokļi un valsts sociālās apdrošināšanas obligātās iemaksas

	31.12.2018.	Aprēķināts	Samaksāts	31.12.2017.
Sociālās apdrošināšanas obligātās iemaksas	182 738	2 169 648	(2 143 638)	156 728
Iedzīvotāju ienākuma nodoklis	81 189	1 170 190	(1 169 380)	80 379
Akcīzes nodoklis	1 519 206	20 178 827	(19 994 452)	1 334 831
Uzņēmumu ienākuma nodoklis	(76 860)	-	(322 456)	245 596
Pievienotās vērtības nodoklis	516 255	7 211 049	(7 051 581)	356 787
Dabas resursu nodoklis	1 506	3 074	(3 358)	1 790
Nekustamā īpašuma nodoklis	-	32 290	(32 105)	(185)
Uzņēmumu vieglo transportlīdzekļu nodoklis	1 123	13 254	(12 686)	555
KOPĀ:	2 225 157	30 778 332	(30 729 656)	2 176 481
KOPĀ SAISTĪBAS:	2 302 017			2 176 666
KOPĀ PRASĪBAS:	(76 860)			(185)

25. Finansiālās saistības, sniegtās garantijas vai citas iespējamās saistības**(a) Operatīvās nomas saistības**

Uzņēmums kā nomnieks noslēdzis vairākus īpašuma nomas līgumus. Kopējās ikgadējās nomas izmaksas 2018. gadā bija EUR 1 133 766 (2017. gadā: EUR 933 412). Balances datumā kopējie aplēstie minimālie nomas maksājumi saskaņā ar neatsaucamajiem operatīvās nomas līgumiem bija:

	31.12.2018.	31.12.2017.
Mazāk par vienu gadu	915 162	907 182
1 – 5 gadi	3 660 648	3 628 728
Vairāk par 5 gadiem	4 575 811	4 535 910
KOPĀ:	9 151 621	9 071 820

(b) Juridiskās prasības

Sabiedrība nav iesaistīta tiesu procesos, kuros būtu izvirzītas prasības pret AS “Virši-A”. Sabiedrība ir izvirzījusi prasības pret Sabiedrības debitoriem par parādu piedziņu, un ir aktuālas tiesvedības. Šaubīgiem debitoru parādiem ir izveidoti atbilstoši uzkrājumi šaubīgiem debitoriem. Ieņēmumi no tiesvedības ceļā iegūtiem līdzekļiem tiek atzīti brīdī, kad ieņēmumi ir saņemti.

(c) Garantijas


Uzņēmums izsniedzis kredītiestādei garantiju saistībā ar saistītas personas aizņēmumu neapmaksāto saistību apmērā, kas uz 2018. gada 31. decembri bija EUR 761 864 (uz 2017. gada 31. decembri - EUR 1 149 773).


26. Notikumi pēc bilances datuma

Laika posmā no pārskata gada pēdējās dienas līdz šī finanšu pārskata parakstīšanas datumam nav bijuši nekādi notikumi, kuru rezultātā šajā finanšu pārskatā būtu jāveic korekcijas vai kuri būtu jāpaskaidro šajā finanšu pārskatā.


Rīga, 2019. gada 5. aprīlis


Jānis Riekstiņš
Valdes priekšsēdētājs


Jānis Rušmanis
Valdes loceklis


Ilgvars Zuzulis
Valdes loceklis


Andris Priedītis
Valdes loceklis


Jelena Laurinaviča
Galvenā grāmatvede

AS "Virši-A"

(VIENOTAIS REĢISTRĀCIJAS NUMURS 40003242737)

2019. GADA PĀRSKATS

SAGATAVOTS SASKAŅĀ AR

LR GADA PĀRSKATU UN KONSOLIDĒTO GADA PĀRSKATU LIKUMU

UN NEATKARĪGU REVIDENTU ZIŅOJUMS

Rīga, 2020



Neatkarīgu revidentu ziņojums

AS "VIRŠI-A" akcionāriem

Mūsu atzinums par finanšu pārskatu

Esam veikuši AS "VIRŠI-A" ("Sabiedrība") pievienotajā gada pārskatā ietvertā finanšu pārskata no 8. līdz 26. lapai revīziju. Pievienotais finanšu pārskats ietver:

- bilanci 2019. gada 31. decembrī,
- peļņas vai zaudējumu aprēķinu par gadu, kas noslēdzās 2019. gada 31. decembrī,
- pašu kapitāla izmaiņu pārskatu par gadu, kas noslēdzās 2019. gada 31. decembrī,
- naudas plūsmas pārskatu par gadu, kas noslēdzās 2019. gada 31. decembrī, kā arī
- finanšu pārskata pielikumu, kas ietver nozīmīgu grāmatvedības uzskaites principu kopsavilkumu un citu paskaidrojošu informāciju.

Mūsaprāt, pievienotais finanšu pārskats sniedz patiesu un skaidru priekšstatu par AS "VIRŠI-A" finansiālo stāvokli 2019. gada 31. decembrī un par tās darbības finanšu rezultātiem un naudas plūsmu gadā, kas noslēdzās 2019. gada 31. decembrī, saskaņā ar Latvijas Republikas Gada pārskatu un konsolidēto gada pārskatu likumu ("Gada pārskatu un konsolidēto gada pārskatu likums").

Atzinuma pamatojums

Atbilstoši Latvijas Republikas Revīzijas pakalpojumu likumam ("Revīzijas pakalpojumu likums") mēs veicām revīziju saskaņā ar Latvijas Republikā atzītiem starptautiskajiem revīzijas standartiem (turpmāk - SRS). Mūsu pienākumi, kas noteikti šajos standartos, ir turpmāk aprakstīti mūsu ziņojuma sadaļā *Revidenta atbildība par finanšu pārskata revīziju*.

Mēs esam neatkarīgi no Sabiedrības saskaņā ar Starptautiskās Grāmatvežu ētikas standartu padomes izstrādātā Profesionālu grāmatvežu ētikas kodeksa (SGĒSP kodekss) prasībām un Revīzijas pakalpojumu likumā iekļautajām neatkarības prasībām, kas ir piemērojamas mūsu veiktajai finanšu pārskata revīzijai Latvijas Republikā. Mēs esam ievērojuši arī SGĒSP kodeksā un Revīzijas pakalpojumu likumā noteiktos pārējos profesionālās ētikas principus un objektivitātes prasības.

Mēs uzskatām, ka mūsu iegūtie revīzijas pierādījumi dod pietiekamu un atbilstošu pamatojumu mūsu atzinumam.

Ziņošana par citu informāciju

Par citu informāciju atbild Sabiedrības vadība. Citu informāciju veido:

- ✓ Sabiedrības valdes un padomes sastāvs, kas sniegts pievienotā gada pārskata 4. lapā;
- ✓ Informācija par Sabiedrības akcionāru sastāvu, kas sniegta pievienotā gada pārskata 13. lapā;
- ✓ Vadības ziņojums, kas ietverts pievienotā gada pārskata 5., 6. un 7. lapā.

Mūsu atzinums par finanšu pārskatu neattiecas uz gada pārskatā ietverto citu informāciju, un mēs nesniedzam par to nekāda veida apliecinājumu, izņemot to kā norādīts mūsu ziņojuma sadaļā *Citas ziņošanas prasības saskaņā ar Latvijas Republikas tiesību aktu prasībām*.

Saistībā ar finanšu pārskata revīziju mūsu pienākums ir iepazīties ar citu informāciju un, to darot, izvērtēt, vai šī cita informācija būtiski neatšķiras no finanšu pārskata informācijas vai no mūsu zināšanām, kuras mēs ieguvām revīzijas gaitā, un vai tā nesatur cita veida būtiskas neatbilstības.

Ja, balstoties uz veikto darbu un ņemot vērā revīzijas laikā gūtās ziņas un izpratni par Sabiedrību un tās darbības vidi, mēs secinām, ka citā informācijā ir būtiskas neatbilstības, mūsu pienākums ir ziņot par šādiem apstākļiem. Mūsu uzmanības lokā nav nākuši apstākļi, par kuriem būtu jāziņo.

Citas ziņošanas prasības saskaņā ar Latvijas Republikas tiesību aktu prasībām

Papildus tam, saskaņā ar Revīzijas pakalpojumu likumu mūsu pienākums ir sniegt viedokli, vai Vadības ziņojums ir sagatavots saskaņā ar tā sagatavošanu reglamentējošā normatīvā akta, Gada pārskatu un konsolidēto gada pārskatu likuma, prasībām.

Pamatojoties vienīgi uz mūsu revīzijas ietvaros veiktajām procedūrām, mūsaprāt:

- Vadības ziņojumā par pārskata gadu, par kuru ir sagatavots finanšu pārskats, sniegtā informācija atbilst finanšu pārskatam, un

- Vadības ziņojums ir sagatavots saskaņā ar Gada pārskatu un konsolidēto gada pārskatu likuma prasībām.

Vadības un personu, kurām uzticēta Sabiedrības pārraudzība, atbildība par finanšu pārskatu

Vadība ir atbildīga par tāda finanšu pārskata, kas sniedz patiesu un skaidru priekšstatu, sagatavošanu saskaņā ar Gada pārskatu un konsolidēto gada pārskatu likumu, kā arī par tādas iekšējās kontroles sistēmas uzturēšanu, kāda saskaņā ar vadības viedokli ir nepieciešama, lai būtu iespējams sagatavot finanšu pārskatu, kas nesatur ne krāpšanas, ne kļūdas dēļ izraisītas būtiskas neatbilstības.

Sagatavojot finanšu pārskatu, vadības pienākums ir izvērtēt Sabiedrības spēju turpināt darbību, pēc nepieciešamības sniedzot informāciju par apstākļiem, kas saistīti ar Sabiedrības spēju turpināt darbību un darbības turpināšanas principa piemērošanu, ja vien vadība neplāno Sabiedrības likvidāciju vai tās darbības izbeigšanu, vai arī tai nav citas reālas alternatīvas kā Sabiedrības likvidācija vai darbības izbeigšana.

Personas, kurām uzticēta Sabiedrības pārraudzība, ir atbildīgas par Sabiedrības finanšu pārskata sagatavošanas procesa uzraudzību.

Revidenta atbildība par finanšu pārskata revīziju

Mūsu mērķis ir iegūt pietiekamu pārliecību par to, ka finanšu pārskats kopumā nesatur kļūdas vai krāpšanas dēļ izraisītas būtiskas neatbilstības, un sniegt revidentu ziņojumu, kurā izteikts atzinums. Pietiekama pārliecība ir augsta līmeņa pārliecība, bet tā negarantē, ka revīzijā, kas veikta saskaņā ar SRS, vienmēr tiks atklāta būtiska neatbilstība, ja tāda pastāv. Neatbilstības var rasties krāpšanas vai kļūdas dēļ, un tās ir uzskatāmas par būtiskām, ja var pamatoti uzskatīt, ka tās katra atsevišķi vai visas kopā varētu ietekmēt saimnieciskos lēmumus, ko lietotāji pieņem, balstoties uz šo finanšu pārskatu.

Veicot revīziju saskaņā ar SRS, visa revīzijas procesa gaitā mēs izdarām profesionālus spriedumus un saglabājam profesionālo skepticismu. Mēs arī:

- identificējam un izvērtējam riskus, ka finanšu pārskatā varētu būt krāpšanas vai kļūdas dēļ izraisītas būtiskas neatbilstības, izstrādājam un veicam revīzijas procedūras šo risku mazināšanai, kā arī iegūstam revīzijas pierādījumus, kas sniedz pietiekamu un atbilstošu pamatojumu mūsu atzinumam. Risks, ka netiks atklātas būtiskas neatbilstības krāpšanas dēļ, ir augstāks nekā risks, ka netiks atklātas kļūdas izraisītas neatbilstības, jo krāpšana var ietvert slepenas norunas, dokumentu viltošanu, informācijas neuzrādīšanu ar nodomu, informācijas nepatiesu atspoguļošanu vai iekšējās kontroles pārkāpumus;
- iegūstam izpratni par iekšējo kontroli, kas ir būtiska revīzijas veikšanai, lai izstrādātu konkrētajiem apstākļiem atbilstošas revīzijas procedūras, bet nevis, lai sniegtu atzinumu par Sabiedrības iekšējās kontroles efektivitāti;
- izvērtējam pielietoto grāmatvedības politiku atbilstību un grāmatvedības aplēšu un attiecīgās vadības uzrādītās informācijas pamatotību;
- izdarām secinājumu par vadības piemērotā darbības turpināšanas principa atbilstību, un, pamatojoties uz iegūtajiem revīzijas pierādījumiem, par to, vai pastāv būtiska nenoteiktība attiecībā uz notikumiem vai apstākļiem, kas var radīt nozīmīgas šaubas par Sabiedrības spēju turpināt darbību. Ja mēs secinām, ka būtiska nenoteiktība pastāv, revidentu ziņojumā tiek vērsta uzmanība uz finanšu pārskatā sniegto informāciju par šiem apstākļiem, vai, ja šāda informācija nav sniegta, mēs sniedzam modificētu atzinumu. Mūsu secinājumi ir pamatoti ar revīzijas pierādījumiem, kas iegūti līdz revidentu ziņojuma datumam. Tomēr nākotnes notikumu vai apstākļu ietekmē Sabiedrība savu darbību var pārtraukt;
- izvērtējam vispārēju finanšu pārskata struktūru un saturu, ieskaitot atklāto informāciju un skaidrojumus pielikumā, un to, vai finanšu pārskats patiesi atspoguļo pārskata pamatā esošos darījumus un notikumus.

Mēs sazināties ar personām, kurām uzticēta Sabiedrības pārraudzība, un, cita starpā, sniedzam informāciju par plānoto revīzijas apjomu un laiku, kā arī par svarīgiem revīzijas novērojumiem, tajā skaitā par būtiskiem iekšējās kontroles trūkumiem, kādus mēs identificējam revīzijas laikā.

SIA „Ieva Liepiņas birojs”

Zvērinātu revidentu komercsabiedrība, licence Nr.139

Ieva Liepiņa
Valdes locekle
Atbildīgā zvērinātā revidente
Sertifikāta Nr.161



Rīga, Latvija
2020.gada 24.marts

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Vispārīga informācija

Sabiedrības nosaukums	Virši-A
Komersanta veids	Akciju sabiedrība
Reģistrācijas numurs, datums	40003242737, 1995. gada 6. janvāris
Juridiskā adrese	Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvija, LV-5101
Valdes locekļi	Jānis Riekstiņš, valdes priekšsēdētājs Jānis Rušmanis, valdes loceklis Ilgvars Zuzulis, valdes loceklis Andris Priedītis, valdes loceklis Jānis Vība, valdes loceklis no 2019. gada 29. jūlija
Padomes locekļi	Madara Volksone, padomes priekšsēdētāja Ausma Rušmane, padomes priekšsēdētājas vietniece Silva Skudra, padomes locekle
Galvenais grāmatvedis	Jeļena Laurinaviča
Revidenti	SIA „Ievas Liepiņas birojs” Reģ.Nr.40003747546 Brīvības iela 39, Rīga, LV-1010 Licence Nr.139 Ieva Liepiņa Zvērināta revidente Sertifikāts Nr. 161

Vadības ziņojums

Darbības veids

AS „Virši-A” ir lielākais Latvijas pašmāju degvielas tirgotājs ar 100% Latvijas kapitālu (turpmāk tekstā arī „Sabiedrība” un „Uzņēmums”). Sabiedrība nodarbojas ar naftas produktu vairumtirdzniecību un mazumtirdzniecību, kā arī ar auto preču un pārtikas mazumtirdzniecību savā degvielas uzpildes stacijā (turpmāk tekstā „DUS”) tīklā. Sabiedrības akciju kapitāls ir EUR 910 560, un to veido 6 504 akcijas. Katras akcijas nominālvērtība ir EUR 140. Visas akcijas ir pilnībā apmaksātas.

Sabiedrības darbība pārskata gadā

2019. gada laikā Sabiedrība turpināja veiksmīgi īstenot Uzņēmuma izstrādāto attīstības stratēģiju, kas paredz būtisku tīkla paplašināšanu, vizuālā tēla un koncepta pilnveidošanu, degvielas uzpildes staciju modernizāciju un nemainīgi augstas kvalitātes produktu un servisa nodrošināšanu saviem klientiem, kā arī Latvijas ražotāju atbalstīšanu, sniedzot tiem iespēju ar saviem ražojumiem nonākt AS „Virši-A” veikalu plauktos. 2019. gadā Uzņēmums uzsāka jauna transporta enerģijas produkta virzīšanu tirgū – saspiestās dabasgāzes tirdzniecība (CNG), kas palīdz Latvijai virzīties uz mērķi kaitīgo izmešu samazinājumam transporta segmentā. Gada laikā AS „Virši-A” tīklu veidoja 61 degvielas uzpildes stacija, pārdotais degvielas apjoms mazumtirdzniecībā pieauga par 2.3%, savukārt preču mazumtirdzniecības apgrozījums palielinājās par 17.2%. Kopējais Sabiedrības apgrozījums 2019. gadā pieauga par 3.7%.

2019. gadā tika atklātas 4 jaunas degvielas uzpildes stacijas, kuras atrodas Stopiņos: DUS Saurieši, Jēkabpili: DUS „Krustpils” – Varoņu iela 10, Rīgā: Lubānas iela 102A, un Brocēnos: Liepnieku iela 1. DUS „Krustpils” un DUS „Lubāna” ir pirmās degvielas uzpildes stacijas Latvijā, kas nodrošina klientiem iespēju veikt CNG uzpildi. Gada laikā tika renovēti un modernizēti 16 DUS, lai tie atbilstu augstākās kvalitātes standartiem un veidotu vienota uzņēmuma tēlu.

Degvielas mazumtirdzniecības tirgus Latvijā 2019. gadā tonnās auga par 0.7% (2018. gadā - 1.8%; Valsts ieņēmumu dienesta dati), bet Uzņēmuma degvielas mazumtirdzniecības apjoms auga par 2.3%. Ņemot vērā degvielas tirgus tendences un uzņēmuma atpazīstamības veicināšanu, kā arī stratēģiskas investīcijas DUS infrastruktūras un produktu attīstībā, 2019. gadā būtiski audzis veikala preču apgrozījums. AS „Virši-A” 2019. gadā apgrozīja 187 007 867 eiro jeb par 3.7% vairāk nekā 2018. gadā un peļņā sasniedza 3 988 817 eiro jeb par 5.1% vairāk kā 2018. gadā. Sabiedrības rentabilitāte 2019. gadā bija 2.1% (2018: 2.1%).

Lai nodrošinātu augstas kvalitātes degvielu saviem klientiem, AS „Virši-A” lielākais degvielas piegādātājs degvielas uzpildes staciju tīklam nemainīgi ir SIA „Orlen Latvija”. SIA „Orlen Latvija” ir Lietuvas naftas pārstrādes uzņēmuma Orlen Lietuva pārstāvniecība Latvijā un ir atbildīga par naftas produktu realizāciju Latvijas teritorijā no naftas pārstrādes rūpnīcas Mažeikos. Orlen ir lielākā Centrāleiropas naftas pārstrādes kompānija.

AS „Virši-A” 2017. gadā tika iekļauta Padziļinātās sadarbības programmas dalībnieku reģistrā; 2019. un 2020. gadā Uzņēmums ir programmas Zelta līmeņa dalībnieks. 2019. gadā veikti nodokļu maksājumi vairāk kā 32.9 miljonu eiro apmērā.

Vides aizsardzības pasākumi

AS „Virši-A” ievēro integrētu pieeju piesārņojuma novēršanai un kontrolei un nodrošina C un B kategorijas piesārņojošo darbību apliecinājumos izvirzītās vides prasības un normatīvos aktus. Lai mazinātu ietekmi uz vidi, 2019. gadā 9 degvielas uzpildes stacijās tika veikta degvielas uzpildes iekārtu nomaiņas. Jaunās degvielas uzpildes iekārtas nodrošina II pakāpes tvaika atsūkņēšanas sistēmu, kas ļauj Uzņēmumam samazināt emisiju daudzumu, kas tiek izdalīts atmosfērā.

Lai kontrolētu un mazinātu ietekmi uz vidi, degvielas uzpildes stacijās regulāri tiek veikts gruntsūdens un lietus notekūdens monitorings, atjaunoti gruntsūdens monitoringa tīkli un veiktas DUS lokālo attīrīšanas iekārtu tīrīšanas un rekonstrukcijas. 2019. gadā 6 degvielas uzpildes stacijās tika izbūvētas jaunas vai atjaunotas lokālās attīrīšanas iekārtas, 25 stacijās tika veikta lokālā attīrīšanas iekārtu tīrīšana, bet 14 objektos degvielas tvertņu tīrīšana, tajā skaitā 1 pilna degvielas tvertnes nomaiņa.

Lai kontrolētu, pārvaldītu un optimizētu uzņēmumā izlietos resursus, 2019. gada laikā Sabiedrība turpināja ievērot ISO 50001 standarta prasības. 2019. gada laikā 16 degvielas uzpildes stacijās tika veikta rekonstrukcija, kuras ietvaros tika mainīts iekštelpu un āra apgaismojums, ietaupot aptuveni 60% no potenciālā stacijas apgaismojuma elektrības patēriņa. Realizēta kustību sensoru ievietošana noliktavās un palīgtelpās, ietaupot līdz 72% no potenciālā elektrības patēriņa konkrētajās telpās.

AS „Virši-A” godprātīgi visaugstākajā līmenī pilda visas vides aizsardzības normatīvo aktu prasības.

Vadības ziņojums (turpinājums)**Darbinieki**

Sabiedrībai turpinot strauji attīstīties, 2019. gada beigās AS „Virši-A” strādāja 530 darbinieki, kas bija 8.4% pieaugums salīdzinot ar 2018. gadu. Augstu vērtējot darbinieku lomu Uzņēmuma attīstībā, AS „Virši-A” turpināja ieguldīt būtiskus līdzekļus darbinieku apmācībā, attīstībā, komandas darba veicināšanā un saliedēšanā, vadītāju kompetences celšanā, pārdošanas un klientu apkalpošanas prasmju attīstībā. Uzņēmums visiem darbiniekiem nodrošina veselības apdrošināšanu. 2019. gadā tika pilnveidots darbinieku labumu grozs un motivācijas sistēma, Sabiedrība turpināja atbalstīt savu darbinieku karjeras izaugsmi, piedāvājot piedalīties konkursos un izsludinātajām iekšējām vakancēm, kā arī turpināja stiprināt un papildināt vadības komandu.

2019. gadā Viršu skolā tika apmācīti 238 darbinieki, kā arī realizētas korporatīvās apmācības. Apmācīti iekšējie treneri, pilnveidotas ievadapmācības, izstrādātas jaunas programmas, degvielas uzpildes staciju pārdevējiem un vadītājiem, ietverot Uzņēmuma stratēģiskos izaicinājumus. Programmu izstrādē piedalās augstākā, vidējā līmeņa vadītāji un vadošie speciālisti, kā arī Latvijas mēroga jomu eksperti. Viršu skola 2019. gadā ieguva Latvijas personāla vadīšanas asociācijas (LPVA) Gada balvu.

“TOP darba devējs 2019” aptaujā AS „Virši-A” ieguva 1. vietu Zemgales reģionā.

Atbalsts sportam

Uzņēmuma mārketinga stratēģijas daļa ir pienesums sabiedrībai un tās izaugsmei, kas sakrīt ar vienu no uzņēmuma vērtībām “Cilvēks cilvēkam”. Sabiedrība atbalsta projektus, kas attīsta caur sportisko izaugsmi, saistītu gan ar kolektīviem, gan individuālajiem sporta veidiem. 2019. gadā Sabiedrība turpināja atbalstīt 2018. un 2017. gada čempionu komandu HK “Kurbads”, taku skriešanas maratonu “Stirnu buks”, autosportistus Mārtiņu Sesku un Ingu Jēkabsonu, golfa turnīrus, reģionālas basketbola komandas un citus.

Zīmola vizuālās identitātes atsvaidzināšana

2019. gadā AS „Virši-A” veica uzņēmuma vizuālās identitātes atsvaidzināšanu. Šī projekta ietvaros tika izveidota jauna zīmola “Virši” logotipa versija un tam pielāgotas grafiskās komunikācijas vadlīnijas. Gada laikā jaunais logotips tika ieviests visās tīkla stacijās, autoparkā, darbinieku tērpos, mājas lapā un citos kanālos. Šis projekts tika veikts ar mērķi stiprināt uzņēmuma publisko tēlu, uzlabot atpazīstamību, palielināt konkurētspēju esošajā tirgus situācijā. Projekta īstenošanas laikā tika veikti būtiski ieguldījumi gan infrastruktūrā, gan marketinga aktivitātēs.

Projekta ietvaros tika izstrādāta jauna uzņēmuma mājaslapa (www.virsi.lv), vērtējot biznesa un privātpersonu klientu vajadzības un mājas lapas lietošanas ieradumus, lai jaunās versijas navigācija, dizains un funkcionalitāte būtu pielāgoti klientu ērtībai.

Finanšu riska vadība

Sabiedrības darbība ir pakļauta finanšu riskiem, tajā skaitā kredītrisks, naftas cenu, procentu likmju un valūtas kursu svārstību risks. Sabiedrības Vadība ievēro iekšējās procedūras būtisku risku kontrolei un negatīvu finanšu tirgus efektu mazināšanai uz Sabiedrības finansiālo stāvokli.

Sabiedrība kontrolē kredītrisku, pastāvīgi izvērtējot klientu parādu atmaksas vēsturi atbilstoši Uzņēmuma kredītpolitikai. Uzņēmuma debitori tiek kreditēti, izvērtējot kredītvēsturi un finanšu rādītājus individuāli un nosakot atbilstošu kredīta apjomu un atmaksas dienas. Pircēju un pasūtītāju parādi tiek uzrādīti atgūstamajā vērtībā. Sabiedrības partneri naudas līdzekļu darījumos ir vietējās finanšu institūcijas ar atbilstošu kredītvēsturi.

Sabiedrība saskaras ar naftas cenu svārstību risku gan iegādājoties, gan pārdojot degvielas produkciju, jo degvielas produktu cenas tieši saistīta ar naftas cenu svārstībām tirgū. Tā kā Sabiedrība cenas pamatā tiek noteiktas, balstoties uz faktisko degvielas iegādes izmaksu, tad riska ietekme tiek mazināta.

Sabiedrība ievēro piesardzīgu likviditātes riska vadību, nodrošinot, ka ir pieejami atbilstoši naudas un naudas ekvivalentu līdzekļi vai kredītresursi, izmantojot bankas piešķirto kredītlīniju, lai saistību nokārtošanu veiktu noteiktajos termiņos. 2019. gada 31. decembrī Sabiedrības apgrozāmie līdzekļi pārsniedza īstermiņa saistības par EUR 2 852 843 (2018. gada 31. decembrī par EUR 2 014 287).

Valūtas riska ierobežošanai Sabiedrības vadība uzrauga aktīvu un saistību valūtu struktūras balansu. Pamatojoties uz pašreizējo Sabiedrības ārvalstu valūtās turēto finanšu aktīvu un saistību struktūru, valūtas risks nav būtisks.

Vadības ziņojums (turpinājums)**Apstākļi un notikumi pēc pārskata gada beigām**

Pēc finanšu gada beigām, 2020. gada martā, Latvijas Republikā un daudzās citās valstīs ir stājušies spēkā ar Covid-19 izplatību saistīti ierobežojumi, kas ievērojami samazina ekonomikas attīstību valstī un pasaulē.

Nav paredzams, kā situācija varētu attīstīties nākotnē, un līdz ar to, pastāv ekonomikas attīstības nenoteiktība. Sabiedrības vadība nepārtraukti izvērtē situāciju. Vadības ziņojuma un finanšu pārskata parakstīšanas datumā Sabiedrības 2020.gada darbības finanšu rādītāji ir atbilstoši plānotajam 2020. gada budžetā un finanšu situācija vērtējama kā stabila. Sabiedrības vadība uzskata, ka Sabiedrība spēs pārvarēt ārkārtas situāciju ar sekojošu kompensējošo pasākumu palīdzību: Uzņēmuma struktūrvienību finanšu situācijas monitorēšana un krīzes plāna izstrāde un koordinēšana, resursu iegādes savlaicīga plānošana, debitoru riska padziļināta ikdienas analīze. Šis secinājums balstās uz informāciju, kas ir pieejama šī finanšu pārskata parakstīšanas brīdī.

Sabiedrības turpmākā attīstība

AS “Virši-A” turpinās īstenot izstrādāto attīstības stratēģiju, kas paredz DUS tīkla paplašināšanu, investīciju veikšanu infrastruktūrā, alternatīvo degvielas veidu attīstīšanu un nemainīgi augstas kvalitātes degvielas nodrošināšanu, kā arī vizuālā tēla un koncepta maiņu zīmola atpazīstamības veicināšanai Sabiedrības mērķauditorijas vidū, sabalansējot stratēģiju ar vietējā un globālā tirgus nenoteiktību, kas radusies 2020. gadā saistībā ar Covid-19 uzliesmojumu.

Rīga, 2020. gada 24. marts



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Valdes priekšsēdētājs



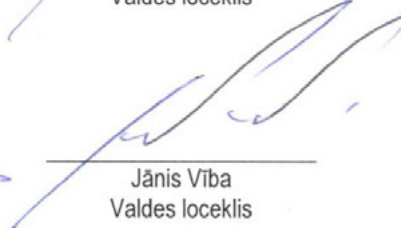
Jānis Rušmanis
Valdes loceklis



Ilgvars Zuzulis
Valdes loceklis



Andris Priedītis
Valdes loceklis



Jānis Vība
Valdes loceklis

Peļņas vai zaudējumu aprēķins

	Piezīme	2019 EUR	2018 EUR
Neto apgrozījums:			
b) no citiem pamatdarbības veidiem	3	187 007 867	180 300 475
Pārdotās produkcijas ražošanas pašizmaksa, pārdoto preču vai sniegto pakalpojumu iegādes izmaksas	4	(166 774 556)	(161 799 521)
Bruto peļņa		20 233 311	18 500 954
Pārdošanas izmaksas	5	(14 261 686)	(12 779 232)
Administrācijas izmaksas	6	(1 710 722)	(1 598 692)
Pārējie saimnieciskās darbības ieņēmumi	7	67 934	102 380
Pārējās saimnieciskās darbības izmaksas	8	(304 993)	(364 888)
Pārējie procentu ieņēmumi un tamlīdzīgi ieņēmumi:			
b) no citām personām		21 951	5 180
Procentu maksājumi un tamlīdzīgas izmaksas:			
b) citām personām		(56 979)	(69 955)
Peļņa pirms uzņēmumu ienākuma nodokļa		3 988 817	3 795 747
Uzņēmumu ienākuma nodoklis par pārskata gadu		-	-
Peļņa pēc uzņēmumu ienākuma nodokļa aprēķināšanas		3 988 817	3 795 747
Pārskata gada peļņa		3 988 817	3 795 747

Pielikums ir šī finanšu pārskata neatņemama sastāvdaļa.

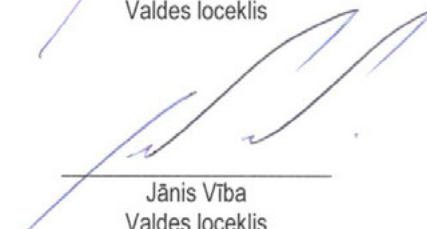
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Jelena Laurinaviča
Galvenā grāmatvede

Bilance**AKTĪVS**

	Piezīme	31.12.2019. EUR	31.12.2018. EUR
ILGTERMIŅA IEGULDĪJUMI			
Nemateriālie ieguldījumi	10		
Koncesijas, patenti, licences, preču zīmes un tamlīdzīgas tiesības		15 262	7 380
Citi nemateriālie ieguldījumi		34 858	37 791
KOPĀ		50 120	45 171
Pamatlīdzekļi	11		
Nekustamie īpašumi:			
a) zemesgabali, ēkas un inženierbūves		27 196 279	18 884 727
Ilgtermiņa ieguldījumi nomātajos pamatlīdzekļos		913 063	683 618
Tehnoloģiskās iekārtas un mašīnas		3 984 456	3 602 586
Pārējie pamatlīdzekļi un inventārs		1 982 568	1 358 288
Pamatlīdzekļu izveidošana un nepabeigto celtniecības objektu izmaksas		281 375	96 754
Avansa maksājumi par pamatlīdzekļiem		224 055	51 933
KOPĀ		34 581 795	24 677 906
KOPĀ ILGTERMIŅA IEGULDĪJUMI		34 631 915	24 723 077
APGROZĀMIE LĪDZEKĻI			
Krājumi			
Izejvielas, pamatmateriāli un palīgmateriāli	12	152 182	50 141
Gatavie ražojumi un preces pārdošanai	12	5 637 357	4 682 790
Avansa maksājumi par krājumiem		164 790	62 790
KOPĀ		5 954 328	4 795 721
Debitori			
Pircēju un pasūtītāju parādi	13	11 890 961	10 476 563
Citi debitori	14	991 993	996 121
Nākamo periodu izmaksas		83 656	62 389
Uzkrātie ieņēmumi		62 177	34 845
KOPĀ		13 028 788	11 569 918
Nauda	15	2 852 843	2 676 736
KOPĀ APGROZĀMIE LĪDZEKĻI		21 835 960	19 042 375
KOPĀ AKTĪVS		56 467 875	43 765 452

Bilance**PASĪVS**

	Piezīme	31.12.2019. EUR	31.12.2018. EUR
PAŠU KAPITĀLS			
Akciju kapitāls (pamatkapitāls)	16	910 560	910 560
Ilgtermiņa ieguldījumu pārvērtēšanas rezerve	17	18 025 313	11 385 798
Rezerves:		-	-
f) pārējās rezerves		25 731	25 731
Iepriekšējo gadu nesadalītā peļņa		3 795 747	6 255 616
Pārskata gada peļņa		3 988 817	3 795 747
KOPĀ PAŠU KAPITĀLS		26 746 168	22 373 452
KREDITORI			
Ilgtermiņa kreditori			
Aizņēmumi no kredītiestādēm	18, 19	2 950 847	1 206 223
Citi aizņēmumi	20	7 787 743	3 157 689
KOPĀ		10 738 590	4 363 912
Īstermiņa kreditori			
Aizņēmumi no kredītiestādēm	18, 19	681 914	1 619 035
Citi aizņēmumi	20	240 000	240 000
No pircējiem saņemtie avansi		174 446	213 071
Parādi piegādātājiem un darbuzņēmējiem		13 377 056	11 196 143
Nodokļi un valsts sociālās apdrošināšanas obligātās iemaksas	23	2 689 455	2 302 017
Pārējie kreditori	21	430 045	373 068
Nākamo periodu ieņēmumi		5 539	12 292
Neizmaksātās dividendes		-	-
Uzkrātās saistības	22	1 384 662	1 072 462
KOPĀ		18 983 117	17 028 088
KOPĀ KREDITORI		29 721 707	21 392 000
KOPĀ PASĪVS		56 467 875	43 765 452

Pielikums ir šī finanšu pārskata neatņemama sastāvdaļa.

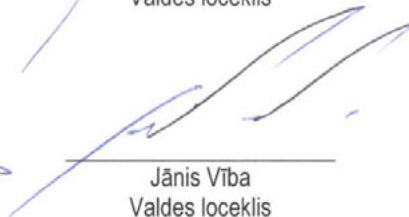
Rīga, 2020. gada 24. marts


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Jeļena Laurinaviča
Galvenā grāmatvede

Naudas plūsmas pārskats

	2019 EUR	2018 EUR
Pamatdarbības naudas plūsma		
Peļņa pirms uzņēmumu ienākuma nodokļa	3 988 817	3 795 747
Korekcijas:		
pamatlīdzekļu vērtības samazinājuma korekcijas	2 733 103	2 429 996
nemateriālo ieguldījumu vērtības samazinājuma korekcijas	55 821	41 499
pārvērtēšanas rezerves samazinājums	(817 459)	(618 123)
peļņa vai zaudējumi no ārvalstu valūtu kursu svārstībām	(4 406)	(10 340)
pārējie procentu ieņēmumi un tamlīdzīgi ieņēmumi	(21 952)	(5 180)
procentu maksājumi un tamlīdzīgas izmaksas	56 945	69 955
ieņēmumi no pamatlīdzekļu pārdošanas	(175 381)	(65 777)
izslēgto pamatlīdzekļu atlikusi vērtība	286 081	60 939
Peļņa pirms apgrozāmo līdzekļu, īstermiņa kreditoru atlikumu izmaiņu ietekmes korekcijām	6 101 569	5 698 716
debitoru parādu atlikumu (pieaugums) vai samazinājums	(1 366 445)	(684 147)
krājumu atlikumu (pieaugums) vai samazinājums	(1 158 607)	(372 192)
piegādātājiem, darbuuzņēmējiem un pārējiem kreditoriem maksājamo parādu atlikumu pieaugums vai (samazinājums)	2 994 355	1 767 159
Bruto pamatdarbības naudas plūsma	6 570 872	6 409 536
Izdevumi procentu maksājumiem	(42 579)	(67 509)
Izdevumi uzņēmumu ienākuma nodokļa maksājumiem	-	(322 456)
Pamatdarbības neto naudas plūsma	6 528 293	6 019 571
Ieguldīšanas darbības naudas plūsma		
Pamatlīdzekļu un nemateriālo ieguldījumu iegāde	(5 040 184)	(2 337 475)
ieņēmumi no pamatlīdzekļu un nemateriālo ieguldījumu pārdošanas	175 381	146 108
Izsniegtie aizdevumi	(1 192 425)	(701 000)
ieņēmumi no aizdevumu atmaksas	1 100 000	-
Saņemtie procenti	21 951	5 180
Ieguldīšanas darbības neto naudas plūsma	(4 935 276)	(2 887 187)
Finansēšanas darbības naudas plūsma		
Saņemtie aizņēmumi	3 198 782	-
Izdevumi aizņēmumu atmaksāšanai	(3 210 942)	(1 637 028)
Izdevumi nomāta pamatlīdzekļa izpirkumam	(783 592)	(418 163)
Izmaksātās dividendes	(625 563)	(500 000)
Finansēšanas darbības neto naudas plūsma	(1 421 315)	(2 555 191)
Pārskata gada neto naudas plūsma	171 702	577 193
Ārvalstu valūtu kursu svārstību rezultāts	4 406	10 342
Naudas un tās ekvivalentu atlikums pārskata gada sākumā	2 676 736	2 089 201
Naudas un tās ekvivalentu atlikums pārskata gada beigās	15 2 852 843	2 676 736

Pielikums ir šī finanšu pārskata neatņemama sastāvdaļa.
Rīga, 2020. gada 24. marts

 Jānis Riekstiņš Valdes priekšsēdētājs	 Jānis Rušmanis Valdes loceklis	 Ilgvars Zuzulis Valdes loceklis
 Andris Priedītis Valdes loceklis	 Jānis Vība Valdes loceklis	 Jelena Laurinavica Galvenā grāmatvede

Pašu kapitāla izmaiņu pārskats

Piezīme	Ilgtermiņa ieguldījumu pārvērtēšanas rezerve		Rezerves	Nesadalītā peļņa	Kopā
	Akciju kapitāls (pamatkapitāls)				
2017. gada 31. decembrī	910 560	12 003 921	25 731	8 255 616	21 195 828
Ilgtermiņa ieguldījumu pārvērtēšanas rezerves palielinājums/ (samazinājums)	17 -	(618 123)	-	-	(618 123)
Dividenžu izmaksa	-	-	-	(2 000 000)	(2 000 000)
2018. gada 31. decembrī	910 560	11 385 798	25 731	10 051 363	22 373 452
Ilgtermiņa ieguldījumu pārvērtēšanas rezerves palielinājums/ (samazinājums)	17 -	6 639 515	-	-	6 639 515
Dividenžu izmaksa	-	-	-	(6 255 616)	(6 255 616)
Pārskata gada peļņa	-	-	-	3 988 817	3 988 817
2019. gada 31. decembrī	910 560	18 025 313	25 731	7 784 564	26 746 168

Pielikums ir šī finanšu pārskata neatņemama sastāvdaļa.


Rīga, 2020. gada 24. marts


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Galvenā grāmatvede

Finanšu pārskata pielikums

1. Vispārīga informācija par Uzņēmumu

AS „Virši-A” (turpmāk tekstā – “Uzņēmums” vai “Sabiedrība”) reģistrēta Latvijas Republikas Uzņēmumu reģistrā 1995. gada 6. janvārī. Uzņēmuma juridiskā adrese ir Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads. Uzņēmuma akcionāri ir fiziskas personas, Latvijas rezidenti.

Uzņēmums nodarbojas galvenokārt ar naftas produktu mazumtirdzniecību un vairumtirdzniecību, kā arī ar preču mazumtirdzniecību.

Uzņēmuma 2019. gada finanšu pārskats apstiprināts ar Uzņēmuma valdes lēmumu 2020. gada 24. martā.

2. Nozīmīgu grāmatvedības uzskaites principu kopsavilkums

Finanšu pārskata sagatavošanas pamatnostādnes

Gada pārskats sagatavots atbilstoši likumam "Par grāmatvedību" un Gada pārskatu un konsolidēto gada pārskatu likumam.

Finanšu pārskats sagatavots ievērojot darbības turpināšanas principu. Finanšu pārskatā par naudas vienību lieto eiro (EUR). Finanšu pārskats aptver laika periodu no 2019. gada 1. janvāra līdz 2019. gada 31. decembrim.

Peļņas un zaudējumu aprēķins sagatavots ieņēmumus un izdevumus klasificējot pēc izdevumu funkcijas.

Naudas plūsmas pārskats sagatavots, izmantojot netiešo metodi.

Aplēšu izmantošana

Sagatavojot finanšu pārskatu, vadībai nākas pamatoties uz zināmām aplēsēm un pieņēmumiem, kas ietekmē atsevišķos pārskatos atspoguļotos bilances un peļņas vai zaudējumu aprēķina posteņu atlikumus, kā arī iespējamo saistību apmēru. Nākotnes notikumi var ietekmēt pieņēmumus, pamatojoties uz kuriem veiktas attiecīgās aplēses. Jebkāda aplēšu izmaiņu ietekme tiek atspoguļota finanšu pārskatā to noteikšanas brīdī.

Ārvalstu valūtu pārvērtēšana

Uzņēmuma funkcionālā valūta un finanšu pārskatā lietotā valūta ir Eiropas Savienības naudas vienība eiro (EUR). Visi darījumi ārvalstu valūtās ir pārvērtēti eiro pēc Eiropas Centrālās bankas publicēta eiro atsauces kursa attiecīgā darījuma veikšanas dienā. Monetārie aktīvi un saistības, kas izteikti ārvalstu valūtā, tiek pārrēķināti eiro pēc Eiropas Centrālās bankas publicētā eiro atsauces kursa pārskata gada pēdējās dienas beigās. Valūtu kursa starpības, kas rodas no norēķinātiem valūtās vai, atspoguļojot aktīvu un saistību posteņus, lietojot valūtas kursus, kuri atšķiras no sākotnēji darījumu uzskaitē izmantotajiem valūtas kursiem, tiek atzītas peļņas vai zaudējumu aprēķinā neto vērtībā.

Nemateriālie aktīvi

Nemateriālie aktīvi ir uzskaitīti to sākotnējā vērtībā, kura tiek amortizēta aktīvu lietderīgās lietošanas laikā, izmantojot lineāro metodi. Ja kādi notikumi vai apstākļu maiņa liecina, ka nemateriālo aktīvu bilances vērtība varētu būt neatgūstama, attiecīgo nemateriālo aktīvu vērtība tiek pārskatīta, lai noteiktu to vērtības samazināšanos. Zaudējumi vērtības samazināšanās rezultātā tiek atzīti, ja nemateriālo aktīvu bilances vērtība pārsniedz to atgūstamo summu.

Pamatlīdzekļi

(i) Pamatlīdzekļu lietderīgās izmantošanas laiks

Pamatlīdzekļi ir uzskaitīti to sākotnējā vērtībā, atskaitot uzkrāto nolietojumu un vērtības samazinājumu. Zemei nolietojums netiek aprēķināts. Nolietojums tiek aprēķināts šādā aktīva lietderīgās lietošanas laikā, izmantojot lineāro metodi:

Ēkas, inženierbūves	- 20 gados;
Tehnoloģiskās iekārtas un mašīnas	- 5 - 10 gados;
Pārējie pamatlīdzekļi	- 2 - 5 gados.

Nolietojumu aprēķina, sākot ar nākamo mēnesi pēc pamatlīdzekļu nodošanas ekspluatācijā vai iesaistīšanas saimnieciskajā darbībā. Katrai pamatlīdzekļa daļai, kuras izmaksas ir būtiskas attiecībā pret šī pamatlīdzekļa kopējām izmaksām, nolietojums jāaprēķina atsevišķi. Ja uzņēmums atsevišķi nolieto dažas pamatlīdzekļa daļas, tas atsevišķi nolieto arī atlikušās šī paša pamatlīdzekļa daļas. Atlikumu veido tās pamatlīdzekļa daļas, kas atsevišķi nav svarīgas. Atlikušo daļu nolietojumu aprēķina, izmantojot tuvināšanas metodes, lai patiesi atspoguļotu to lietderīgās lietošanas laiku.

2. Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

(i) Pamatlīdzekļu lietderīgās izmantošanas laiks (turpinājums)

Nolietojuma aprēķināšanas metodes maiņu uzskata par grāmatvedības aplēses maiņu, par kuru vidēja un liela sabiedrība sniedz informāciju finanšu pārskata pielikumā.

Ja kādi notikumi vai apstākļu maiņa liecina, ka pamatlīdzekļu bilances vērtība varētu būt neatgūstama, attiecīgo pamatlīdzekļu vērtība tiek pārskatīta, lai noteiktu to vērtības samazināšanos. Ja eksistē vērtības neatgūstamības pazīmes un ja aktīva bilances vērtība pārsniedz aplēsto atgūstamo summu, aktīvs vai naudu ģenerējošā vienība tiek norakstīta līdz tā atgūstamajai summai. Pamatlīdzekļa atgūstamā summa ir lielāka no neto pārdošanas vērtības un lietošanas vērtības. Nosakot lietošanas vērtību, aplēstās nākotnes naudas plūsmas tiek diskontētas to tagadnes vērtībā, izmantojot pirmsnodokļu diskonta likmi, kas atspoguļo tagadnes tirgus prognozes attiecībā uz aktīva vērtības izmaiņām un uz to attiecināmajiem riskiem. Aktīvam, kas pats nerada ievērojamas naudas plūsmas, atgūstamā summa tiek noteikta atbilstoši tam naudas plūsmu ģenerējošajam aktīvam, pie kura tas pieder. Zaudējumi vērtības samazinājuma rezultātā tiek atzīti peļņas vai zaudējumu aprēķinā kā pārdošanas produkcijas ražošanas izmaksas.

Pamatlīdzekļu objektu uzskaites vērtības atzīšanu pārtrauc, ja tas tiek atsavināts vai gadījumā, kad no aktīva turpmākās lietošanas nākotnē nav gaidāmi nekādi saimnieciskie labumi. Jebkāda peļņa vai zaudējumi, kas radušies pamatlīdzekļu objekta atzīšanas pārtraukšanas rezultātā (ko aprēķina kā starpību starp neto ieņēmumiem no atsavināšanas un pamatlīdzekļa bilances vērtību), tiek atzīti peļņas vai zaudējumu aprēķinā tajā periodā, kad notikusi pamatlīdzekļa atzīšanas pārtraukšana.

Izmaksas, kas saistītas ar nomātā īpašuma uzlabojumiem, tiek kapitalizētas un atspoguļotas kā pamatlīdzekļi. Šo aktīvu nolietojums tiek aprēķināts visā nomas perioda laikā, izmantojot lineāro metodi.

Nepabeigtā celtniecība atspoguļo pamatlīdzekļu izveidošanas un nepabeigto celtniecības objektu izmaksas, un tā tiek uzskaitīta sākotnējā vērtībā. Sākotnējā vērtībā ietilpst celtniecības izmaksas un citas tiešās izmaksas. Nepabeigtajai celtniecībai nolietojums netiek aprēķināts, kamēr attiecīgie aktīvi nav pabeigti un nodoti ekspluatācijā.

(ii) Pamatlīdzekļu novērtēšana

Ja pamatlīdzekļu vērtība bilances datumā ir zemāka par to novērtējumu bilancē un sagaidāms, ka vērtības samazinājums būs ilgstošs, tie ir novērtēti atbilstoši zemākajai vērtībai. Pārvērtēšanas rezultāts tiek atzīts peļņas vai zaudējumu aprēķinā, izņemot ja vērtības samazināšanās kompensē iepriekš atzītu pamatlīdzekļu vērtības palielināšanos. Tādā gadījumā par vērtības samazināšanās summu samazina pašu kapitāla posteni „Ilgttermiņa ieguldījumu pārvērtēšanas rezerve”.

Ja pamatlīdzekļu vērtība bilances datumā ir būtiski augstāka par to novērtējumu bilancē, pamatlīdzekļus var pārvērtēt atbilstoši augstākai vērtībai, ja var pieņemt, ka vērtības paaugstinājums būs ilgstošs. Pārvērtēšanas rezultātā radies vērtības pieaugums ir atspoguļots postenī „Ilgttermiņa ieguldījumu pārvērtēšanas rezerves”. Ja pārvērtēšanas dēļ radies vērtības pieaugums kompensē tā paša pamatlīdzekļa pārvērtēšanas samazinājumu, kas iepriekšējos pārskata periodos atzīts par izmaksām peļņas vai zaudējumu aprēķinā, tad pārvērtēšanas dēļ radušos vērtības pieaugumu atzīst par ieņēmumiem pārskata perioda peļņas vai zaudējumu aprēķinā. Ilgttermiņa ieguldījumu pārvērtēšanas rezerves ir samazinātas, ja pārvērtētais objekts ir likvidēts vai to neizmanto, vai vērtības palielināšanai vairs nav pamata.

Pašu kapitāla posteni „Ilgttermiņa ieguldījumu pārvērtēšanas rezerve” ietverto vērtības pieaugumu samazina, atzīstot samazinājumu peļņas vai zaudējumu aprēķinā, šādi: pakāpeniski pārvērtētā pamatlīdzekļa lietošanas laikā, katrā pārskata periodā norakstot summu, kas vienāda ar starpību starp nolietojumu, kas aprēķināts, pamatojoties uz pamatlīdzekļa pārvērtēto vērtību, un nolietojumu, kas aprēķināts, pamatojoties uz pamatlīdzekļa iegādes vērtību.

2019. gada 30. decembrī veikta atsevišķas pamatlīdzekļu kategorijas pārvērtēšana patiesajā tirgus vērtībā. Pārvērtēšana tika veikta kategorijai “Zeme, ēkas un inženierbūves” (skatīt 11. piezīmi).

Pārējie finanšu aktīvi

Finanšu aktīvi ir klasificēti kā ieguldījumi, kurus uzņēmums sākotnēji atzīst peļņā vai zaudējumos pēc to patiesās vērtības, ieguldījumi, kuri pēc definīcijas ir aizdevumi un debitoru parādi, līdz termiņa beigām turētie ieguldījumi un pārdošanai pieejamie ieguldījumi, kā nepieciešams. Sākotnēji atzīstot finanšu aktīvus, tie tiek uzskaitīti to patiesajā vērtībā, pieskaitot tieši attiecināmās darījuma izmaksas, ja attiecīgie ieguldījumi peļņā vai zaudējumos nav uzskaitīti to patiesajā vērtībā. Pēc sākotnējās atzīšanas Uzņēmums nosaka tā finanšu aktīvu klasifikāciju un, ja tas pieļaujams un ir atbilstoši, pārskata šo klasifikāciju katra finanšu gada beigās.

Parastu finanšu aktīvu iegādi vai pārdošanu atzīst un to atzīšanu pārtrauc darījuma dienā, proti, dienā, kad Uzņēmums apņemas iegādāties attiecīgo aktīvu. Parasta finanšu aktīvu iegāde vai pārdošana ir tāda finanšu aktīvu iegāde vai pārdošana, kas prasa aktīvu piegādi tādā laika periodā, kas noteikts tirgū spēkā esošos regulējumos vai konvencijās.

Aizdevumi un debitoru parādi

Aizdevumi un debitoru parādi ir neatvasināti finanšu aktīvi ar fiksētu vai nosakāmu maksājumu grafiku, kuri netiek kotēti aktīvajā tirgū. Šādi aktīvi tiek uzskaitīti amortizētajā pašizmaksā, izmantojot faktisko procentu metodi. Peļņa un zaudējumi tiek atzīti peļņas vai zaudējumu aprēķinā, šo aktīvu atzīšanas pārtraukšanas vai to vērtības samazināšanās brīdī, kā arī amortizācijas procesā.

2. Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

Krājumi

Krājumi tiek uzskaitīti zemākajā no pašizmaksas vai neto realizācijas vērtības.

Izmaksas, kas radušās, nogādājot krājumus to tagadējā atrašanās vietā un stāvoklī, tiek uzskaitītas šādi:

- izejvielas tiek uzskaitītas atbilstoši to pirkšanas izmaksām pēc "pirmais iekšā – pirmais ārā" (FIFO) metodes;
- gatavie un nepabeigtie ražojumi tiek uzskaitīti to tiešajās materiālu un darbaspēka izmaksās, pieskaitot ražošanas vispārējo izmaksu daļu, pamatojoties uz ražošanas iekārtu normālu jaudu, bet neņemot vērā aizņēmumu izmaksas.

Neto realizācijas vērtība ir aplēstā pārdošanas cena parastās uzņēmējdarbības ietvaros, atskaitot aplēstās produkcijas pabeigšanas un pārdošanas izmaksas. Neto realizācijas vērtība tiek atspoguļota kā pašizmaksa, no kuras atskaitīti izveidotie uzkrājumi.

Pircēju un pasūtītāju parādi un citi debitori

Pircēju un pasūtītāju parādi tiek uzskaitīti un atspoguļoti bilancē atbilstoši sākotnējai rēķinu summai, atskaitot nedrošiem parādiem izveidotos uzkrājumus. Uzkrājumi nedrošiem parādiem tiek aplēsti, kad pilnas parāda summas saņemšana vairs nav ticama. Uzkrājumi nedrošiem pircēju un pasūtītāju parādiem un aizdevumiem izveidoti, vadībai individuāli izvērtējot katra debitora parāda atgūstamību. Parādi tiek norakstīti, kad to atgūstamība uzskatāma par neiespējamu.

Nauda un naudas ekvivalenti

Naudu un naudas ekvivalentus veido nauda bankā un kasē, nauda ceļā un īstermiņa noguldījumi, kuru sākotnējais dzēšanas termiņš nepārsniedz trīs mēnešus.

Aizdevumi un aizņēmumi

Aizdevumi un aizņēmumi sākotnēji tiek atspoguļoti to sākotnējā vērtībā, ko nosaka, aizdevuma vai aizņēmuma summas patiesajai vērtībai pieskaitot ar aizdevuma izsniegšanu saistītās vai atņemot ar aizņēmuma saņemšanu saistītās izmaksas.

Pēc sākotnējās atzīšanas aizdevumi un aizņēmumi tiek uzskaitīti to amortizētajā vērtībā, izmantojot faktiskās procentu likmes metodi. Amortizētā vērtība tiek aprēķināta, ņemot vērā aizdevuma izsniegšanas vai aizņēmuma saņemšanas izmaksas, kā arī jebkādas ar aizdevumu vai aizņēmumu saistītos diskontus vai prēmijas.

Amortizācijas rezultātā radusies peļņa vai zaudējumi tiek atspoguļoti peļņas vai zaudējumu aprēķinā kā procentu ieņēmumi un izmaksas.

Uzkrājumi

Uzkrājumi tiek atzīti, kad Uzņēmumam ir pašreizējs pienākums (juridisks vai prakses radīts), ko izraisījis kāds pagātnes notikums, un pastāv varbūtība, ka šo saistību izpildei būs nepieciešama ekonomiskos labumus ietverošu resursu aizplūšana no Uzņēmuma, un saistību apjoms iespējams pietiekami ticami novērtēt. Ja Uzņēmums paredz, ka uzkrājumu izveidošanai nepieciešamie izdevumi tiks daļēji vai pilnībā atmaksāti, piemēram, apdrošināšanas līguma ietvaros, šo izdevumu atmaksa tiek atzīta kā atsevišķs aktīvs tikai un vienīgi tad, kad ir praktiski skaidrs, ka šie izdevumi patiešām tiks atmaksāti. Ar jebkādu uzkrājumu saistītās izmaksas peļņas vai zaudējumu aprēķinā tiek atspoguļotas, atskaitot summas, kas ir atgūtas.

Iespējamās saistības un aktīvi

Šajā finanšu pārskatā iespējamās saistības nav atzītas. Tās kā saistības tiek atzītas tikai tad, ja iespējamība, ka līdzekļi tiks izdoti, kļūst pietiekami pamatota. Iespējamie aktīvi šajā finanšu pārskatā netiek atzīti, bet tiek atspoguļoti tikai tad, kad iespējamība, ka ar darījumu saistītie ekonomiskie guvumi nonāks līdz Uzņēmumam, ir pietiekami pamatota.

2. Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

Noma

Finanšu nomas darījumi, kuru ietvaros Uzņēmumam tiek nodoti visi riski un atbildība, kas izriet no ģpašumtiesībām uz nomas objektu, tiek atzīti bilancē kā pamatlīdzekļi par summu, kas, nomu uzsākot, atbilst nomas ietvaros nomātā ģpašuma patiesajai vērtībai, vai, ja tā ir mazāka, minimālo nomas maksājumu pašreizējai vērtībai. Finanšu nomas maksājumi tiek sadalīti starp finanšu izmaksām un saistību samazinājumu, lai katrā periodā nodrošinātu pastāvīgu procentu likmi par saistību atlikumu. Finanšu izmaksas tiek iekļautas peļņas vai zaudējumu aprēķinā kā procentu izmaksas.

Ja ir pietiekams pamats uzskatīt, ka nomas perioda beigās attiecīgais nomas objekts pāries nomnieka ģpašumā, par paredzamo izmantošanas laiku tiek pieņemts šī aktīva lietderīgās izmantošanas laiks. Visos citos gadījumos kapitalizēto nomāto aktīvu nolietojums tiek aprēķināts, izmantojot lineāro metodi, aplēstajā aktīvu lietderīgās lietošanas laikā vai nomas periodā atkarībā no tā, kurš no šiem periodiem īsāks.

Aktīvu noma, kuras ietvaros praktiski visus no ģpašumtiesībām izrietošos riskus uzņemas un atbildību gūst iznomātājs, tiek klasificēta kā operatīvā noma. Nomā maksājumi operatīvās nomas ietvaros tiek uzskaitīti kā izmaksas visā nomas perioda laikā, izmantojot lineāro metodi. No operatīvās nomas līgumiem izrietošās Uzņēmuma saistības tiek atspoguļotas kā ārpusbilances saistības.

Ieņēmumu atzīšana

Ieņēmumi tiek atzīti atbilstoši pārlicēbai par iespēju Uzņēmumam gūt ekonomisko labumu un tik lielā apmērā, kādā to iespējams pamatoti noteikt, atskaitot pievienotās vērtības nodokli un ar pārdošanu saistītās atlaides. Atzīstot ieņēmumus, tiek ņemti vērā arī šādi nosacījumi:

Preču pārdošana

Ieņēmumi tiek atzīti, kad Uzņēmums ir nodevis pircējam nozīmīgākos ar ģpašumtiesībām uz precēm saistītos riskus un atbildības.

Pakalpojumu sniegšana

Uzņēmums sniedz galvenokārt degvielas transportēšanas pakalpojumus saviem klientiem. Ieņēmumi no pakalpojumiem tiek atzīti periodā, kad pakalpojumi sniegti.

Ilgtermiņa un īstermiņa posteņi

Ilgtermiņa posteņos ir uzrādītas summas, kuru saņemšanas, maksāšanas vai norakstīšanas termiņi iestājas vēlāk par gadu pēc attiecīgā pārskata gada beigām. Summas, kas saņemamas, maksājamas vai norakstāmas gada laikā, uzrādītas īstermiņa posteņos.

Uzņēmumu ienākuma nodoklis

Sākot ar 2018. gadu, uzņēmumu ienākuma nodoklis nav aprēķināms par pārskata gadā gūto peļņu, bet tikai dividendu sadalīšanas, kā arī nosacītas peļņas izmaksas brīdī. Nodokļa likme ir 20% uz bruto izmaksām, jeb 20/80 no neto izmaksātām summām. Uzņēmuma ienākuma nodokļa likums paredz pārejas nosacījumus, tai skaitā:

- līdz 2018. gada 31. decembrim gūtā peļņa netiks papildus aplikta ar 20% nodokli pie dividendu izmaksām (ar ierobežojumiem);
- uzkrātie nodokļu zaudējumi ir izmantojami 5 gadu laikā, bet ne vairāk kā par 50% no ikgadējā aprēķinātā nodokļa apjoma no dividendu izmaksām.

Notikumi pēc bilances datuma

Finanšu pārskatā tiek atspoguļoti tādi notikumi pēc pārskata gada beigām, kas sniedz papildu informāciju par uzņēmuma finansiālo stāvokli bilances sagatavošanas datumā (koriģējošie notikumi). Ja notikumi pēc pārskata gada beigām nav koriģējošie, tie tiek atspoguļoti finanšu pārskata pielikumos tikai tad, ja tie ir būtiski.

3. Neto apgrozījums no citiem pamatdarbības veidiem

<i>Sadalījumā pa saimnieciskās darbības veidiem</i>	2019	2018
Naftas produktu un preču tirdzniecība	185 718 228	179 116 819
Citi ieņēmumi	1 289 639	1 183 656
KOPĀ:	187 007 867	180 300 475
<i>Sadalījumā pa ģeogrāfiskajiem tirgiem</i>	2019	2018
Latvija	186 695 762	148 045 689
Citi	312 105	254 786
KOPĀ:	187 007 867	180 300 475

4. Pārdotās produkcijas ražošanas pašizmaksa, pārdoto preču vai sniegto pakalpojumu iegādes izmaksas

	2019	2018
Naftas produktu un preču izmaksas	165 587 591	160 790 154
Nolietojums un amortizācija	153 263	155 991
Pārvērtēšanas rezerves samazinājums	(93 069)	(93 069)
Personāla izmaksas	113 579	105 474
Nekustamo īpašumu nomas un citas izmaksas	5 293	5 503
Uzturēšana un remonts	21 227	29 712
Transporta izmaksas	506 220	408 193
Citas izmaksas	480 452	397 563
KOPĀ:	166 774 556	161 799 521

5. Pārdošanas izmaksas

	2019	2018
Personāla izmaksas	7 286 807	6 477 644
Nolietojums un amortizācija	2 379 779	2 192 250
Pārvērtēšanas rezerves samazinājums	(519 930)	(523 930)
Nekustamo īpašumu nomas un citas izmaksas	1 283 687	1 185 191
Uzturēšana un remonts	1 631 177	1 464 575
Mārketinga izmaksas	733 441	600 168
Transporta izmaksas	474 744	507 996
Citas izmaksas	991 981	875 338
KOPĀ:	14 261 686	12 779 232

6. Administrācijas izmaksas

	2019	2018
Personāla izmaksas	1 212 743	1 135 757
Nolietojums un amortizācija	123 786	123 254
Pārvērtēšanas rezerves samazinājums	(1 075)	(1 124)
Nekustamo īpašumu nomas un citas izmaksas	35 564	29 751
Uzturēšana un remonts	33 532	39 863
Transporta izmaksas	97 417	102 521
Profesionālie pakalpojumi*	119 116	98 895
Citas izmaksas	89 639	69 775
KOPĀ:	1 710 722	1 598 692

* tajā skaitā, atlīdzības kopsumma zvērinātu revidentu komercsabiedrībām:

	2019	2018
SIA „Ievas Liepiņas birojs” par finanšu pārskata revīziju	18 000	15 000
SIA „Ievas Liepiņas birojs” par citu lietpratēja uzdevumu veikšanu	2 000	-
KOPĀ:	20 000	15 000

7. Pārējie saimnieciskās darbības ieņēmumi

	2019	2018
Peļņa no pamatlīdzekļu pārdošanas, neto, t.sk.:	14 221	4 838
<i>ieņēmumi no pamatlīdzekļu pārdošanas</i>	175 381	65 777
<i>Pārdoto pamatlīdzekļu neamortizētā vērtība</i>	(161 160)	(60 939)
Peļņa no valūtas kursu svārstībām, neto	4 407	10 340
ieņēmumi no saņemtās apdrošināšanas atlīdzības	20 758	19 347
Norakstīto/šaubīgo debitoru vērtības atgūšana	16 268	2 304
Pārējie saimnieciskās darbības ieņēmumi	12 280	65 551
KOPĀ:	67 934	102 380

8. Pārējās saimnieciskās darbības izmaksas

	2019	2018
Uzkrājumu šaubīgiem debitoriem izmaiņa	51 327	95 019
Neatgūstamo debitoru vērtību norakstīšana	-	1 266
Ziedojumi	2 500	1 000
Bankas komisijas	29 450	9 851
Pārējās saimnieciskās darbības izmaksas	221 716	257 752
KOPĀ:	304 993	364 888

9. Personāla izmaksas un darbinieku skaits

	2019	2018
Atlīdzība par darbu	6 891 608	6 179 627
Sociālās apdrošināšanas obligātās iemaksas	1 658 633	1 487 074
Citas personāla izmaksas	62 888	52 174
KOPĀ:	8 613 129	7 718 875

Tai skaitā, augstākās vadības amatpersonu atlīdzība par darbu

	2019	2018
Valdes un padomes locekļi		
Atlīdzība par darbu	227 413	189 565
Sociālās apdrošināšanas obligātās iemaksas	54 784	45 666
KOPĀ:	282 197	235 231

Vidējais darbinieku skaits pārskata gadā:

	2019	2018
Padomes locekļi	3	3
Valdes locekļi	5	4
Pārējie darbinieki	522	482
KOPĀ:	530	489

10. Nemateriālie aktīvi

	Koncesijas, patenti, licences, preču zīmes un tamlīdzīgas tiesības	Citi nemateriālie ieguldījumi	KOPĀ
2017. gada 31. decembrī			
Sākotnējā vērtība	24 309	203 518	227 827
Uzkrātā amortizācija un vērtības samazinājums	(19 620)	(160 230)	(179 850)
Bilances vērtība	4 689	43 288	47 977
2018. gads			
Sākuma bilances vērtība	4 689	43 288	47 977
iegāde	5 762	33 005	38 767
Amortizācija	(3 071)	(38 428)	(41 499)
Beigu bilances vērtība	7 380	37 791	45 171
2018. gada 31. decembrī			
Sākotnējā vērtība	30 071	232 838	257 707
Uzkrātā amortizācija un vērtības samazinājums	(22 691)	(195 047)	(212 536)
Bilances vērtība	7 380	37 791	45 171
2019. gads			
Sākuma bilances vērtība	7 380	37 791	45 171
iegāde	13 665	47 105	60 770
Izslēgšana sākotnējai vērtībai	(3 884)	(3 842)	(7 726)
Izslēgšana uzkrātajai amortizācijai	3 884	3 842	7 726
Amortizācija	(5 783)	(50 038)	(55 821)
Beigu bilances vērtība	15 262	34 858	50 120
2019. gada 31. decembrī			
Sākotnējā vērtība	39 851	276 101	310 750
Uzkrātā amortizācija un vērtības samazinājums	(24 589)	(241 243)	(260 631)
Bilances vērtība	15 262	34 858	50 120

11. Pamatlīdzekļi

	Zemesgabali, ēkas un inženierbūves	Ilgtermiņa ieguldījumi nomātajos pamatlīdzekļos	Tehnoloģiskās lekārtas un mašīnas	Pārējie pamatlīdzekļi un inventārs	Pamatlīdzekļu izveidošana	Avansa maksājumi par pamatlīdzekļiem	KOPĀ
Sākotnējā vērtība							
2017. gada 31. decembrī	21 449 434	693 985	6 066 367	2 708 273	11 000	52 908	30 981 967
legāde	123 559	15 936	858 093	511 356	748 876	(975)	2 256 845
Pārvietošana	524 073	139 049	(2 760)	2 760	(663 122)	-	-
Izslēgto pamatlīdzekļu sākotnējā vērtība	-	-	(235 965)	(89 285)	-	-	(325 250)
2018. gada 31. decembrī	22 097 066	848 970	6 685 735	3 133 104	96 754	51 933	32 913 562
legāde	713 874	155 246	537 170	1 026 584	2 861 103	172 122	5 466 100
Pārvērtēšana*	7 456 974	-	-	-	-	-	7 456 974
Pārvietošana	1 501 523	167 644	770 906	236 408	(2 676 481)	-	-
Vērtības samazināšanās	(128 686)	-	-	-	-	-	(128 686)
Izslēgto pamatlīdzekļu pārvērtētā daļa	(84 756)	-	-	-	-	-	(84 756)
Izslēgto pamatlīdzekļu sākotnējā vērtība	(49 571)	-	(288 968)	(477 157)	-	-	(815 696)
2019. gada 31. decembrī	31 506 424	1 171 860	7 704 843	3 918 940	281 376	224 055	44 807 498
Uzkrātais nolietojums un vērtības samazinājums							
2017. gada 31. decembrī	2 127 384	87 802	2 522 054	1 332 805	-	-	6 070 045
Nolietojums	466 832	77 550	744 917	522 574	-	-	1 811 873
Pārvērtētās daļas nolietojums*	618 123	-	-	-	-	-	618 123
Pārvietošana	-	-	(66)	66	-	-	-
Pārvērtēšanas rezultātā izslēgtais uzkrātais nolietojums	-	-	(183 756)	(80 629)	-	-	(264 385)
2018. gada 31. decembrī	3 212 339	165 352	3 083 149	1 774 816	-	-	8 235 656
Nolietojums	641 181	93 445	799 002	599 264	-	-	2 132 893
Pārvērtētās daļas nolietojums*	471 524	-	-	-	-	-	471 524
Izslēgto pamatlīdzekļu pārvērtētās daļas uzkrātais nolietojums	(9 164)	-	-	-	-	-	(9 164)
Izslēgto pamatlīdzekļu uzkrātais nolietojums	(5 745)	-	(161 701)	(437 761)	-	-	(605 207)
2019. gada 31. decembrī	4 310 136	258 797	3 720 450	1 936 319	-	-	10 225 703
Bilances vērtība							
2017. gada 31. decembrī	19 322 050	606 183	3 544 313	1 375 468	11 000	52 908	24 911 922
2018. gada 31. decembrī	18 884 727	683 618	3 602 586	1 358 288	96 754	51 933	24 677 906
2019. gada 31. decembrī	27 196 288	913 063	3 984 393	1 982 621	281 376	224 055	34 581 795

* 2019. gada 30. decembrī Sabiedrība pārvērtēja pamatlīdzekļu kategoriju "Zemesgabali, ēkas un inženierbūves" patiesajā vērtībā. Pārvērtēšanas rezultāti (vērtības palielinājums) Sabiedrības grāmatvedības datus iegrāmatoti 2019. gada 30. decembrī. Pārvērtēšanu veica sertificēts nekustamā īpašuma vērtētājs SIA "Arco Real Estate". Vērtējumi veikti, izmantojot ienākumu kapitalizācijas un izmaksu metodes. Ja pārvērtēšana nebūtu veikta, kategorijas bilances vērtība uz 2019. gada 31. decembrī būtu EUR 9 407 610 (uz 2018. gada 31. decembrī – EUR 7 498 929).

Sabiedrības nekustamā īpašuma kadastrālā vērtība

	31.12.2019.	31.12.2018.
Ēkas un būves	749 716	1 116 144
Zemes	1 063 803	896 595
KOPĀ:	1 813 519	2 012 739

11. Pamatlīdzekļi (turpinājums)**Pilnībā nolietotie pamatlīdzekļi**

Vairāki pamatlīdzekļi, kas tikuši pilnībā norakstīti nolietojuma izmaksās, joprojām tiek aktīvi izmantoti Sabiedrības pamatdarbībā. Kopējā šādu pamatlīdzekļu iegādes vērtība pārskata gada beigās bija EUR 2 606 425 (2018. gadā: EUR 2 239 111).

Finanšu nomas ietvaros iegādāto aktīvu bilances vērtība

Finanšu nomas ietvaros iegādāto aktīvu bilances vērtība ir atspoguļota šādi:

	31.12.2019.	31.12.2018.
Tehnoloģiskās iekārtas un mašīnas	592 681	866 656
KOPĀ:	592 681	866 656

2019. gadā iegādātie pamatlīdzekļi uz finanšu nomas nosacījumiem veido EUR 519 259 (2018. gadā – EUR 150 262). Lūdzu skatīt arī pielikuma 19. piezīmi.

Nolietojums

Kopējās nolietojuma izmaksas iekļautas šādos peļņas vai zaudējumu aprēķina posteļos:

	2019	2018
Pārdotās produkcijas ražošanas pašizmaksa, pārdoto preču vai sniegto pakalpojumu iegādes izmaksas	153 263	155 991
Pārdošanas izmaksas	2 379 779	2 192 250
Administrācijas izmaksas	123 786	123 254
KOPĀ:	2 656 828	2 471 495

Ķīlas un citi īpašumtiesību apgrūtinājumi

Saskaņā ar Latvijas komercbanku noslēgtajiem aizņēmumu līgumiem un ar to saistītiem hipotēku un ķīlu līgumiem, Uzņēmums kā nodrošinājumu saistību izpildei ir iekļīlājis daļu savā īpašumā esošos nekustamos īpašumus (skatīt 18. un 24. piezīmi).

12. Krājumi

	31.12.2019.	31.12.2018.
Palīgmateriāli	152 182	50 141
Degviela un citas preces pārdošanai	5 637 357	4 682 790
Uzkrājumi lēni apritošiem un bojātiem krājumiem	(-)	(-)
KOPĀ:	5 789 539	4 732 931

13. Pircēju un pasūtītāju parādi

	31.12.2019.	31.12.2018.
Pircēju un pasūtītāju parādi	12 477 004	11 014 877
Uzkrājumi nedrošiem parādiem	(586 043)	(538 314)
KOPĀ:	11 890 961	10 476 563

14. Citi debitori

	31.12.2019.	31.12.2018.
Uzņēmumu ienākuma nodoklis	76 860	76 860
Iemaksāta drošības nauda	33 655	76 223
Izsniegts nenodrošināts aizdevums rezidentam, juridiskai personai*	793 425	701 000
Citi debitori	88 053	142 038
KOPĀ:	991 993	996 121

* Aizdevuma atmaksas termiņš ir 2020 gada 31. decembris. Aizdevuma procentu likme ir fiksēta līdz 2% gadā.

15. Nauda un naudas ekvivalenti

	31.12.2019.	31.12.2018.
Nauda bankā un kasē	2 191 964	1 777 490
Nauda ceļā	660 879	899 246
KOPĀ:	2 852 843	2 676 736

16. Akciju kapitāls

Uzņēmuma akciju kapitāls ir EUR 910 560, un to veido 6 504 akcijas. Katras akcijas nominālvērtība ir EUR 140. Visas akcijas ir pilnībā apmaksātas.

Pārskata gadā ir apstiprinātas dividendes EUR 6 255 616 apmērā no iepriekšējo periodu nesadalītās peļņas (2018: EUR 2 000 000 apmērā).

Uzņēmuma valde iesaka pārskata perioda peļņu atstāt Uzņēmuma rīcībā turpmākai attīstībai.

17. Ilgtermiņa ieguldījumu pārvērtēšanas rezerve

Ilgtermiņa ieguldījumu pārvērtēšanas rezerve ietver pamatlīdzekļu pārvērtēšanas summas (skat. 11. piezīmi).

	Balance		Izmaiņa	
	31.12.2019.	31.12.2018.	2019	2018
Ilgtermiņa ieguldījumu pārvērtēšanas rezerve	18 025 313	11 385 798	6 639 515	618 123
			2019	2018
Pārvērtēšanas rezerves palielinājums pārvērtēšanas rezultātā			7 331 288	-
Pārvērtēšanas rezerves samazinājums (nolietojums)			(618 123)	(618 123)
Pārdoto pamatlīdzekļu pārvērtēšanas rezerve			(73 650)	-
KOPĀ:			6 639 515	(618 123)

18. Aizņēmumi no kredītiestādēm

<i>Ilgtermiņa:</i>		<i>Atmaksas termiņš</i>	31.12.2019.	31.12.2018.
Aizņēmumi no Latvijas komercbankas	EUR	01.07.2024.	2 579 193	680 317
Finanšu nomas saistības	EUR	27.11.2023.	371 654	525 906
KOPĀ ilgtermiņa aizņēmumi no kredītiestādēm:			2 950 847	1 206 223

<i>Īstermiņa:</i>		<i>Atmaksas termiņš</i>	31.12.2019.	31.12.2018.
Aizņēmumi no Latvijas komercbankas	EUR	01.07.2024.	480 108	1 391 144
Finanšu nomas saistības	EUR	27.11.2023.	201 806	227 891
KOPĀ īstermiņa aizņēmumi no kredītiestādēm:			681 914	1 619 035

KOPĀ aizņēmumi no kredītiestādēm: 3 632 761 2 825 258

Bilances datumā neizmantotā kredītlīnija:

	31.12.2019.	31.12.2018.
Ar termiņu viena gada laikā	2 000 000	2 000 000
KOPĀ:	2 000 000	2 000 000

Par aizņēmumiem no kredītiestādēm tiek maksāta mainīgā 6M vai 3M EURIBOR likme. Pievienotās procentu likmes atbilst tirgus likmēm. Lai nodrošinātu aizņēmumus no kredītiestādēm, Sabiedrība ir reģistrējusi hipotēkas uz nekustamo īpašumu par labu aizdevēja bankām. Uz 2019. gada 31. decembrī hipotēku apmērs bija 4,95 miljoni eiro. Kredītlīnijas nodrošinājums ir finanšu ķīla uz naudas līdzekļiem izdevēja kredītiestādes kontā.

19. Finanšu nomas saistības

	Saistību dzēšanas termiņš	Līgumu Summa	Ilgtermiņa daļa	Īstermiņa daļa	Nomāto aktīvu bilances vērtība
Latvijas komercsabiedrība	27.11.2023.	573 459	371 654	201 805	592 681
Kopā 31.12.2019.			371 654	201 805	592 681
Kopā 31.12.2018.			525 906	227 891	866 656

Par finanšu nomas saistībām tiek maksāta mainīgā 6M vai 3M EURIBOR likme. Pievienotās procentu likmes atbilst tirgus likmēm.

20. Citi aizņēmumi

<i>Ilgtermiņa:</i>	31.12.2019.	31.12.2018.
Saņemts bezprocentu aizdevums no rezidenta, nav nodrošināts	7 787 743	3 157 689
KOPĀ citi ilgtermiņa aizņēmumi:	7 787 743	3 157 689
<i>Īstermiņa:</i>	31.12.2019.	31.12.2018.
Saņemts bezprocentu aizdevums no rezidenta, nav nodrošināts	240 000	240 000
KOPĀ citi īstermiņa aizņēmumi:	240 000	240 000
KOPĀ citi aizņēmumi:	8 027 743	3 397 689

21. Pārējie kreditori

	31.12.2019.	31.12.2018.
Atbildība par darbu	428 391	371 536
Pārējie kreditoru parādi	1 654	1 532
KOPĀ:	430 045	373 068

22. Uzkrātās saistības

	31.12.2019.	31.12.2018.
Uzkrātās neizmantoto atvaļinājumu izmaksas	449 481	396 578
Citas uzkrātās saistības	935 181	675 884
KOPĀ:	1 384 662	1 072 462

23. Nodokļi un valsts sociālās apdrošināšanas obligātās iemaksas

	31.12.2019.	Aprēķināts	Samaksāts	31.12.2018.
Sociālās apdrošināšanas obligātās iemaksas	213 493	2 423 731	(2 392 976)	182 738
Iedzīvotāju ienākuma nodoklis	299 625	1 689 200	(1 470 764)	81 189
Akcīzes nodoklis	1 780 437	21 694 962	(21 433 731)	1 519 206
Uzņēmumu ienākuma nodoklis	(76 860)	-	-	(76 860)
Pievienotās vērtības nodoklis	394 486	7 516 949	(7 638 718)	516 255
Dabas resursu nodoklis	1 067	2 581	(3 020)	1 506
Nekustamā īpašuma nodoklis	297	36 811	(36 514)	-
Uzņēmumu vieglo transportlīdzekļu nodoklis	50	13 557	(14 630)	1 123
KOPĀ:	2 612 595	33 377 791	(32 990 353)	2 225 157
KOPĀ SAISTĪBAS:	2 689 455			2 302 017
KOPĀ PRASĪBAS:	(76 860)			(76 860)

24. Finansiālās saistības, sniegtās garantijas vai citas iespējamās saistības**(a) Operatīvās nomas saistības**

Uzņēmums kā nomnieks ir noslēdzis vairāku īpašumu nomas līgumus. Kopējās faktiskās ikgadējās nomas izmaksas 2019. gadā bija EUR 1 254 072 (2018. gadā: EUR 1 133 766). Balances datumā kopējie aplēstie minimālie nomas maksājumi saskaņā ar neatsaucamajiem operatīvās nomas līgumiem bija:

	31.12.2019.	31.12.2018.
Mazāk par vienu gadu	1 253 391	915 162
1 – 5 gadi	5 013 563	3 660 648
Vairāk par 5 gadiem	6 266 953	4 575 811
KOPĀ:	12 533 907	9 151 621

(b) Juridiskās prasības

Sabiedrība nav iesaistīta tiesu procesos, kuros būtu izvirzītas prasības pret AS "Virši-A". Sabiedrība ir izvirzījusi prasības pret Sabiedrības debitoriem par parādu piedziņu, un ir aktuālas tiesvedības. Šaubīgiem debitoru parādiem ir izveidoti atbilstoši uzkrājumi šaubīgiem debitoriem. Ieņēmumi no tiesvedības ceļā iegūtiem līdzekļiem tiek atzīti brīdī, kad ieņēmumi ir saņemti.

(c) Garantijas

Uzņēmums izsniedzis kredītiestādei garantiju saistībā ar saistītas personas aizņēmumu neapmaksāto saistību apmērā, kas uz 2019. gada 31. decembri bija EUR 4 950 000 (uz 2018. gada 31. decembri - EUR 761 864).

25. Notikumi pēc bilances datuma

Pēc finanšu gada beigām, 2020. gada martā, Latvijas Republikā un daudzās citās valstīs ir stājušies spēkā ar koronavīrusa izplatību saistīti ierobežojumi, kas ievērojami samazina ekonomikas attīstību valstī un pasaulē. Nav paredzams, kā situācija varētu attīstīties nākotnē, un līdz ar to, pastāv ekonomikas attīstības nenoteiktība. Sabiedrības vadība nepārtraukti izvērtē situāciju. Finanšu pārskata parakstīšanas datumā Sabiedrības 2020.gada darbības finanšu rādītāji ir atbilstoši plānotajam 2020. gada budžetā un finanšu situācija vērtējama kā stabila. Sabiedrības vadība uzskata, ka Sabiedrība spēs pārvarēt ārkārtas situāciju ar sekojošu kompensējošo pasākumu palīdzību: Uzņēmuma struktūrvienību finanšu situācijas monitorēšana un krīzes plāna izstrāde un koordinēšana, resursu iegādes savlaicīga plānošana, debitoru riska padziļināta ikdienas analīze. Šis secinājums balstās uz informāciju, kas ir pieejama šī finanšu pārskata parakstīšanas brīdī.

Izņemot iepriekšējā rindkopā aprakstīto, laika posmā no pārskata gada pēdējās dienas līdz šī finanšu pārskata parakstīšanas datumam nav bijuši nekādi notikumi, kuru rezultātā šajā finanšu pārskatā būtu jāveic korekcijas vai kuri būtu jāpaskaidro šajā finanšu pārskatā.


Rīga, 2020. gada 24. marts



Jānis Riekstiņš
Valdes priekšsēdētājs


Jānis Rušmanis
Valdes loceklis


Ilgvars Zuzulis
Valdes loceklis


Andris Priedītis
Valdes loceklis


Jānis Vība
Valdes loceklis


Jēlena Laurinaviča
Galvenā grāmatvede

AS "Virši-A"

(VIENOTĀIS REGISTRĀCIJAS NUMURS 40003242737)

2020. GADA PĀRSKATS

SAGATAVOTS SASKAŅĀ AR

LR GADA PĀRSKATU UN KONSOLIDĒTO GADA PĀRSKATU LIKUMU

UN NEATKARĪGU REVIDENTU ZIŅOJUMS

Rīga, 2021

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Vispārīga informācija

Sabiedrības nosaukums	Virši-A
Komersanta veids	Akciju sabiedrība
Reģistrācijas numurs, datums	40003242737, 1995. gada 6. janvāris
Juridiskā adrese	Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvija, LV-5101
Valdes locekļi	Jānis Riekstiņš, valdes priekšsēdētājs Jānis Rušmanis, valdes loceklis Ilgvars Zuzulis, valdes loceklis Andris Priedītis, valdes loceklis Jānis Vība, valdes loceklis
Padomes locekļi	Madara Volksoņe, padomes priekšsēdētāja Ausma Rušmane, padomes priekšsēdētājas vietniece Silva Skudra, padomes locekle
Ziņas par meitas sabiedrībām	Viršu nekustamie īpašumi, SIA Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvija, LV-5101 Līdzdalības daļa kapitālā: 100.00% VIRŠI loģistika, SIA Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvija, LV-5101 Līdzdalības daļa kapitālā: 100.00% VIRŠI Renergy, SIA Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvija, LV-5101 Līdzdalības daļa kapitālā: 100.00%
Galvenais grāmatvedis	Jeļena Laurinaviča
Revidenti	KPMG Baltics AS Vesetas iela 7 Rīga, Latvija LV-1013 Licences Nr. 55

Vadības ziņojums

Darbības veids

AS "Virši-A" ir lielākais Latvijas pašmāju degvielas tirgotājs ar 100% Latvijas kapitālu (turpmāk tekstā arī „Sabiedrība” un “Uzņēmums”). Sabiedrība nodarbojas ar naftas produktu vairumtirdzniecību un mazumtirdzniecību, kā arī ar auto preču un pārtikas mazumtirdzniecību savā degvielas uzpildes stacijā (turpmāk tekstā "DUS") tīklā. Sabiedrības akciju kapitāls ir EUR 6 677 860, un to veido 47 699 akcijas. Katras akcijas nominālvērtība ir EUR 140. Visas akcijas ir pilnībā apmaksātas.

Sabiedrības darbība pārskata gadā

2020. gada laikā Sabiedrība turpināja veiksmīgi īstenot Uzņēmuma izstrādāto attīstības stratēģiju, kas paredz būtisku tīkla paplašināšanu, vizuāli tēla un koncepta pilnveidošanu, degvielas uzpildes staciju modernizāciju un nemainīgi augstas kvalitātes produktu un servisa nodrošināšanu saviem klientiem, kā arī Latvijas ražotāju atbalstīšanu, sniedzot tiem iespēju ar saviem ražojumiem nonākt AS "Virši-A" veikalu plauktos. 2020. gadā Uzņēmums aktīvi turpināja jauna alternatīvās degvielas veida – saspīstās dabasgāzes (CNG) virzīšanu tirgū, atklājot vēl divas CNG uzpildes vietas, kas palīdz Latvijai virzīties uz mērķi kaitīgo izmešu samazinājumam transporta segmentā. Gada laikā AS "Virši-A" tīklu veidoja 63 degvielas uzpildes stacijas, no kurām 4 stacijās tika piedāvāts saspīstās dabasgāzes produkts.

Lai gan kopējais realizētās degvielas mazumtirdzniecības tirgus Latvijā 2020. gadā tonnās saruka par 3,6%, Sabiedrība spēja palielināt savu tirgus daļu, audzējot pārdotās degvielas apjomu mazumtirdzniecībā par 0,1%, salīdzinot ar 2019. gadu. 2020. gada rezultātus degvielas tirdzniecībā ietekmēja ne vien Covid – 19 pandēmija, kuras rezultātā mazinājās biznesa un privātpersonu aktivitāte, bet arī akcīzes nodokļu politika Baltijas valstīs. 2020. gada nogalē akcīzes likme dīzeļdegvielai Latvijā bija augstākā starp Baltijas valstīm, tādējādi mazinot Latvijas valsts konkurētspēju attiecībā uz starptautiskajiem degvielas klientiem.

Stratēģisko investīciju apjoms 2020. gadā AS "Virši-A" un saistītos grupas uzņēmumos būtiski nesamazinājās – tika izstrādāts un ieviests jauns interjera dizaina koncepts, modernizēti 25 DUS, kā arī atvērtas 4 jaunas Viršu degvielas uzpildes stacijas – Babītē, Rēzeknē un franšīzes stacijas Ķekavā un Skrundā. Mērķtiecīgas investīcijas DUS tīklā, kā arī sortimenta pārskatīšana un paplašināšana, kā arī operatīva pielāgošanās jaunajiem tirgus apstākļiem 2020. gada laikā ļāva būtiski audzēt Sabiedrības aktīvo klientu bāzi un preču mazumtirdzniecības apgrozījumu. Gada laikā preču apgrozījums auga par 3,6 miljoniem eiro jeb 16,1%, sasniedzot augstāko preču apgrozījuma rādītāju Uzņēmuma vēsturē.

Lai gan Uzņēmuma realizētais degvielas apjoms tonnās un preču apgrozījums gada laikā pieauga, kopējais Sabiedrības apgrozījums 2020. gadā samazinājās par 8,3%, kas izskaidrojams ar naftas cenu kritumu gada pirmajā pusē, bet peļņa sasniedza 4 301 165 eiro jeb par 7,8% vairāk kā 2019. gadā. Sabiedrības rentabilitāte 2020. gadā bija 2,5% (2019: 2,1%).

2020. gadā tika sākta Viršu grupas juridiskās struktūras reorganizācija, ieguldot AS "Virši – A" saistītas sabiedrības SIA "Viršu nekustamie īpašumi", kas nodrošina nekustamā īpašuma attīstīšanu un nomu, SIA "Virši loģistika", kas ar 2021. gada janvāri nodrošina degvielas loģistikas pakalpojumus Viršu tīklā, kā arī dibināta meitas sabiedrība SIA "Virši Renergy" – dabasgāzes un elektrības tirgotājs. Reorganizācijas process pabeigts 2021. gada februārī. Jaunā organizatoriskā struktūra nākotnē ļaus nodrošināt augstu Viršu uzņēmumu grupas korporatīvās pārvaldības standartu un risku vadību.

Lai nodrošinātu augstas kvalitātes degvielu saviem klientiem, AS "Virši-A" lielākais degvielas piegādātājs degvielas uzpildes staciju tīklam nemainīgi ir SIA "Orlen Latvija". SIA "Orlen Latvija" ir Lietuvas naftas pārstrādes uzņēmuma Orlen Lietuva pārstāvniecība Latvijā un ir atbildīga par naftas produktu realizāciju Latvijas teritorijā no naftas pārstrādes rūpnīcas Mažeikos. Orlen ir lielākā Centrāleiropas naftas pārstrādes kompānija.

AS "Virši-A" 2017. gadā tika iekļauta Padzījinātās sadarbības programmas dalībnieku reģistrā; 2019. un 2020. gadā Uzņēmums ir programmas Zelta līmeņa dalībnieks. 2020. gadā veikti nodokļu maksājumi vairāk kā 43,2 miljonu eiro apmērā.

Vides aizsardzības pasākumi

AS "Virši-A" ievēro integrētu pieeju piesārņojuma novēršanai un kontrolei un nodrošina C un B kategorijas piesārņojošo darbību apliecinājumos izvirzītās vides prasības un normatīvos aktus. Lai mazinātu ietekmi uz vidi, 2020. gadā vienā no degvielas uzpildes stacijām tika veikta degvielas uzpildes iekārtu nomaina. Jaunā degvielas uzpildes iekārta nodrošina II pakāpes tvaika atsūkņēšanas sistēmu, kas ļauj Uzņēmumam samazināt emisiju daudzumu, kas tiek izdalīts atmosfērā.

Lai kontrolētu un mazinātu ietekmi uz vidi, degvielas uzpildes stacijās regulāri tiek veikts gruntsūdens un lietus notekūdens monitorings, atjaunoti gruntsūdens monitoringa tīkli un veiktas DUS lokālo attīrīšanas iekārtu tīrīšanas un rekonstrukcijas. 2020. gadā 2 degvielas uzpildes stacijās un Uzņēmuma naftas bāzē tika izbūvētas jaunas vai atjaunotas lokālās attīrīšanas iekārtas, 15 stacijās un naftas bāzē tika veikta lokālā attīrīšanas iekārtu tīrīšana, bet 14 objektos degvielas tvertņu tīrīšana.

Vadības ziņojums

Lai kontrolētu, pārvaldītu un optimizētu uzņēmumā izlietos resursus, 2020. gada laikā Sabiedrība turpināja ievērot ISO 50001 standarta prasības. 2020. gada laikā 25 degvielas uzpildes stacijās tika veikta rekonstrukcija, kuras ietvaros tika mainīts iekšējais un ārējais apgaismojums, kā arī ievietoti kustību sensori noliktavās un palīgtelpās, ietaupot potenciālā stacijas apgaismojuma elektrības patēriņu.

AS "Virši-A" godprātīgi visaugstākajā līmenī pilda visas vides aizsardzības normatīvo aktu prasības.

Darbinieki

Sabiedrībai turpinot strauji attīstīties, 2020. gada beigās AS "Virši-A" strādāja 581 darbinieki, kas bija 9.6% pieaugums salīdzinot ar 2019. gadu. Augstu vērtējot darbinieku lomu Uzņēmuma attīstībā, AS "Virši-A" turpināja ieguldīt būtiskus līdzekļus darbinieku apmācībā, attīstībā, komandas darba veicināšanā un saliedēšanā, vadītāju kompetences celšanā, pārdošanas un klientu apkalpošanas prasību attīstībā. Uzņēmums visiem darbiniekiem nodrošina veselības apdrošināšanu. Sabiedrība turpināja atbalstīt savu darbinieku karjeras izaugsmi, piedāvājot piedalīties konkursos uz izsludinātajām iekšējām vakancēm, kā arī turpināja stiprināt un papildināt vadības komandu.

Viršu pakalpojumu kvalitātes un zināšanu dzinējs uzņēmumā pēdējos gados ir bijusi Latvijas personāla vadīšanas asociācijas atzintību guvums Viršu skola. Ņemot vērā noteiktos ierobežojumus valstī, 2020. gadā uzņēmums ieguldīja laiku un resursus attīstot Viršu skolu digitālā formā, lai nodrošinātu darbinieku kvalitatīvu apmācību attālināti.

"TOP darba devējs 2020" aptaujā AS "Virši-A" ieguva 1. vietu Zemgales reģionā. Kā arī pirmo reizi vēsturē Latvijas labāko darba devēju galvenajā kategorijā (Top-of-mind) AS "Virši-A" iekļuva TOP 50 sarakstā un ieņēma 32. vietu (Tirdzniecības kategorijā 8. vieta).

Atbalsts Valsts palīdzības dienestiem

Uzņēmums 2020. gadā prioritāri koncentrējies atbalstam Latvijas palīdzības dienestiem. Covid – 19 pandēmijas laikā, paaugstinoties ierobežojumiem sabiedrībā un saslimstības rādītājiem, īpaši noslogoti tika Latvijas palīdzības dienesti. Laika posmā no aprīļa līdz maijam, visās AS "Virši-A" uzpildes stacijās Neatliekamās medicīniskās palīdzības dieneta, Valsts policijas, Valsts robežsardzes, Valsts ugunsdzēsības un glābšanas diensta darbinieki varēja saņemt bezmaksas karstos dzērienus.

Finanšu riska vadība

Sabiedrības darbība ir pakļauta finanšu riskiem, lajā skaitā kredītrisks, naftas cenu, procentu likmju un valūtas kursu svārstību risks. Sabiedrības Vadība ievēro iekšējās procedūras būtisku risku kontrolei un negatīvu finanšu tirgus efektu mazināšanai uz Sabiedrības finansiālo stāvokli.

Sabiedrība kontrolē kredītrisku, pastāvīgi izvērtējot klientu parādu atmaksas vēsturi atbilstoši Uzņēmuma kredītpolitikai. Uzņēmuma debitori tiek kredīti, izvērtējot kredītvēsturi un finanšu rādītājus individuāli un nosakot atbilstošu kredīta apjomu un atmaksas dienas. Pircēju un pasūtītāju parādi tiek uzrādīti atgūstamajā vērtībā. Sabiedrības partneri naudas līdzekļu darījumos ir vietējās finanšu institūcijas ar atbilstošu kredītvēsturi.

Sabiedrība saskaras ar naftas cenu svārstību risku gan iegādājoties, gan pārdodot degvielas produkciju, jo degvielas produktu cenas tieši saistīta ar naftas cenu svārstībām tirgū. Tā kā Sabiedrības cenas pamatā tiek noteiktas, balstoties uz faktisko degvielas iegādes izmaksu, tad riska ietekme tiek mazināta.

Sabiedrība ievēro piesardzīgu likviditātes riska vadību, nodrošinot, ka ir pieejami atbilstoši naudas un naudas ekvivalentu līdzekļi vai kredītresursi, izmantojot bankas piešķirto kredītlīniju, lai saistību nokārtošanu veiktu noteiktajos termiņos. 2020. gada 31. decembrī Sabiedrības apgrozāmie līdzekļi pārsniedza īstermiņa saistības par EUR 5 088 760 (2019. gada 31. decembrī par EUR 2 852 843).

Valūtas riska ierobežošanai Sabiedrības vadība uzrauga aktīvu un saistību valūtu struktūras balansu. Pamatojoties uz pašreizējo Sabiedrības ārvalstu valūtās turēto finanšu aktīvu un saistību struktūru, valūtas risks nav būtisks.

Apstākļi un notikumi pēc pārskata gada beigām

No 2020. gada un arī pēc finanšu gada beigām Latvijas Republikā un daudzās citās valstīs ir stājušies spēkā ar koronavīrusa izplatību saistīti ierobežojumi, kas ievērojami samazina ekonomikas attīstību valstī un pasaulē. Nav paredzams, kā situācija varētu attīstīties nākotnē, un līdz ar to, pastāv ekonomikas attīstības nenoteiktība. Sabiedrības vadība nepārtraukti izvērtē situāciju. Finanšu pārskata parakstīšanas datumā Sabiedrības 2021. gada darbības finanšu rādītāji ir atbilstoši plānotajam 2021. gada budžetā un finanšu situācija vērtējama kā stabila. Sabiedrības vadība uzskata, ka Sabiedrība spēs pārvarēt ārkārtas situāciju ar sekojošu kompensējošo pasākumu palīdzību: Uzņēmuma struktūrvienību finanšu situācijas monitorēšana un krīzes plāna izstrāde un koordinēšana, resursu iegādes savlaicīga plānošana, debitoru riska padziļināta ikdienas analīze. Šis secinājums balstās uz informāciju, kas ir pieejama šī finanšu pārskata parakstīšanas brīdī.

Vadības ziņojums


Vadības ziņojums (turpinājums)

2021. gada februārī ir pabeigta Sabiedrības grupas uzņēmumu reorganizācija. 2020. un 2021. gada reorganizācijas laikā Sabiedrības kapitālā ieguldītas divas meitas sabiedrības – SIA "Viršu nekustamie īpašumi" un SIA "Virši loģistika" - un dibināts jauns uzņēmums SIA "Virši Renergy".

Sabiedrības turpmākā attīstība

AS "Virši-A" turpinās īstenot izstrādāto attīstības stratēģiju, kas paredz DUS tīkla paplašināšanu, investīciju veikšanu infrastruktūrā, alternatīvo degvielas veidu attīstīšanu un nemainīgi augstas kvalitātes degvielas un citu preču nodrošināšanu, kā arī vizuālā tēla un koncepta maiņu zīmola atpazīstamības veicināšanai Sabiedrības mērķauditorijas vidū. Stratēģija tiks sabalansēta ar vietējā un globālā tirgus nenoteiktību, kas radusies 2020. gadā saistībā ar Covid-19 uzliesmojumu.

Rīga, 2021. gada 30. marts



Jānis Riekstiņš
Valdes priekšsēdētājs



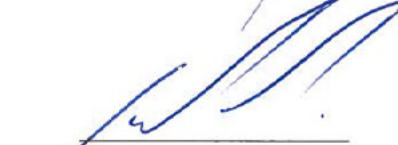
Jānis Rušmanis
Valdes loceklis



Ilgvars Zuzulis
Valdes loceklis



Andris Priedītis
Valdes loceklis



Jānis Vība
Valdes loceklis


Peļņas vai zaudējumu aprēķins

	Piezīme	2020 EUR	2019 EUR
Neto apgrozījums	2	171 422 791	187 007 867
Pārdotās produkcijas ražošanas pašizmaksa, pārdoto preču vai sniegto pakalpojumu iegādes izmaksas	3	(150 050 130)	(166 774 556)
Bruto peļņa		21 372 661	20 233 311
Pārdošanas izmaksas	4	(14 739 369)	(14 261 686)
Administrācijas izmaksas	5	(1 826 443)	(1 710 722)
Pārējie saimnieciskās darbības ieņēmumi	6	190 190	67 934
Pārējās saimnieciskās darbības izmaksas	7	(622 339)	(304 993)
Pārējie procentu ieņēmumi un tam līdzīgi ieņēmumi: b) no citām personām		30 834	21 951
Procentu maksājumi un tam līdzīgas izmaksas: b) citām personām		(104 368)	(56 979)
Peļņa pirms uzņēmumu ienākuma nodokļa		4 301 165	3 988 817
Uzņēmumu ienākuma nodoklis par pārskata gadu		-	-
Peļņa pēc uzņēmumu ienākuma nodokļa aprēķināšanas		4 301 165	3 988 817
Pārskata gada peļņa		4 301 165	3 988 817

Pielikums no 12. līdz 29. lapai ir neatņemama šī finanšu pārskata sastāvdaļa.


Rīga, 2021. gada 30. marts



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 Jeļena Laurinaviča
 Galvenā grāmatvede

Bilance 2020. gada 31. decembrī

AKTĪVS		Piezīme	31.12.2020 EUR	31.12.2019 EUR
ILGTERMIŅA IEGULDĪJUMI				
Nemateriālie ieguldījumi	8			
Koncesijas, patenti, licences, preču zīmes un tamlīdzīgas tiesības			89 040	15 262
Citi nemateriālie ieguldījumi			53 494	34 858
KOPĀ			142 534	50 120
Pamatlīdzekļi	9			
Nekustamie īpašumi:				
a) zemesgabali, ēkas un inženierbūves			27 678 504	27 196 288
Ilgtermiņa ieguldījumi nomātajos pamatlīdzekļos			914 743	913 063
Tehnoloģiskās iekārtas un mašīnas			4 784 590	3 984 393
Pārējie pamatlīdzekļi un inventārs			2 427 827	1 982 621
Pamatlīdzekļu izveidošana un nepabeigto celtniecības objektu izmaksas			100 885	281 376
Avansa maksājumi par pamatlīdzekļiem			53 263	224 055
KOPĀ			35 959 812	34 581 795
Ilgtermiņa finanšu ieguldījumi				
Līdzdalība radniecīgo sabiedrību kapitālā	10		5 770 100	-
KOPĀ			5 770 100	-
KOPĀ ILGTERMIŅA IEGULDĪJUMI			41 872 446	34 631 915
APGROZĀMIE LĪDZEKĻI				
Krājumi				
Izejvielas, pamatmateriāli un palīgmateriāli	11		146 621	152 182
Gatavie ražojumi un preces pārdošanai	11		5 218 195	5 637 357
Avansa maksājumi par krājumiem			77 589	164 790
KOPĀ			5 442 405	5 954 328
Debitori				
Pircēju un pasūtītāju parādi	12		8 943 199	11 826 890
Radniecīgo sabiedrību parādi			50 805	64 071
Citi debitori	13		114 464	198 568
Aizdevumi radniecīgām sabiedrībām	14		2 532 225	793 425
Nākamo periodu izmaksas			110 665	83 656
Uzkrātie ieņēmumi			104 267	62 177
KOPĀ			11 855 625	13 028 788
Nauda	15		3 508 894	2 852 843
KOPĀ APGROZĀMIE LĪDZEKĻI			20 806 924	21 835 959
KOPĀ AKTĪVS			62 679 370	56 467 874

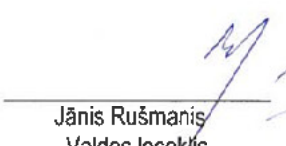
Bilance 2020. gada 31. decembrī

		PASĪVS		
		Piezīme	31.12.2020	31.12.2019
			EUR	EUR
PAŠU KAPITĀLS				
Akciju kapitāls (pamalkapitāls)		16	6 677 860	910 560
Ilgtermiņa ieguldījumu pārvērtēšanas rezerve		17	17 357 826	18 025 313
Rezerves:				
f) pārējās rezerves			25 731	25 731
Iepriekšējo gadu nesadalītā peļņa			7 784 564	3 795 747
Pārskata gada peļņa			4 301 165	3 988 817
KOPĀ PAŠU KAPITĀLS			36 147 146	26 746 168
KREDITORI				
Ilgtermiņa kreditori				
Aizņēmumi no kredītiestādēm		18	3 966 318	2 950 847
Citi aizņēmumi		19	6 847 743	7 787 743
KOPĀ			10 814 061	10 738 590
Īstermiņa kreditori				
Aizņēmumi no kredītiestādēm		18	1 260 490	681 914
Citi aizņēmumi		19	240 000	240 000
No pircējiem saņemtie avansi			233 224	174 446
Parādi piegādātājiem un darbuizņēmējiem			8 907 392	13 350 855
Parādi radniecīgajām sabiedrībām			22 783	26 200
Nodoķi un valsts sociālās apdrošināšanas obligātās iemaksas		22	3 384 917	2 689 455
Pārējie kreditori		20	434 579	430 045
Nākamo periodu ieņēmumi			4 187	5 539
Uzkrātās saistības		21	1 230 591	1 384 662
KOPĀ			15 718 163	18 983 116
KOPĀ KREDITORI			26 532 224	29 721 706
KOPĀ PASĪVS			62 679 370	56 467 874

Pielikums no 12. līdz 29. lapai ir neatņemama šī finanšu pārskata sastāvdaļa.

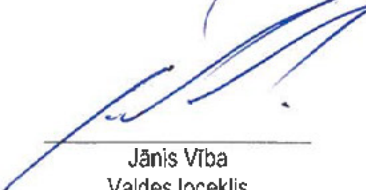
Rīga, 2021. gada 30. marts

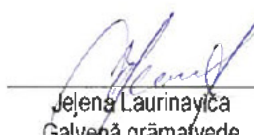

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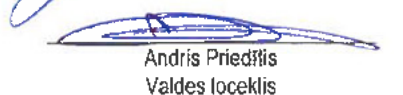
Naudas plūsmas pārskats


	Piezīme	2020 EUR	2019 EUR
Pamatdarbības naudas plūsma			
Peļņa pirms uzņēmumu ienākuma nodokļa		4 301 165	3 988 817
Korekcijas:		-	-
pamatlīdzekļu vērtības samazinājuma korekcijas		1 731 557	2 026 345
nemateriālo ieguldījumu vērtības samazinājuma korekcijas		80 706	55 821
pārējie procentu ieņēmumi un tam līdzīgi ieņēmumi		(30 834)	(21 951)
procentu maksājumi un tam līdzīgas izmaksas		104 368	56 979
Peļņa pirms apgrozāmo līdzekļu, īstermiņa kredītoru atlikumu izmaiņu ietekmes korekcijām		6 186 962	6 106 011
debītoru parādu atlikumu (pieaugums) vai samazinājums		2 850 795	(1 366 445)
krājumu atlikumu (pieaugums) vai samazinājums		511 923	(1 158 607)
piegādātājiem, darbuuzņēmējiem un pārējiem kredītoriem maksājamo parādu atlikumu pieaugums vai (samazinājums)		(3 843 529)	2 892 149
Bruto pamatdarbības naudas plūsma		5 706 151	6 473 108
Izdevumi procentu maksājumiem		(104 368)	(56 979)
Atmaksātāis/ (Izdevumi) uzņēmumu ienākuma nodokļa maksājumiem		61 168	-
Pamatdarbības neto naudas plūsma		5 662 951	6 416 129
Ieguldīšanas darbības naudas plūsma			
Radniecīgo sabiedrību, asociēto sabiedrību vai citu sabiedrību akciju vai daļu iegāde		(2 800)	-
Pamatlīdzekļu un nemateriālo ieguldījumu iegāde		(4 156 446)	(4 937 981)
Ieņēmumi no pamatlīdzekļu un nemateriālo ieguldījumu pārdošanas		477 864	175 381
Izsniegtie aizdevumi		(1 888 800)	(1 192 425)
Ieņēmumi no aizdevumu atmaksas		150 000	1 100 000
Saņemtie procenti		30 834	21 951
Ieguldīšanas darbības neto naudas plūsma		(5 389 348)	(4 833 074)
Finansēšanas darbības naudas plūsma			
Saņemtie aizņēmumi		2 101 218	3 198 782
Izdevumi aizņēmumu atmaksāšanai		(1 419 915)	(3 210 941)
Izdevumi nomāta pamatlīdzekļa izpirkumam		(298 855)	(769 226)
Izmaksātās dividendes		-	(625 563)
Finansēšanas darbības neto naudas plūsma		382 448	(1 406 948)
Pārskata gada neto naudas plūsma		656 051	176 107
Naudas un tās ekvivalentu atlikums pārskata gada sākumā		2 852 843	2 676 736
Naudas un tās ekvivalentu atlikums pārskata gada beigās	15	3 508 894	2 852 843

Pielikums no 12. līdz 29. lapai ir neatņemama šī finanšu pārskata sastāvdaļa.

Rīga, 2021. gada 30. marts


Jānis Riekstiņš
Valdes priekšsēdētājs


Andris Priedītis
Valdes loceklis


Jānis Rušmanis
Valdes loceklis


Jānis Vība
Valdes loceklis


Ilgvars Zuzulis
Valdes loceklis


Jeļena Laurinoviča
Galvenā grāmatvede


Pašu kapitāla izmaiņu pārskats

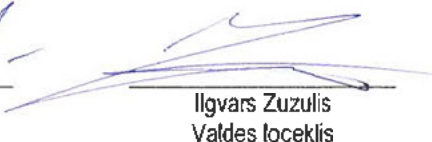
	Piezīme	Akciju kapitāls (pamatkapitāls)	Ilgtermiņa ieguldījumu pārvērtēšanas rezerve	Rezerves	Nesadalītā peļņa	Kopā
2018. gada 31. decembrī		910 560	11 385 798	25 731	10 051 363	22 373 452
Ilgtermiņa ieguldījumu pārvērtēšanas rezerves palielinājums/ (samazinājums)	17	-	6 639 516	-	-	6 639 516
Dividenžu izmaksa		-	-	-	(6 255 616)	(6 255 616)
Pārskata gada peļņa		-	-	-	3 988 817	3 988 817
2019. gada 31. decembrī		910 560	18 025 313	25 731	7 784 564	26 746 168
Ieguldījums pamatkapitālā	10, 16	5 767 300	-	-	-	5 767 300
Ilgtermiņa ieguldījumu pārvērtēšanas rezerves palielinājums/ (samazinājums)	17	-	(667 487)	-	-	(667 487)
Pārskata gada peļņa		-	-	-	4 301 165	4 301 165
2020. gada 31. decembrī		6 677 860	17 357 826	25 731	12 085 729	36 147 146

Pielikums no 12. līdz 29. lapai ir neatņemama šī finanšu pārskata sastāvdaļa.

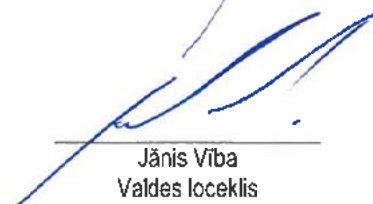
Rīga, 2021. gada 30. marts

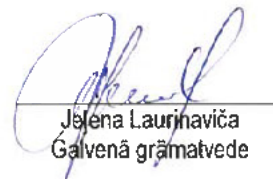

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 Valdes loceklis


 Jānis Vība
 Valdes loceklis


 Jelena Lauriņaviča
 Galvenā grāmatvede

Finanšu pārskata pielikums

1. Informācija par Sabiedrības darbību un uzskaites un novērtēšanas metodes – vispārīgie principi

Vispārīga informācija par Uzņēmumu

AS „Virši-A” (turpmāk tekstā – “Uzņēmums” vai “Sabiedrība”) reģistrēta Latvijas Republikas Uzņēmumu reģistrā 1995. gada 6. janvārī. Uzņēmuma juridiskā adrese ir Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads. Uzņēmuma akcionāri ir fiziskas personas, Latvijas rezidenti.

Uzņēmums nodarbojas galvenokārt ar naftas produktu mazumtirdzniecību un vairumtirdzniecību, kā arī ar preču mazumtirdzniecību.

Uzņēmuma 2020. gada finanšu pārskats apstiprināts ar Uzņēmuma valdes lēmumu 2021. gada 30. martā.

Nozīmīgu grāmatvedības uzskaites principu kopsavilkums

Finanšu pārskata sagatavošanas pamatnostādnes

Gada pārskats sagatavots atbilstoši likumam “Par grāmatvedību” un Gada pārskatu un konsolidēto gada pārskatu likumam.

Finanšu pārskats sagatavots ievērojot darbības turpināšanas principu. Finanšu pārskatā par naudas vienību lieto eiro (EUR). Finanšu pārskats aptver laika periodu no 2020. gada 1. janvāra līdz 2020. gada 31. decembrim.

Peļņas un zaudējumu aprēķins sagatavots ieņēmumus un izdevumus klasificējot pēc izdevumu funkcijas.

Naudas plūsmas pārskats sagatavots, izmantojot netiešo metodi.

Izmantotas tās pašas novērtēšanas metodes, kas iepriekšējā gadā.

Novērtēšana veikta ar pienācīgu piesardzību:

- pārskatā iekļauta tikai līdz bilances datumam iegūtā peļņa;
- ņemtas vērā visas paredzamās riska summas un zaudējumi, kas radušies pārskata gadā vai iepriekšējos gados, arī tad, ja tie kļuvuši zināmi laika posmā starp bilances datumu un finanšu pārskata sagatavošanas dienu;
- aprēķinātas un ņemtas vērā visas vērtību samazināšanas un nolietojuma summas neatkarīgi no tā, vai pārskata gads tiek noslēgts ar peļņu vai zaudējumiem.
- Finanšu pārskats ir sagatavots, pamatojoties uz sākotnējām iegādes izmaksām, izņemot turpmāk minētos posteņus: ēkas tiek periodiski pārvērtētas, 2020. gadā ieguldījumi meitas sabiedrībā veikti atbilstoši mantiskā ieguldījuma kapitāldaļu vērtējumam, investīcijas gada pārskatā tiek atzītas pašreizējā vērtībā.

Ņemti vērā arī pārskata gadu saistītie ieņēmumi un izmaksas neatkarīgi no maksājuma datuma un rēķina saņemšanas vai izrakstīšanas datuma. Izmaksas saskaņotas ar ieņēmumiem pārskata periodā.

Aktīva un pasīva posteņu sastāvdaļas novērtētas atsevišķi.

Saskaņā ar vadības viedokli 2020. gadā ir veiktas izmaiņas posteņu klasifikācijā salīdzinājumā ar 2019. finanšu pārskatu. Pārklasifikācijai nav ietekmes uz finanšu rezultātu. 2020. finanšu pārskatā salīdzinošie rādītāji par 2019. gadu klasificēti pēc 2019. gada principiem un ir salīdzināmi. Pārskata gada sākuma bilance pirms pārklasifikācijas sakrīt ar iepriekšējā gada slēguma bilanci.

Norādīti visi posteņi, kuri būtiski ietekmē finanšu pārskata lietotāju novērtējumu vai lēmumu pieņemšanu, maznozīmīgie posteņi tiek apvienoti un to detalizējums sniegts pielikumā.

Saimnieciskie darījumi finanšu pārskatā atspoguļoti, ņemot vērā to ekonomisko saturu un būtību, nevis juridisko formu.

Finanšu pārskata pielikums

Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

Saistītās puses

Saistītās puses ir ar Sabiedrību saistītas juridiskas un fiziskas personas, saskaņā ar zemāk minētiem noteikumiem.

- a) Persona vai tuvs šīs personas ģimenes loceklis ir saistīts ar pārskatu sniedzēju sabiedrību, ja:
 - i. šai personai ir kontrole vai kopīga kontrole pār pārskatu sniedzēju sabiedrību;
 - ii. šai personai ir būtiska ietekme pār pārskatu sniedzēju sabiedrību; vai
 - iii. šī persona ir pārskatu sniedzēja sabiedrības vai tā mātes sabiedrības augstākās vadības pārstāvis.
- b) Sabiedrība ir saistīta ar pārskatu sniedzēju sabiedrību, ja tā atbilst šādiem nosacījumiem:
 - i. sabiedrība un pārskatu sniedzēja sabiedrība pieder vienai sabiedrību grupai (kas nozīmē, ka mātes sabiedrība, meitas sabiedrība un māsu sabiedrības ir saistītās puses vienai otrai);
 - ii. viena sabiedrība ir otras sabiedrības asociēta sabiedrība vai kopuzņēmums (vai asociēta sabiedrība vai kopuzņēmums tās grupas sabiedrībai, kurai pieder otra sabiedrība);
 - iii. abas sabiedrības ir kopuzņēmumi vienai un tai pašai trešajai pusei;
 - iv. viena sabiedrība ir trešās puses kopuzņēmums, bet otra sabiedrība ir tās pašas trešās puses asociēta sabiedrība;
 - v. sabiedrība ir pēcnodarbinātības pabalstu plāns atskaišu sniedzēja sabiedrības darbiniekiem vai sabiedrības, kura saistīta ar atskaišu sniedzēju, darbiniekiem; Ja atskaišu sniedzēja sabiedrība pati ir šāda veida plāns, saistītās puses ir arī to sponsorējošie darba devēji.
 - vi. sabiedrību kontrolē vai kopīgi kontrolē persona, kas identificēta (a) punktā;
 - vii. personai, kas identificēta (a)(i) punktā, ir būtiska ietekme pār sabiedrību vai ir sabiedrības (vai tā mātes sabiedrības) augstākās vadības pārstāvis;
 - viii. uzņēmums, vai jebkurš koncerna, kurā ietilpst uzņēmums, dalībnieks, sniedz vadības personāla pakalpojumus sabiedrībai vai sabiedrības mātes sabiedrībai.

Darījumi ar saistītām pusēm – resursu, pakalpojumu vai saistību nodošana starp pārskatu sniedzēja sabiedrību un tā saistīto pusi neatkarīgi no tā, vai par to ir noteikta atlīdzība.

Finanšu instrumenti un finanšu riski

Finanšu instruments ir vienošanās, kas vienlaikus vienai personai rada finanšu aktīvu, bet citai personai – finanšu saistības vai kapitāla vērtspapirus.

Sabiedrības nozīmīgākie finanšu instrumenti ir finanšu aktīvi - pircēju un pasūtītāju parādi un cili debitori, aizdevumi, un finanšu saistības - aizņēmumi, līzīngā saistības, parādi piegādātājiem un darbuuzņēmējiem un pārējiem kreditoriem, kas izriet tieši no tās saimnieciskās darbības.

Aizdevumi un debitoru parādi

Aizdevumi un debitoru parādi ir neatvasināti finanšu aktīvi ar fiksētu vai nosakāmu maksājumu grafiku, kuri netiek kolēti aktīvajā tirgū. Šādi aktīvi tiek uzskaitīti amortizētajā pašizmaksā, izmantojot faktisko procentu metodi. Peļņa un zaudējumi tiek atzīti peļņas vai zaudējumu aprēķinā, šo aktīvu atzīšanas pārtraukšanas vai to vērtības samazināšanās brīdī, kā arī amortizācijas procesā.

Atvasināto finanšu instrumentu izmantošana

Bez augstākminētajām risku vadības politikām, finanšu risku ierobežošanai tiek izmantoti atvasinātie finanšu instrumenti.

Atvasinātie finanšu instrumenti ir finanšu instrumenti, kuru vērtība mainās atkarībā no noteiktās procentu likmes, vērtspapīru cenas, ārvalstu valūtas kursa, cenu vai likmju indeksa, kredītreitinga vai līdzīga mainīga lieluma izmaiņām un kuru ietekmē viens vai vairāki finanšu riski, kas piemīt atvasinātā finanšu instrumenta pamatā esošajam primārajam finanšu instrumentam, tiek pārvesli no Sabiedrības uz citām darījuma iesaistītām pusēm.

Sabiedrība izmanto lādus atvasinātos finanšu instrumentus kā nākotnes preču un valūtas maiņas līgumus (Futures) un citus atvasinātos finanšu instrumentus, kuri sākotnēji tiek atspoguļoti iegādes vērtībā un attiecīgi tiek atspoguļoti to patiesajā vērtībā. Patiesā vērtība tiek noteikta, pamatojoties uz tirgus cenu. Visi atvasinātie finanšu instrumenti tiek uzrādīti kā aktīvi pozitīva patiesās vērtības gadījumā un kā saistības negatīvas patiesās vērtības gadījumā.

Finanšu aktīvu un saistību patiesā vērtība

Finanšu aktīvu un saistību patiesā vērtība atspoguļo summu, par kādu iespējams apmainīt aktīvu vai izpildīt saistības darījumā starp labi informētām, ieinteresētām un finansiāli neatkarīgām personām.

Sabiedrība finanšu aktīvus un saistības novērtē atbilstīgi iegādes izmaksām, kas pēc Sabiedrības vadības domām atbilst to patiesai vērtībai iegādes brīdī, pieskaitot saistītos papildus izdevumus.

Finanšu pārskata pielikums

Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

Aplēšu izmantošana

Sagatavojot finanšu pārskatu, vadībai nākas pamatoties uz zināmām aplēsēm un pieņēmumiem, kas ietekmē atsevišķos pārskatos atspoguļotos bilances un peļņas vai zaudējumu aprēķina posteņu atlikumus, kā arī iespējamo saistību apmēru. Nākotnes notikumi var ietekmēt pieņēmumus, pamatojoties uz kuriem veiktas attiecīgās aplēses. Jebkāda aplēšu izmaiņu ietekme tiek atspoguļota finanšu pārskatā to noteikšanas brīdī. Būtiskas aplēses finanšu pārskatā saistītas ar bilances pozīciju Pamatlīdzekļi – zemes, ēkas un inženierbūves – pārvērtēšanu patiesajā vērtībā.

Finanšu riski, kas saistīti ar Sabiedrības finanšu instrumentiem, finanšu risku vadība

Kreditrisks ir risks, ka Sabiedrībai radīsies finanšu zaudējumi, ja darījumu puse nespēs pildīt savas līgumā noteiktās saistības, un kreditrisks ir saistīts, galvenokārt, ar debitoru parādiem no klientiem un ieguldījumu vērtspapīriem;

Procentu likmju risks - risks, ka Sabiedrība var ciest zaudējumus procentu likmju svārstību dēļ;

Likviditātes risks - risks, ka Sabiedrība nespēs izpildīt savas finanšu saistības noteiktajā termiņā

Valūtas risks - risks, ka Sabiedrība varētu ciest neparedzētus zaudējumus ārvalūtu kursu svārstību dēļ;

Vadība ir iedibinājusi šādas procedūras, lai kontrolētu būtiskākos (vai būtiskos) riskus.

Kreditrisks

Kreditriskā vadības nodrošināšanai Sabiedrības vadība ir iedibinājusi kārtību, ka, pārdodot preces vai sniedzot pakalpojumus ar pēcapmaksu, tiek veikta klientu izvērtēšana un preces pārdošana ar pēcapmaksu tiek akceptēta, ievērojot noteiktus ierobežojumus. Sabiedrības vadība ir izstrādājusi kredītpolitiku, kas paredz veikt regulāras kontroles procedūras pār Sabiedrības debitoriem, tādējādi nodrošinot savlaicīgu problēmu identificēšanu.

Procentu risks

Lai minimizētu procentu likmju risku, Sabiedrības vadība galvenokārt slēdz aizņēmumu līgumus ar fiksētām procentu likmēm.

Likviditātes risks

Sabiedrība ievēro piesardzīgu likviditātes riska vadību, nodrošinot, ka ir pieejami atbilstoši kredītresursi/ pieejama kredītlīnija saistību nokārtošanai noteiktajos termiņos.

Valūtu risks un pārvērtēšana

Uzņēmuma funkcionālā valūta un finanšu pārskatā lietotā valūta ir Eiropas Savienības naudas vienība eiro (EUR). Visi darījumi ārvalstu valūtās ir pārvērtēti eiro pēc Eiropas Centrālās bankas publicēta eiro atsauces kursa attiecīgā darījuma veikšanas dienā. Monetārie aktīvi un saistības, kas izteikti ārvalstu valūtā, tiek pārrēķināti eiro pēc Eiropas Centrālās bankas publicēta eiro atsauces kursa pārskata gada pēdējās dienas beigās. Valūtu kursa starpības, kas rodas no norēķiniem valūtās vai, atspoguļojot aktīvu un saistību posteņus, lietojot valūtas kursus, kuri atšķiras no sākotnēji darījumu uzskaitē izmantotajiem valūtas kursiem, tiek atzītas peļņas vai zaudējumu aprēķinā neto vērtībā.

Investīcijas

Ieguldījumi meitas sabiedrībā

Līdzdalība meitas sabiedrībā ir sākotnēji atzīta iegādes izmaksās. Ja līdzdalības vērtība bilances datumā ir zemāka par iegādes izmaksām vai novērtējumu iepriekšējā gada bilancē, un sagaidāms, ka vērtības samazinājums būs ilgstošs, tā tiek novērtēta atbilstoši zemākajai vērtībai. 2020. gadā akcionāri veica kapitāldaļu ieguldījumu Sabiedrībā. Ieguldītās meitas sabiedrības atzītas patiesajā vērtībā atbilstoši kapitāldaļu vērtējumam. Šo ieguldījumu summu vēlāk uzskata par sākotnējām iegādes izmaksām.

Nemateriālie aktīvi

Nemateriālie aktīvi ir uzskaitīti to sākotnējā vērtībā, kura tiek amortizēta aktīvu lietderīgās lietošanas laikā, izmantojot lineāro metodi. Ja kādi notikumi vai apstākļi maiņa liecina, ka nemateriālo aktīvu bilances vērtība varētu būt nealgūstama, attiecīgo nemateriālo aktīvu vērtība tiek pārskatīta, lai noteiktu to vērtības samazināšanos. Zaudējumi vērtības samazināšanās rezultātā tiek atzīti, ja nemateriālo aktīvu bilances vērtība pārsniedz to algūstamo summu.

Finanšu pārskata pielikums

Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

Pamatlīdzekļi

(i) Pamatlīdzekļu lietderīgās izmantošanas laiks

Pamatlīdzekļi ir uzskaitīti to sākotnējā vērtībā, atskaitot uzkrāto nolietojumu un vērtības samazinājumu, izņemot Zemi, ēkas un inženierbūves, kas uzskaitīti patiesajā vērtībā. Zemei nolietojums netiek aprēķināts. Nolietojums tiek aprēķināts šādā aktīva lietderīgās lietošanas laikā, izmantojot lineāro metodi:

	2020. gads	2019. gads
Ēkas, inženierbūves	- 20 - 40 gados	- 20 gados
Tehnoloģiskās iekārtas un mašīnas	- 5 - 20 gados	- 5 - 10 gados
Pārējie pamatlīdzekļi	- 2 - 7 gados	- 2 - 5 gados

Nolietojumu aprēķina, sākot ar nākamo mēnesi pēc pamatlīdzekļu nodošanas ekspluatācijā vai iesaiļināšanas saimnieciskajā darbībā. Katrai pamatlīdzekļa daļai, kuras izmaksas ir būtiskas attiecībā pret šī pamatlīdzekļa kopējām izmaksām, nolietojums jāaprēķina atsevišķi. Ja uzņēmums atsevišķi nolieto dažas pamatlīdzekļa daļas, tas atsevišķi nolieto arī atlikušās šī paša pamatlīdzekļa daļas. Atlikumu veido tās pamatlīdzekļa daļas, kas atsevišķi nav svarīgas. Atlikušo daļu nolietojumu aprēķina, izmantojot tuvinašanas metodes, lai patiesi atspoguļotu to lietderīgās lietošanas laiku.

Nolietojuma aprēķināšanas metodes maiņu uzskata par grāmatvedības aplēses maiņu, par kuru vidēja un liela sabiedrība sniedz informāciju finanšu pārskata pielikumā.

Ar 2020. gadu uzņēmuma vadība ir izvērtējusi nolietojuma likmes līdz 2019. gadam visām pamatlīdzekļu grupām saskaņā ar faktisko pamatlīdzekļu dzīves ciklu; lineārā nolietojuma likmes koriģētas visās pamatlīdzekļu grupās.

Ja kādi notikumi vai apstākļu maiņa liecina, ka pamatlīdzekļu bilances vērtība varētu būt neatgūstama, attiecīgo pamatlīdzekļu vērtība tiek pārskatīta, lai noteiktu to vērtības samazināšanos. Ja eksistē vērtības neatgūstamības pazīmes un ja aktīva bilances vērtība pārsniedz aplēsto atgūstamo summu, aktīvs vai naudu ģenerējošā vienība tiek norakstīta līdz tā atgūstamajai summai. Pamatlīdzekļa atgūstamā summa ir lielāka no neto pārdošanas vērtības un lietošanas vērtības. Nosakot lietošanas vērtību, aplēstās nākotnes naudas plūsmas tiek diskontētas to tagadnes vērtībā, izmantojot pirmsnodokļu diskonta likmi, kas atspoguļo tagadnes līgumu prognozes attiecībā uz aktīva vērtības izmaiņām un uz to attiecināmajiem riskiem. Aktīvam, kas pats nerada ievērojamas naudas plūsmas, atgūstamā summa tiek noteikta atbilstoši tam naudas plūsmu ģenerējošajam aktīvam, pie kura tas pieder. Zaudējumi vērtības samazinājuma rezultātā tiek atzīti peļņas vai zaudējumu aprēķinā kā pārdotās produkcijas ražošanas izmaksas.

Pamatlīdzekļu objektu uzskaites vērtības atzīšanu pārtrauc, ja tas tiek atsavināts vai gadījumā, kad no aktīva turpmākās lietošanas nākotnē nav gaidāmi nekādi saimnieciskie labumi. Jebkāda peļņa vai zaudējumi, kas radušies pamatlīdzekļu objekta atzīšanas pārtraukšanas rezultātā (ko aprēķina kā starpību starp neto ieņēmumiem no atsavināšanas un pamatlīdzekļa bilances vērtību), tiek atzīti peļņas vai zaudējumu aprēķinā tajā periodā, kad nolikusi pamatlīdzekļa atzīšanas pārtraukšana.

Izmaksas, kas saistītas ar nomātā īpašuma uzlabojumiem, tiek kapitalizētas un atspoguļotas kā pamatlīdzekļi. Šo aktīvu nolietojums tiek aprēķināts visā nomas perioda laikā, izmantojot lineāro metodi.

Nepabeigtā celtniecība atspoguļo pamatlīdzekļu izveidošanas un nepabeigto celtniecības objektu izmaksas, un tā tiek uzskaitīta sākotnējā vērtībā. Sākotnējā vērtībā ietilpst celtniecības izmaksas un citas tiešās izmaksas. Nepabeigtajai celtniecībai nolietojums netiek aprēķināts, kamēr attiecīgie aktīvi nav pabeigti un nodoti ekspluatācijā.

(ii) Pamatlīdzekļu uzskaites patiesajā vērtībā

Sabiedrība zemes gabalu, ēku un inženierbūvju novērtēšanā izmanto pārvērtēšanas metodi. Ja pamatlīdzekļu vērtība bilances datumā ir zemāka par to novērtējumu bilancē un sagaidāms, ka vērtības samazinājums būs ilgstošs, tie ir novērtēti atbilstoši zemākajai vērtībai. Pārvērtēšanas rezultāts tiek atzīts peļņas vai zaudējumu aprēķinā, izņemot ja vērtības samazināšanās kompensē iepriekš atzītu pamatlīdzekļu vērtības palielināšanos. Tādā gadījumā par vērtības samazināšanās summu samazina pašu kapitāla posteni "Ilgtermiņa ieguldījumu pārvērtēšanas rezerve".

Ja pamatlīdzekļu vērtība bilances datumā ir būtiski augstāka par to novērtējumu bilancē, pamatlīdzekļus pārvērtē atbilstoši augstākai vērtībai, ja var pieņemt, ka vērtības paaugstinājums būs ilgstošs. Pārvērtēšanas rezultātā radies vērtības pieaugums ir atspoguļots postenī "Ilgtermiņa ieguldījumu pārvērtēšanas rezerves". Ja pārvērtēšanas dēļ radies vērtības pieaugums kompensē tā paša pamatlīdzekļa pārvērtēšanas samazinājumu, kas iepriekšējos pārskata periodos atzīts par izmaksām peļņas vai zaudējumu aprēķinā, tad pārvērtēšanas dēļ radušos vērtības pieaugumu atzīst par ieņēmumiem pārskata perioda peļņas vai zaudējumu aprēķinā. Ilgtermiņa ieguldījumu pārvērtēšanas rezerves ir samazinātas, ja pārvērtētais objekts ir likvidēts vai to neizmanto, vai vērtības palielināšanai vairs nav pamata.

Pašu kapitāla postenī "Ilgtermiņa ieguldījumu pārvērtēšanas rezerve" ielverto vērtības pieaugumu samazina, atzīstot samazinājumu peļņas vai zaudējumu aprēķinā, šādi:

Finanšu pārskata pielikums

Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

pakāpeniski pārvērtētā pamatlīdzekļa lietošanas laikā, katrā pārskata periodā norakstot no rezervēm summu, kas vienāda ar starpību starp nolietojumu, kas aprēķināts, pamatojoties uz pamatlīdzekļa pārvērtēto vērtību, un nolietojumu, kas aprēķināts, pamatojoties uz pamatlīdzekļa iegādes vērtību.

2019. gada 30. decembrī veikta atsevišķas pamatlīdzekļu kategorijas pārvērtēšana patiesajā tirgus vērtībā. Pārvērtēšana tika veikta kategorijai "Zeme, ēkas un inženierbūves" (skatīt 9. piezīmi).

Krājumi

Krājumi tiek uzskaitīti zemākajā no pašizmaksas vai neto realizācijas vērtības.

Izmaksas, kas radušās, nogādājot krājumus to tagadējā atrašanās vietā un stāvoklī, tiek uzskaitītas šādi:

- izejvielas tiek uzskaitītas atbilstoši to pirkšanas izmaksām pēc "pirmais iekšā – pirmais ārā" (FIFO) metodes;

- gatavie un nepabeigtie ražojumi tiek uzskaitīti to tiešajās materiālu un darbaspēka izmaksās, pieskaitot ražošanas vispārējo izmaksu daļu, pamatojoties uz ražošanas iekārtu normālu jaudu, bet neņemot vērā aizņēmumu izmaksas.

Neto realizācijas vērtība ir aplēstā pārdošanas cena parastās uzņēmējdarbības ietvaros, atskaitot aplēstās produkcijas pabeigšanas un pārdošanas izmaksas. Neto realizācijas vērtība tiek atspoguļota kā pašizmaksa, no kuras atskaitīti izveidotie uzkrājumi.

Pircēju un pasūtītāju parādi un citi debitori

Pircēju un pasūtītāju parādi tiek uzskaitīti un atspoguļoti bilancē atbilstoši sākotnējai rēķinu summai, atskaitot nedrošiem parādiem izveidotos uzkrājumus. Uzkrājumi nedrošiem parādiem tiek aplēsti, kad pilnas parāda summas saņemšana vairs nav ticama. Uzkrājumi nedrošiem pircēju un pasūtītāju parādiem un aizdevumiem izveidoti, vadībai individuāli izvērtējot katra debitora parāda atgūstamību. Parādi tiek norakstīti, kad to atgūstamība uzskatāma par neiespējamu.

Nauda un naudas ekvivalenti

Naudu un naudas ekvivalentus veido nauda bankā un kasē, nauda ceļā un īstermiņa noguldījumi, kuru sākotnējais dzēšanas termiņš nepārsniedz trīs mēnešus.

Aizdevumi un aizņēmumi

Aizdevumi un aizņēmumi sākotnēji tiek atspoguļoti to sākotnējā vērtībā, ko nosaka, aizdevuma vai aizņēmuma summas patiesajai vērtībai pieskaitot ar aizdevuma izsniegšanu saistītās vai atņemot ar aizņēmuma saņemšanu saistītās izmaksas.

Pēc sākotnējās atzišanas aizdevumi un aizņēmumi tiek uzskaitīti to amortizētajā vērtībā, izmantojot faktiskās procentu likmes metodi. Amortizētā vērtība tiek aprēķināta, ņemot vērā aizdevuma izsniegšanas vai aizņēmuma saņemšanas izmaksas, kā arī jebkādas ar aizdevumu vai aizņēmumu saistītos diskontus vai prēmijas.

Amortizācijas rezultātā radusies peļņa vai zaudējumi tiek atspoguļoti peļņas vai zaudējumu aprēķinā kā procentu ieņēmumi un izmaksas.

Uzkrājumi

Uzkrājumi tiek atzīti, kad Uzņēmumam ir pašreizējs pienākums (juridisks vai prakses radīts), ko izraisījis kāds pagātnes notikums, un pastāv varbūtība, ka šo saistību izpildei būs nepieciešama ekonomiskos labumus ietverošu resursu aizplūšana no Uzņēmuma, un saistību apjoms iespējams pietiekami ticami novērtēt. Ja Uzņēmums paredz, ka uzkrājumu izveidošanai nepieciešamie izdevumi tiks daļēji vai pilnībā atmaksāti, piemēram, apdrošināšanas līguma ietvaros, šo izdevumu atmaksa tiek atzīta kā atsevišķs aktīvs tikai un vienīgi tad, kad ir praktiski skaidrs, ka šie izdevumi patiešām tiks atmaksāti. Ar jebkādu uzkrājumu saistītās izmaksas peļņas vai zaudējumu aprēķinā tiek atspoguļotas, atskaitot summas, kas ir atgūtas.

Iespējamās saistības un aktīvi

Šajā finanšu pārskatā iespējamās saistības nav atzītas. Tās kā saistības tiek atzītas tikai tad, ja iespējamība, ka līdzekļi tiks izdoti, kļūst pietiekami pamatota. Iespējamie aktīvi šajā finanšu pārskatā netiek atzīti, bet tiek atspoguļoti tikai tad, kad iespējamība, ka ar darījumu saistītie ekonomiskie guvumi nonāks līdz Uzņēmumam, ir pietiekami pamatota.

Noma

Finanšu nomas darījumi, kuru ietvaros Uzņēmumam tiek nodoti visi riski un atbildība, kas izriet no īpašumtiesībām uz nomas objektu, tiek atzīti bilancē kā pamatlīdzekļi par summu, kas, nomu uzsākot, atbilst nomas ietvaros nomātā īpašuma patiesajai vērtībai, vai, ja tā ir mazāka, minimālo nomas maksājumu pašreizējai vērtībai. Finanšu nomas maksājumi tiek sadalīti starp finanšu izmaksām un saistību samazinājumu, lai katrā periodā nodrošinātu pastāvīgu procentu likmi par saistību atlikumu. Finanšu izmaksas tiek iekļautas peļņas vai zaudējumu aprēķinā kā procentu izmaksas.

Finanšu pārskata pielikums

Nozīmīgu grāmatvedības uzskaites principu kopsavilkums (turpinājums)

Ja ir pietiekams pamats uzskatīt, ka nomas perioda beigās attiecīgais nomas objekts pāries nomnieka īpašumā, par paredzamo izmantošanas laiku tiek pieņemts šī aktīva lietderīgās izmantošanas laiks. Visos citos gadījumos kapitalizēto nomāto aktīvu nolietojums tiek aprēķināts, izmantojot lineāro metodi, aplēstajā aktīvu lietderīgās lietošanas laikā vai nomas periodā atkarībā no tā, kurš no šiem periodiem īsāks.

Aktīvu noma, kuras ietvaros praktiski visus no īpašumtiesībām izrietošos riskus uzņemas un atlīdzību gūst iznomātājs, tiek klasificēta kā operatīvā noma. Nomu maksājumi operatīvās nomas ietvaros tiek uzskaitīti kā izmaksas visā nomas perioda laikā, izmantojot lineāro metodi. No operatīvās nomas līgumiem izrietošās Uzņēmuma saistības tiek atspoguļotas kā ārpusbilances saistības.

leņģemumu atzīšana

leņģemumi tiek atzīti atbilstoši pārlicēbai par iespēju Uzņēmumam gūt ekonomisko labumu un tik lielā apmērā, kādā to iespējams pamatoti noteikt, atskaitot pievienotās vērtības nodokli un ar pārdošanu saistītās atlaides. Atzīstot leņģemumus, tiek ņemti vērā arī šādi nosacījumi:

Preču pārdošana

leņģemumi tiek atzīti, kad Uzņēmums ir nodevis pircējam nozīmīgākos ar īpašumtiesībām uz precēm saistītos riskus un atlīdzības.

Pakalpojumu sniegšana

Uzņēmums sniedz galvenokārt degvielas transportēšanas pakalpojumus saviem klientiem. leņģemumi no pakalpojumiem tiek atzīti periodā, kad pakalpojumi sniegti.

Ilgtermiņa un īstermiņa posteņi

Ilgtermiņa posteņos ir uzrādītas summas, kuru saņemšanas, maksāšanas vai norakstīšanas termiņi iestājas vēlāk par gadu pēc attiecīgā pārskata gada beigām. Summas, kas saņemamas, maksājamas vai norakstāmas gada laikā, uzrādītas īstermiņa posteņos.

Uzņēmumu ienākuma nodoklis

Sākot ar 2018. gadu, uzņēmumu ienākuma nodoklis nav aprēķināms par pārskata gadā gūto peļņu, bet tikai dividenžu sadalīšanas, kā arī nosacītas peļņas izmaksas brīdī. Nodokļa likme ir 20% uz bruto izmaksām, jeb 20/80 no neto izmaksātām summām. Uzņēmuma ienākuma nodokļa likums paredz pārejas nosacījumus, tai skaitā:

- līdz 2018. gada 31. decembrim gūtā peļņa netiks papildus aplikta ar 20% nodokli pie dividenžu izmaksām (ar ierobežojumiem);
- uzkrātie nodokļu zaudējumi ir izmantojami 5 gadu laikā, bet ne vairāk kā par 50% no ikgadējā aprēķinātā nodokļa apjoma no dividenžu izmaksām.

Notikumi pēc bilances datuma

Finanšu pārskatā tiek atspoguļoti tādi notikumi pēc pārskata gada beigām, kas sniedz papildu informāciju par uzņēmuma finansiālo stāvokli bilances sagatavošanas datumā (korigējošie notikumi). Ja notikumi pēc pārskata gada beigām nav koriģējoši, tie tiek atspoguļoti finanšu pārskata pielikumos tikai tad, ja tie ir būtiski.

Notikumi pēc pārskata gada beigām aprakstīti 28. pielikumā.

Finanšu pārskata pielikums

2. Neto apgrozījums no citiem pamatdarbības veidiem

<i>Sadalījumā pa saimnieciskās darbības veidiem</i>	2020	2019
Naftas produktu tirdzniecība	143 103 745	163 319 780
Citu preču tirdzniecība	26 007 521	22 398 448
Citi ienēmumi	2 311 525	1 289 639
KOPĀ:	171 422 791	187 007 867

<i>Sadalījumā pa ģeogrāfiskajiem tirgiem</i>	2020	2019
Latvija	170 203 761	186 695 762
Citi	1 219 030	312 105
KOPĀ:	171 422 791	187 007 867

3. Pārdotās produkcijas ražošanas pašizmaksa, pārdoto preču vai sniegto pakalpojumu iegādes izmaksas

	2020	2019
Naftas produktu un preču izmaksas	147 910 212	165 587 591
Nolietojums un amortizācija	87 803	153 263
Pārvērtēšanas rezerves samazinājums	(52 713)	(93 069)
Personāla izmaksas	92 282	113 579
Nekustamo īpašumu nomas un citas izmaksas	4 602	5 293
Uzturēšana un remonts	34 048	21 227
Transporta izmaksas	411 643	506 220
Citas izmaksas	1 562 253	480 452
KOPĀ:	150 050 130	166 774 556

4. Pārdošanas izmaksas

	2020	2019
Personāla izmaksas	7 573 799	7 286 807
Nolietojums un amortizācija	2 261 493	2 379 779
Pārvērtēšanas rezerves samazinājums	(432 761)	(519 930)
Nekustamo īpašumu nomas un citas izmaksas	1 644 755	1 283 687
Infrastruktūras uzturēšana un remonts	1 775 928	1 631 177
Mārketinga izmaksas	586 187	733 441
Transporta izmaksas	511 220	474 744
Citas izmaksas	818 748	991 981
KOPĀ:	14 739 369	14 261 686

Finanšu pārskata pielikums

7. Pārējās saimnieciskās darbības izmaksas

	2020	2019
Zaudējumi no pamatlīdzekļu pārdošanas, neto, t.sk.:	72 090	-
<i>ieņēmumi no pamatlīdzekļu pārdošanas</i>	(477 864)	-
<i>Pārdoto pamatlīdzekļu neamortizētā vērtība</i>	549 954	-
Uzkrājumu šaubīgiem debitoriem izmaiņa	256 271	51 327
Zaudējumi no valūtas kursu svārstībām, neto	10 836	-
Ziedojumi	1 000	2 500
Bankas komisijas	15 290	29 450
Pārējās saimnieciskās darbības izmaksas	266 854	221 716
	KOPĀ:	304 993

8. Nemateriālie aktīvi

	Koncesijas, patenti, licences, preču zīmes un tam līdzīgas tiesības	Citi nemateriālie ieguldījumi	Nemateriālo ieguldījumu izveidošana	KOPĀ
Sākotnējā vērtība				
2019. gada 31. decembrī	34 650	276 101	-	310 751
iegādāts	35 208	54 371	83 541	173 120
Izslēgšana sākotnējai vērtībai	-	(360)	-	(360)
Pārvietošana	51 501	32 040	(83 541)	-
2020. gada 31. decembrī	121 359	362 152	-	483 511
Uzkrātā amortizācija				
2019. gada 31. decembrī	19 388	241 243	-	260 631
Aprēķinātā amortizācija	12 931	67 775	-	80 706
Izslēgto ieguldījumu amortizācija	-	(360)	-	(360)
2020. gada 31. decembrī	32 319	308 658	-	340 977
Bilances vērtība				
2019. gada 31. decembrī	15 262	34 858	-	50 120
2020. gada 31. decembrī	89 040	53 494	-	142 534

Finanšu pārskata pielikums

9. Pamatlīdzekļi

	Zemesgabali, ēkas un inženierbūves	Ilgtermiņa ieguldījumi nomātajos pamatlīdzekļos	Tehnoloģiskās lekārtas un mašīnas	Pārējie pamatlīdzekļi un inventārs	Pamatlīdzekļu izveidošana	Avansa maksājumi par pamatlīdzekļiem	KOPĀ
Sākotnējā vērtība							
2019. gada 31. decembrī	31 506 424	1 171 860	7 704 843	3 918 940	281 376	224 055	44 807 498
legādāts	296 680	33 642	858 612	917 947	2 148 044	-	4 254 925
Pārvietošana	1 303 547	88 404	795 337	312 039	(2 328 535)	(170 792)	-
Izslēgto pamatlīdzekļu pārvērtētā daļa	(187 506)	-	-	-	-	-	(187 506)
Izslēgto pamatlīdzekļu sākotnējā vērtība	(207 659)	-	(518 622)	(308 036)	-	-	(1 034 317)
2020. gada 31. decembrī	32 711 486	1 293 906	8 840 170	4 840 890	100 885	53 263	47 840 600
Uzkrātais nolietojums un vērtības samazinājums							
2019. gada 31. decembrī	4 310 136	258 797	3 720 451	1 936 319	-	-	10 225 703
Nolietojums, pārvērtētās daļas nolietojums*							
2019. gada 31. decembrī	762 419	120 366	742 259	775 345	-	-	2 400 389
Pārvietošana	-	-	1 870	(1 870)	-	-	-
Izslēgto pamatlīdzekļu pārvērtētās daļas uzkrātais nolietojums	(6 027)	-	-	-	-	-	(6 027)
Izslēgto pamatlīdzekļu uzkrātais nolietojums	(33 546)	-	(409 000)	(296 731)	-	-	(739 277)
2020. gada 31. decembrī	5 032 982	379 163	4 055 580	2 413 063	-	-	11 880 788
Bilances vērtība							
2019. gada 31. decembrī	27 196 288	913 063	3 984 393	1 982 621	281 376	224 055	34 581 795
2020. gada 31. decembrī	27 678 504	914 743	4 784 590	2 427 827	100 885	53 263	35 959 812

* 2019. gada 30. decembrī Sabiedrība pārvērtēja pamatlīdzekļu kategoriju "Zemesgabali, ēkas un inženierbūves" patiesajā vērtībā. Pārvērtēšanas rezultāti (vērtības palielinājums) Sabiedrības grāmatvedības datos iegrāmatoti 2019. gada 30. decembrī. Pārvērtēšanu veica sertificēts nekustamā īpašuma vērtētājs SIA "Arco Real Estate". Vērtējumi veikti, izmantojot ienākumu kapitalizācijas un izmaksu metodes. Ja pārvērtēšana nebūtu veikta, kategorijas bilances vērtība uz 2020. gada 31. decembrī būtu EUR 10 411 379 (uz 2019. gada 31. decembrī – EUR 9 407 610). Saskaņā ar vadības aplēsi patiesā vērtība 2020. gada beigās būtiskos aspektos neatšķirās no uzskaites vērtības.

Sabiedrības nekustamā īpašuma kadastrālā vērtība

	31.12.2020.	31.12.2019.
Ēkas un būves	946 708	749 716
Zemes	1 072 125	1 063 803
KOPĀ:	2 018 733	1 813 519

Finanšu pārskata pielikums

Pamatlīdzekļi (turpinājums)

Pilnībā nolietotie pamatlīdzekļi

Vairāki pamatlīdzekļi, kas tikusi pilnībā norakstīti nolietojuma izmaksās, joprojām tiek aktīvi izmantoti Sabiedrības pamatdarbībā. Kopējā šādu pamatlīdzekļu iegādes vērtība pārskata gada beigās bija EUR 2 568 708 (2019. gadā: EUR 2 606 425).

Finanšu nomas ietvaros iegādāto aktīvu bilances vērtība

Finanšu nomas ietvaros iegādāto aktīvu bilances vērtība ir atspoguļota šādi:

	31.12.2020.	31.12.2019.
Tehnoloģiskās iekārtas un mašīnas	663 672	592 681
KOPĀ:	663 672	592 681

2020. gadā iegādātie pamatlīdzekļi uz finanšu nomas nosacījumiem veido EUR 663 672 (2019. gadā – EUR 519 259). Lūdzu skatīt arī pielikuma 24. piezīmi.

Nolietojums

Kopējās nolietojuma izmaksas iekļautas šādos peļņas vai zaudējumu aprēķina posteņos:

	2020	2019
Pārdotās produkcijas ražošanas pašizmaksa, pārdoto preču vai sniegto pakalpojumu iegādes izmaksas	87 803	153 263
Pārdošanas izmaksas	2 261 628	2 379 779
Administrācijas izmaksas	131 799	123 786
KOPĀ:	2 481 230	2 656 828

Ķīlas un citi īpašumtiesību apgrūtinājumi

Saskaņā ar Latvijas komercbanku noslēgtajiem aizņēmumu līgumiem un ar to saistītiem hipotēku un ķīlu līgumiem, Uzņēmums kā nodrošinājumu saistību izpildei ir iekļājis daļu savā īpašumā esošos nekustamos īpašumus (skatīt 18.piezīmi).

10. Līdzdalība radniecīgo sabiedrību kapitālā

	31.12.2020.	31.12.2019.
Bilances vērtība 1. janvārī	-	-
iegādes	5 770 100	-
Bilances vērtība 31.decembrī:	5 770 100	-

Sabiedrības nosaukums	Piederušo daļu skaits 31.12.2020.	legādes vērtība	leguldījuma bilances vērtība 31.12.2020.	Radniecīgās sabiedrības pašu kapitāla vērtība 31.12.2020.	Radniecīgās sabiedrības peļņa pārskata gadā
	%	EUR	EUR	EUR	EUR
SIA Virši Renergy	100	2 800	2 800	834	(1 966)
SIA Viršu nekustamie īpašumi	100	5 522 300	5 522 300	5 858 377	771 883
SIA Virši loģistika	100	245 000	245 000	(18 235)	34 605
		5 770 100	5 770 100	5 840 976	804 522

Sabiedrība ieguvusi meitas sabiedrības SIA Viršu nekustamie īpašumi un SIA Virši loģistika 2020. gada laikā reorganizācija ceļā, ieguldītā kapitāla summa 5 767 300 eiro. Attiecībā uz SIA Virši loģistika negatīvo pašu kapitāla vērtību, Sabiedrība nav identificējusi vērtības zudumus, jo ieguldot SIA Virši loģistika Sabiedrības kapitālā tika identificētas patiesās vērtības starpības, kas ņemtas vērā pie ieguldījuma iegādes vērtības, bet nav atspoguļotas SIA Viršu loģistikas pašu kapitālā. SIA Virši Renergy dibināts 2020. gadā. Pārskata gadā nav saņemtas dividendes no meitas sabiedrībām. 2019. gadā Sabiedrībai nebija meitas sabiedrību.

Finanšu pārskata pielikums

11. Krājumi

	31.12.2020	31.12.2019
Palīgmateriāli	104 342	152 182
Degviela pārdošanai	3 136 472	4 111 230
Citas preces pārdošanai	2 124 002	1 526 127
KOPĀ:	5 364 816	5 789 539

12. Pircēju un pasūtītāju parādi

	31.12.2020	31.12.2019
Pircēju un pasūtītāju parādi	9 376 997	12 412 933
Uzkrājumi nedrošiem parādiem	(433 798)	(586 043)
KOPĀ:	8 943 199	11 826 890

13. Citi debitori

	31.12.2020	31.12.2019
Uzņēmumu ienākuma nodoklis*	17 890	76 860
Iemaksāta drošības nauda	17 890	33 655
Citi debitori	78 684	88 053
KOPĀ:	114 464	198 568

* Nodokļu pārmaxsa (Skat. 22. piezīmē).

Finanšu pārskata pielikums

14. Aizdevumi radniecīgām sabiedrībām

	31.12.2020	31.12.2019
Aizdevumu neatmaksātā vērtība 1. janvārī	793 425	701 000
Bilances vērtība 1. janvārī	793 425	701 000
Izsniegtie aizdevumi	1 888 800	1 192 425
Saņemtā aizdevumu atmaksa	(150 000)	(1 100 000)
Aizdevumu neatmaksātā vērtība 31. decembrī	2 532 225	793 425
Bilances vērtība 31. decembrī	2 532 225	793 425

2020. gadā tika noslēgts līgums par aizdevuma izsniegšanu meitas sabiedrībai SIA Virši Renergy EUR 10 000 apmērā. Aizdevuma apmaksas termiņš ir 05.11.2021. un tā gada procentu likme – 2%. Aizdevuma atlikums 2020. gada 31. decembrī ir EUR 3 000. Aizdevuma līgums neparedz nodrošinājumu.

2020. gadā tika noslēgts līgums par aizdevuma izsniegšanu meitas sabiedrībai SIA Viršu nekustamie īpašumi EUR 3 500 000 apmērā. Aizdevuma apmaksas termiņš ir 31.12.2021. un tā gada procentu likme – 2%. Aizdevuma atlikums 2020. gada 31. decembrī ir EUR 2 529 225. Aizdevuma līgums neparedz nodrošinājumu.

15. Nauda un naudas ekvivalenti

	31.12.2020	31.12.2019
Nauda bankā un kasē	3 097 106	2 191 964
Nauda ceļā	411 788	660 879
KOPĀ:	3 508 894	2 852 843

16. Akciju kapitāls

2020. gada Uzņēmuma akciju kapitāls ir EUR 6 677 860 (2019: EUR 910 560), un to veido 47 699 akcijas. Katras akcijas nominālvērtība ir EUR 140. Visas akcijas ir pilnībā apmaksātas.

2020. un 2021. gada laikā AS Virši-A un grupas sabiedrībās veikta reorganizācija. 2020. gadā Uzņēmuma pamatkapitālā tika ieguldītas divas saistītas sabiedrības – SIA Viršu nekustamie īpašumi un SIA Virši loģistika (iepriekš SIA AKA). Dalībnieki ieguldījuši meitas sabiedrības 100% daļu apmērā patiesajā vērtībā (Skat. 10. piezīmi). Nosakot ieguldījuma vērtību tika izmantoti ārējie vērtētāji, uz kuru vērtējuma pamata tika atzīta iegādes vērtība.

Pārskata gadā nav veikta dividenžu sadale no iepriekšējo periodu nesadalītās peļņas (2019. gadā sadalītas dividendes EUR 6 255 616 apmērā).

17. Ilgtermiņa ieguldījumu pārvērtēšanas rezerve

Ilgtermiņa ieguldījumu pārvērtēšanas rezerve ietver pamatlīdzekļu pārvērtēšanas summas (skat. 9. piezīmi).

	Balance		Izmaiņa	
	31.12.2020.	31.12.2019.	2020	2019
Ilgtermiņa ieguldījumu pārvērtēšanas rezerve	17 357 826	18 025 313	(667 487)	6 639 515
			2020	2019
Pārvērtēšanas rezerves palielinājums pārvērtēšanas rezultātā			-	7 331 288
Pārvērtēšanas rezerves samazinājums (nolietojums)			(486 008)	(618 123)
Pārdoto pamatlīdzekļu pārvērtēšanas rezerve			(181 479)	(73 650)
KOPĀ:			(667 487)	6 639 515

Finanšu pārskata pielikums

18. Aizņēmumi no kredītiestādēm

<i>Ilgtermiņa:</i>		<i>Atmaksas termiņš</i>	31.12.2020	31.12.2019
Aizņēmumi no Latvijas komercbankas	EUR	18.03.2025.	3 664 782	2 579 193
Finanšu nomas saistības	EUR	25.07.2025.	301 536	371 654
KOPĀ ilgtermiņa aizņēmumi no kredītiestādēm:			3 966 318	2 950 847
<i>Īstermiņa:</i>		<i>Atmaksas termiņš</i>	31.12.2020	31.12.2019
Aizņēmumi no Latvijas komercbankas	EUR	18.03.2025.	1 015 822	480 108
Finanšu nomas saistības	EUR	25.07.2025.	244 668	201 806
KOPĀ īstermiņa aizņēmumi no kredītiestādēm:			1 260 490	681 914
KOPĀ aizņēmumi no kredītiestādēm:			5 226 808	3 632 761

Bilances datumā neizmantotā kredītlīnija:

	31.12.2020	31.12.2019
Ar termiņu viena gada laikā	2 000 000	2 000 000
KOPĀ:	2 000 000	2 000 000

Par aizņēmumiem no kredītiestādēm tiek maksātas bāzes likmes un mainīgā 3M EURIBOR likme vai , par kredītlīnijas resursu pieejamību uzņēmums maksā resursu rezervācijas maksu. Procentu likmes un rezervācijas maksa atbilst tirgus likmēm.

2020. gada laikā saņemts aizdevums 2 000 000 eiro vērtībā.

Aizdevumu līgumi ir spēkā no 2019. gada 9. jūlija un 2020. gada 20. marta līdz 2024. gada 8. jūlijam un 2025. gada 18. martam attiecīgi.

Kredītlīnijas līgums ir spēkā no 2002. gada 9. oktobra un spēkā līdz 2021. gada 31. decembrim.

Lai nodrošinātu aizņēmumus no kredītiestādēm, Sabiedrība ir reģistrējusi hipotēkas uz nekustamo īpašumu par labu aizdevēja bankām.

Nekustamā īpašuma kļu neto bilances vērtība pārskata datumā ir EUR 15 546 111 (2019: EUR 9 117 105).

19. Citi aizņēmumi

<i>Ilgtermiņa:</i>	31.12.2020	31.12.2019
Saņemts bezprocentu aizdevums no dalībniekiem, nav nodrošināts	6 847 743	7 787 743
KOPĀ citi ilgtermiņa aizņēmumi:	6 847 743	7 787 743
<i>Īstermiņa:</i>	31.12.2020	31.12.2019
Saņemts bezprocentu aizdevums no dalībniekiem, nav nodrošināts	240 000	240 000
KOPĀ citi īstermiņa aizņēmumi:	240 000	240 000
KOPĀ citi aizņēmumi:	7 087 743	8 027 743

Finanšu pārskata pielikums

20. Pārējie kreditori

	31.12.2020	31.12.2019
Atbildība par darbu	432 463	428 391
Pārējie kreditoru parādi	2 116	1 654
KOPĀ:	434 579	430 045

21. Uzkrātās saistības

	31.12.2020	31.12.2019
Uzkrātās neizmantoto atvaļinājumu izmaksas	507 179	449 481
Citas uzkrātās saistības ar saimniecisko darbību saistītām izmaksām	723 412	935 181
KOPĀ:	1 230 591	1 384 662

22. Nodokļi un valsts sociālās apdrošināšanas obligātās iemaksas

	31.12.2020	Aprēķināts	Samaksāts	31.12.2019
Sociālās apdrošināšanas obligātās iemaksas	222 737	2 499 239	(2 489 995)	213 493
Iedzīvotāju ienākuma nodoklis	92 808	1 093 856	(1 300 673)	299 625
Akcīzes nodoklis	2 558 266	30 661 189	(29 883 360)	1 780 437
Uzņēmumu ienākuma nodoklis	(15 692)	-	61 168	(76 860)
Pievienotās vērtības nodoklis	510 125	9 737 418	(9 621 779)	394 486
Dabas resursu nodoklis	786	2 277	(2 558)	1 067
Nekustamā īpašuma nodoklis	(2 198)	33 517	(36 012)	297
Uzņēmumu vieglo transportlīdzekļu nodoklis	195	12 759	(12 614)	50
KOPĀ:	3 367 027	44 040 255	(43 285 823)	2 612 595
KOPĀ SAISTĪBAS:	3 384 917			2 689 455
KOPĀ PRASĪBAS*:	(17 890)			(76 860)

*Nodokļu pārmaxsa iekļauta bilances postenī Citi debitori (Skat. 13. piezīmi).

Finanšu pārskata pielikums

23. Personāla izmaksas un darbinieku skaits

	2020	2019
Atbildība par darbu	7 133 343	6 891 608
Sociālās apdrošināšanas obligātās iemaksas	1 714 583	1 658 633
Citas personāla izmaksas	64 165	62 888
KOPĀ:	8 913 995	8 613 129

Tai skaitā, augstākās vadības amatpersonu atbildība par darbu

	2020	2019
Valdes un padomes locekļi		
Atbildība par darbu	308 885	227 413
Sociālās apdrošināšanas obligātās iemaksas	74 410	54 784
KOPĀ:	383 295	282 197

Vidējais darbinieku skaits pārskata gadā:

	2020	2019
Padomes locekļi	3	3
Valdes locekļi	5	5
Pārējie darbinieki	573	522
KOPĀ:	581	530

24. Finanšu nomas saistības

	Saistību dzēšanas termiņš	Līgumu Summa	Ilgtermiņa daļa	Īstermiņa daļa	Nomāto aktīvu bilances vērtība
Latvijas komercbanka	25.07.2025	546 204	301 536	244 668	663 672
Kopā 31.12.2020.			301 536	244 668	663 672
Kopā 31.12.2019.			371 654	201 805	592 681

Par finanšu nomas saistībām tiek maksātas bāzes likmes un mainīgā 3M EURIBOR likme. Procentu likmes atbilst tīrus likmēm.

Finanšu pārskata pielikums

25. Finanšiālās saistības, sniegtās garantijas vai citas iespējamās saistības

(a) Operatīvās nomas saistības

Uzņēmums kā nomnieks ir noslēdzis vairāku īpašumu nomas līgumus. Kopējās faktiskās ikgadējās nomas izmaksas 2020. gadā bija EUR 1 627 127 (2019. gadā: EUR 1 254 072). Balances daļumā kopējie aplēstie minimālie nomas maksājumi saskaņā ar neatsaucamajiem operatīvās nomas līgumiem bija:

	31.12.2020.	31.12.2019.
Mazāk par vienu gadu	1 960 342	1 253 391
1 – 5 gadi	7 042 324	5 013 563
Vairāk par 5 gadiem	5 397 594	6 266 953
KOPĀ:	14 400 260	12 533 907

(b) Juridiskās prasības

Sabiedrība nav iesaistīta lietu procesos, kuros būtu izvirzītas prasības pret AS "Virši-A". Sabiedrība ir izvirzījusi prasības pret Sabiedrības debitoriem par parādu piedziņu, un ir aktuālas tiesvedības. Šaubīgiem debitoru parādiem ir izveidoti atbilstoši uzkrājumi šaubīgiem debitoriem. Ieņēmumi no tiesvedības ceļā iegūtiem līdzekļiem tiek atzīti brīdī, kad ieņēmumi ir saņemti.

26. Saistīto un asociēto sabiedrību darījumi

Pārskata gada laikā Sabiedrībai saimnieciskās darbības ietvaros ir bijuši darījumi ar saistītām pusēm. Nozīmīgākie darījumi un to apjomi ir sekojoši:

Saistīta puse	Darījuma apraksts	Darījuma summa	
		2020	2019
Meitas sabiedrības	Izsniegti aizdevumi	1 888 800	1 192 425
Meitas sabiedrības	Atmaksāti aizdevumi	(150 000)	(1 100 000)
Meitas sabiedrības	Ar nekustamā īpašuma nomu saistītas citas izmaksas	(23 067)	(19 703)
Meitas sabiedrības	Dabaszāģes iegāde	(180 422)	(65 775)
Meitas sabiedrības	Nekustamā īpašuma noma	(1 386 222)	(1 016 031)
Meitas sabiedrības	Ieņēmumi no preču pārdošanas	5 249	5 547
Meitas sabiedrības	Ieņēmumi no vadības pakalpojumiem	7 680	7 680
Meitas sabiedrības	Procentu ieņēmumi	26 915	21 928
Asociētās sabiedrības	Degvielas starpniecības pakalpojumi	(1 822 233)	(2 109 209)
Asociētās sabiedrības	Ieņēmumi no aģenta pakalpojumiem	18 320	21 092
Sabiedrības īpašnieki	Saņemti aizdevumi	-	5 630 054
Sabiedrības īpašnieki	Atmaksāti aizdevumi	(940 000)	(1 000 000)

27. Peļņas sadale

Uzņēmuma valde iesaka pārskata perioda peļņu atstāt Uzņēmuma rīcībā turpmākai attīstībai. Par Uzņēmuma peļņas sadali lems akcionāru sapulce.

Finanšu pārskata pielikums

28. Notikumi pēc bilances datuma

No 2020. gada un arī pēc finanšu gada beigām Latvijas Republikā un daudzās citās valstīs ir stājušies spēkā ar koronavīrusa izplatību saistīti ierobežojumi, kas ievērojami samazina ekonomikas attīstību valstī un pasaulē. Nav paredzams, kā situācija varētu attīstīties nākotnē, un līdz ar to, pastāv ekonomikas attīstības nenoteiktība. Sabiedrības vadība nepārtraukti izvērtē situāciju. Finanšu pārskata parakstīšanas datumā Sabiedrības 2021.gada darbības finanšu rādītāji ir atbilstoši plānotajam 2021. gada budžetā un finanšu situācija vērtējama kā stabila. Sabiedrības vadība uzskata, ka Sabiedrība spēs pārvarēt ārkārtas situāciju ar sekojošu kompensējošo pasākumu palīdzību: Uzņēmuma struktūrvienību finanšu situācijas monitorēšana un krīzes plāna izstrāde un koordinēšana, resursu iegādes savlaicīga plānošana, debitoru riska padzīnināta ikdienas analīze. Šis secinājums balstās uz informāciju, kas ir pieejama šī finanšu pārskata parakstīšanas brīdī.


2021. gada februārī ir pabeigta Sabiedrības grupas uzņēmumu reorganizācija. 2020. un 2021. gada reorganizācijas laikā Sabiedrības kapitālā ieguldītas divas meitas sabiedrības un dibināts jauns uzņēmums SIA Virši Renergy. (Skatīt 10., 16. piezīmi.) Reorganizācijas ietvaros, pēc finanšu gada beigām uzņēmums ir ieguldījis meitas sabiedrībā SIA "Virši loģistika" aktīvu un saistību kopumu kā paliesā vērtība ieguldīšanas brīdī bija 327 460 eiro.

Izņemot iepriekšējā rindkopās aprakstīto, laika posmā no pārskata gada pēdējās dienas līdz šī finanšu pārskata parakstīšanas datumam nav bijuši nekādi notikumi, kuru rezultātā šajā finanšu pārskatā būtu jāveic korekcijas vai kuri būtu jāpaskaidro šajā finanšu pārskatā.

Rīga, 2021. gada 30. marts



Jānis Riekstiņš
Valdes priekšsēdētājs




Jānis Rušmanis
Valdes loceklis



Ilgvars Zuzulis
Valdes loceklis



Andris Priedītis
Valdes loceklis



Jānis Vība
Valdes loceklis



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Neatkarīgu revidentu ziņojums

Virši-A AS akcionāriem

Mūsu atzinums par finanšu pārskatu

Esam veikuši Virši-A AS ("Sabiedrība") pievienotajā gada pārskatā ietvertā finanšu pārskata no 7. līdz 29. lapai revīziju. Pievienotais finanšu pārskats ietver:

- bilanci 2020. gada 31. decembrī,
- peļņas vai zaudējumu aprēķinu par gadu, kas noslēdzās 2020. gada 31. decembrī,
- pašu kapitāla izmaiņu pārskatu par gadu, kas noslēdzās 2020. gada 31. decembrī,
- naudas plūsmas pārskatu par gadu, kas noslēdzās 2020. gada 31. decembrī, kā arī
- finanšu pārskata pielikumu, kas ietver nozīmīgu grāmatvedības uzskaites principu kopsavilkumu un citu paskaidrojošu informāciju.

Mūsaprāt, pievienotais finanšu pārskats sniedz patiesu un skaidru priekšstatu par Virši-A AS finansiālo stāvokli 2020. gada 31. decembrī un par tās darbības finanšu rezultātiem un naudas plūsmu gadā, kas noslēdzās 2020. gada 31. decembrī, saskaņā ar Latvijas Republikas (turpmāk - LR) Gada pārskatu un konsolidēto gada pārskatu likumu.

Atzinuma pamatojums

Atbilstoši LR Revīzijas pakalpojumu likumam mēs veicām revīziju saskaņā ar LR atzītiem starptautiskajiem revīzijas standartiem (turpmāk - SRS). Mūsu pienākumi, kas noteikti šajos standartos, ir turpmāk aprakstīti mūsu ziņojuma sadaļā *Revidentu atbildība par finanšu pārskata revīziju*.

Mēs esam neatkarīgi no Sabiedrības saskaņā ar Starptautiskās Grāmatvežu ētikas standartu padomes izstrādātā Starptautiskā Profesionālu grāmatvežu ētikas kodeksa (tostarp Starptautisko neatkarības standartu) (SGĒSP kodekss) prasībām un LR Revīzijas pakalpojumu likumā iekļautajām neatkarības prasībām, kas ir piemērojamas mūsu veiktajai finanšu pārskata revīzijai Latvijas Republikā. Mēs esam ievērojuši arī SGĒSP kodeksā un LR Revīzijas pakalpojumu likumā noteiktos pārējos profesionālās ētikas principus un objektivitātes prasības.

Mēs uzskatām, ka mūsu iegūtie revīzijas pierādījumi dod pietiekamu un atbilstošu pamatojumu mūsu atzinumam.

Citi apstākļi

Pievienotajā gada pārskatā ietvertā atbilstošā iepriekšēja pārskata gada salīdzinošā informācija ir balstīta uz Sabiedrības finanšu pārskatu par gadu, kas noslēdzās 2019. gada 31. decembrī, un kura revīziju veica citi revidenti, kas 2020. gada 24. martā par šo pārskatu izsniedza revidentu ziņojumu ar atzinumu bez iebildēm.

Ziņošana par citu informāciju

Par citu informāciju atbild Sabiedrības vadība. Citu informāciju veido:

- informācija par Sabiedrību, kas sniegta pievienotā gada pārskata 3. lapā,
- vadības ziņojums, kas sniegts pievienotā gada pārskata 4. līdz 6. lapai.

"KPMG Baltics AS", Latvijā reģistrēta akciju sabiedrība un KPMG neatkarīgu dalībfirmu, kuras saistītas ar Apvienotajā Karalistē reģistrētu privātu garantu sabiedrību "KPMG International Limited", globālās organizācijas dalībfirmu.



Mūsu atzinums par finanšu pārskatu neattiecas uz gada pārskatā ietverto citu informāciju, un mēs nesniedzam par to nekāda veida apliecinājumu, izņemot to kā norādīts mūsu ziņojuma sadaļā *Citas ziņošanas prasības saskaņā ar LR tiesību aktu prasībām*.

Saistībā ar finanšu pārskata revīziju mūsu pienākums ir iepazīties ar citu informāciju un, to darot, izvērtēt, vai šī cita informācija būtiski neatšķiras no finanšu pārskata informācijas vai no mūsu zināšanām, kuras mēs ieguvām revīzijas gaitā, un vai tā nesatur cita veida būtiskas neatbilstības.

Ja, balstoties uz veikto darbu un ņemot vērā revīzijas laikā gūtās ziņas un izpratni par Sabiedrību un tās darbības vidi, mēs secinām, ka citā informācijā ir būtiskas neatbilstības, mūsu pienākums ir ziņot par šādiem apstākļiem. Mūsu uzmanības lokā nav nākuši apstākļi, par kuriem būtu jāziņo.

Citas ziņošanas prasības saskaņā ar LR tiesību aktu prasībām

Papildus tam, saskaņā ar LR Revīzijas pakalpojumu likumu mūsu pienākums ir sniegt viedokli, vai Vadības ziņojums ir sagatavots saskaņā ar tā sagatavošanu reglamentējošā normatīvā akta, LR Gada pārskatu un konsolidēto gada pārskatu likuma, prasībām.

Pamatojoties vienīgi uz mūsu revīzijas ietvaros veiktajām procedūrām, mūsaprāt, visos būtiskajos aspektos:

- Vadības ziņojumā par pārskata gadu, par kuru ir sagatavots finanšu pārskats, sniegtā informācija atbilst finanšu pārskatam, un
- Vadības ziņojums ir sagatavots saskaņā ar LR Gada pārskatu un konsolidēto gada pārskatu likuma prasībām.

Vadības un personu, kurām uzticēta Sabiedrības pārraudzība, atbildība par finanšu pārskatu

Vadība ir atbildīga par tāda finanšu pārskata, kas sniedz patiesu un skaidru priekšstatu, sagatavošanu saskaņā ar LR Gada pārskatu un konsolidēto gada pārskatu likumu, kā arī par tādas iekšējās kontroles sistēmas uzturēšanu, kāda saskaņā ar vadības viedokli ir nepieciešama, lai būtu iespējams sagatavot finanšu pārskatu, kas nesatur ne krāpšanas, ne kļūdas dēļ izraisītas būtiskas neatbilstības.

Sagatavojot finanšu pārskatu, vadības pienākums ir izvērtēt Sabiedrības spēju turpināt darbību, pēc nepieciešamības sniedzot informāciju par apstākļiem, kas saistīti ar Sabiedrības spēju turpināt darbību un darbības turpināšanas principa piemērošanu, ja vien vadība neplāno Sabiedrības likvidāciju vai tās darbības izbeigšanu, vai arī tai nav citas reālas alternatīvas kā Sabiedrības likvidācija vai darbības izbeigšana.

Personas, kurām uzticēta Sabiedrības pārraudzība, ir atbildīgas par Sabiedrības finanšu pārskata sagatavošanas procesa uzraudzību.

Revidentu atbildība par finanšu pārskata revīziju

Mūsu mērķis ir iegūt pietiekamu pārliecību par to, ka finanšu pārskats kopumā nesatur kļūdas vai krāpšanas dēļ izraisītas būtiskas neatbilstības, un sniegt revidentu ziņojumu, kurā izteikts atzinums. Pietiekama pārliecība ir augsta līmeņa pārliecība, bet tā negarantē, ka revīzijā, kas veikta saskaņā ar SRS, vienmēr tiks atklāta būtiska neatbilstība, ja tāda pastāv. Neatbilstības var rasties krāpšanas vai kļūdas dēļ, un tās ir uzskatāmas par būtiskām, ja var pamatoti uzskatīt, ka tās katra atsevišķi vai visas kopā varētu ietekmēt saimnieciskos lēmumus, ko lietotāji pieņem, balstoties uz šo finanšu pārskatu.



Veicot revīziju saskaņā ar SRS, visa revīzijas procesa gaitā mēs izdarām profesionālus spriedumus un saglabājam profesionālo skepticismu. Mēs arī:

- identificējam un izvērtējam riskus, ka finanšu pārskatā varētu būt krāpšanas vai kļūdas dēļ izraisītās būtiskas neatbilstības, izstrādājam un veicam revīzijas procedūras šo risku mazināšanai, kā arī iegūstam revīzijas pierādījumus, kas sniedz pietiekamu un atbilstošu pamatojumu mūsu atzinumam. Risks, ka netiks atklātas būtiskas neatbilstības krāpšanas dēļ, ir augstāks nekā risks, ka netiks atklātas kļūdas izraisītās neatbilstības, jo krāpšana var ietvert slepenas norunas, dokumentu viltošanu, informācijas neuzrādīšanu ar nodomu, informācijas nepatiesu atspoguļošanu vai iekšējās kontroles pārkāpumus;
- iegūstam izpratni par iekšējo kontroli, kas ir būtiska revīzijas veikšanai, lai izstrādātu konkrētajiem apstākļiem atbilstošas revīzijas procedūras, bet nevis, lai sniegtu atzinumu par Sabiedrības iekšējās kontroles efektivitāti;
- izvērtējam pielietoto grāmatvedības politiku atbilstību un grāmatvedības aplēšu un attiecīgās vadības uzrādītās informācijas pamatotību;
- izdarām secinājumu par vadības piemērotā darbības turpināšanas principa atbilstību, un, pamatojoties uz iegūtajiem revīzijas pierādījumiem, par to, vai pastāv būtiska nenoteiktība attiecībā uz notikumiem vai apstākļiem, kas var radīt nozīmīgas šaubas par Sabiedrības spēju turpināt darbību. Ja mēs secinām, ka būtiska nenoteiktība pastāv, revidentu ziņojumā tiek vērsta uzmanība uz finanšu pārskatā sniegto informāciju par šiem apstākļiem, vai, ja šāda informācija nav sniegta, mēs sniedzam modificētu atzinumu. Mūsu secinājumi ir pamatoti ar revīzijas pierādījumiem, kas iegūti līdz revidentu ziņojumā datumam. Tomēr nākotnes notikumu vai apstākļu ietekmē Sabiedrība savu darbību var pārtraukt;
- izvērtējam vispārēju finanšu pārskata struktūru un saturu, ieskaitot atklāto informāciju un skaidrojumus pielikumā, un to, vai finanšu pārskats patiesi atspoguļo pārskata pamatā esošos darījumus un notikumus.

Mēs sazināmies ar personām, kurām uzticēta Sabiedrības pārraudzība, un, cita starpā, sniedzam informāciju par plānoto revīzijas apjomu un laiku, kā arī par svarīgiem revīzijas novērojumiem, tajā skaitā par būtiskiem iekšējās kontroles trūkumiem, kādus mēs identificējam revīzijas laikā.

KPMG Baltics AS
Licence Nr. 55

Rainers Vilāns
Partneris pp. KPMG Baltics AS
Zvērināts revīdents
Sertifikāta Nr. 200
Rīga, Latvija
2021. gada 6. aprīlī

21. Schedule 2

The Group's audited consolidated financial statements for the year ended 31 December 2020 together with the annual management report and the independent auditor's report and the Group's reviewed consolidated interim financial statements for the six-month period ended 30 June 2021.

AS Virši-A

(UNIFIED REGISTRATION NUMBER 40003242737)

CONSOLIDATED ANNUAL REPORT FOR 2020

**PREPARED IN ACCORDANCE WITH
INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED
BY THE EUROPEAN UNION
AND INDEPENDENT AUDITORS' REPORT**

Riga, 2021

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General information

Name of the parent company	Virši-A
Legal form	Joint Stock Company
Registration number and date	40003242737, 6 January 1995
Legal address	Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvia, LV-5101
Members of the Board	Jānis Vība, Chairman from 13.04.2021 (previously: Member of the Board) Linda Prūse, Member of the Board from 13.04.2021 Vita Čirjevskā, Member of the Board from 13.04.2021 Jānis Riekstiņš, Chairman of the Board until 13.04.2021 Jānis Rušmanis, Member of the Board until 13.04.2021 Ilgvars Zuzulis, Member of the Board until 13.04.2021 Andris Priedītis, Member of the Board until 13.04.2021
Members of the Council	Jānis Riekstiņš, Chairman of the Council from 13.04.2021 Jānis Rušmanis, Deputy Chairman of the Council from 13.04.2021 Ilgvars Zuzulis, Member of the Council from 13.04.2021 Andris Priedītis, Member of the Council from 13.04.2021 Ivars Blumbergs, Member of the Council from 13.04.2021 Silva Skudra, Member of the Council Madara Volksona, Chairwoman of the Council until 13.04.2021 Ausma Rušmane, Deputy Chairwoman of the Council until 13.04.2021
Information on subsidiaries	Viršu nekustamie īpašumi, SIA Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvia, LV-5101 Holding: 100.00%, from 15.09.2020 VIRŠI loģistika, SIA Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvia, LV-5101 Holding: 100.00%, from 15.09.2020 VIRŠI Renergy, SIA Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvia, LV-5101 Holding: 100.00%, from 20.07.2020
Chief Accountant	Jeļena Laurinaviča
Auditors	KPMG Baltics AS Vesetas iela 7 Rīga, Latvia, LV-1013 Licence No. 55

Statement of the Management's Responsibility

Line of business

AS Virši-A with its subsidiaries is the largest local fuel trader with 100% Latvian capital (hereinafter also referred to as "the Group"). The Group is engaged in wholesale and retail sale of oil products and retail sale of car goods and groceries through the network of own filling stations. The Group's share capital amounts to EUR 6 677 860 and consists of 47 699 shares. Nominal value per share is EUR 140. All shares are fully paid up.

The Group's activities during the reporting year

In 2020, the Group successfully continued implementing its development strategy which involved objectives such as a substantial expansion of the network, modernisation of filling stations and providing consistently high quality of products and services to its customers, and also extending support to Latvian producers by presenting them an opportunity to place their products in stores of AS Virši-A. During 2020, the Group continued efforts to promote the new type of alternative fuel - compressed natural gas (CNG) by opening two more CNG filling locations which helps Latvia towards achieving the goal of reducing harmful emissions in the transport segment. During the year, the network of AS Virši-A consisted of 63 filling stations of which four offered CNG.

Despite the fact that the total retail market of fuel in Latvia reduced by 3.6% in 2020 in terms of tons sold, the Group was able to increase its market share by increasing the retail sales of fuel by 0.1% over that of 2019. The result of retail sale of fuel in 2020 was impacted both by Covid-19 which caused the activity of businesses and individuals to decline and by the excise tax policy in place in the Baltic states. At the end of 2020, the rate of excise duty for diesel in Latvia was the highest among the Baltic states which impaired Latvia's competitive capacity in relation to international fuel buyers.

The volume of strategic investments made in 2020 in AS Virši-A and related companies was not significantly lower. A new interior design concept was developed and implemented, 25 filling stations were modernised and four new filling stations were opened - one in each Babite and Rzekne and franchise stations in each Kekava and Skrunda. Due to targeted investments in the network of filling stations, revision and expansion of the assortment of goods, and quick adaptation to the new market conditions during 2020 enabled the Group to increase the base of active customers and retail sales. During the year, net sales of goods increased by EUR 3.6 million or 16.1% and reached the highest ever net sales in the Group's history.

Despite the fact that both the amount of fuel sold by the Group in tons and the turnover of goods increased during the year, total net sales of the Group in 2020 decreased by 8.3% which was caused by the drop of oil prices in the first six months of the year. However, profit amounted to EUR 4 187 177 or 17.8% more than in 2019. The Group's operating profit margin in 2020 was 2.4% (2019: 1.9%). (The operating profit margin is calculated by dividing net sales with profit for the reporting year).

In 2020, the Group commenced restructuring of the legal structure of Virši Group by investing related party SIA Virši nekustamie īpašumi, an entity engaged in development and rent of real estate, into SIA Virši logistika, which provides fuel logistic services in the network from January 2021, and subsidiary SIA Virši Renergy was founded to act as the trader of natural gas and electricity. The reorganisation was completed in February 2021. The new organisational structure will enable the Group to sustain a high standard of corporate governance and risk management.

In order to provide customers with high quality fuel the largest fuel supplier for the network of filling stations of AS Virši-A remains SIA Orlen Latvija. SIA Orlen Latvija is the representative office of the Lithuanian oil processing company Orlen Lietuva and it is responsible for the sale of oil products in Latvia imported from the oil processing plant in Mazeiki. Orlen is the second largest oil processing company in Central Europe.

In 2017, AS Virši-A was entered in the register of participants of the Extended Cooperation Programme of the SPS, and in 2019 and 2020 the Group was a gold level member of the programme.

Environment protection measures

AS Virši-A and its subsidiaries take an integrated approach to prevention and control of pollution and are compliant with the environmental requirements set forth in category C and B polluting activity permits and laws and regulations. To reduce the environmental impact, during 2020 the fuel filling facility was replaced at a single filling station. The new filling facility is equipped with stage II fuel vapour removal system which enables the Group to reduce the amount of vapour released into the atmosphere.

Seeking to control and reduce its impact on the environment, ground water and rain water monitoring is carried out in filling stations on a regular basis, ground water monitoring networks are renovated and local purification facilities are cleaned and reconstructed in filling stations. In 2020, new local purification facilities were built or existing facilities were renovated in two filling stations and the Group's oil storage facility, local purification facilities were cleaned in 15 stations and the oil storage facility and containers were cleaned in 14 sites.

Group Management Report

In order to control, manage and optimise resources in 2020 the Group continued implementing ISO 50001. During 2020, 25 filling stations were renovated with interior and external lights replaced and motion sensors installed in warehouses and auxiliary premises to save power.

AS Virši-A and its subsidiaries are in full compliance with all environmental protection requirements.

Employees

As the Group continued its rapid growth at the end of 2020 it employed on the average 552 people, which was 6% more than in 2019. In high recognition of the role employees have in the Group's growth SIA Virši-A continued making sizeable investments in staff training, development, team building, improving competencies of managers, and improving sales and customer servicing skills. All employees are covered for health insurance. As always, the Group supported the career growth of its employees by offering to apply for internal vacancies and continued strengthening and recruiting to its management team.

The driver for service quality and knowledge in the recent years has been Virsu School that has earned recognition from the Latvian Association for People Management. In response to the restrictions introduced in Latvia in 2020, the Group invested time and resources to develop the digital format of Virsu School to provide staff with quality remote training.

In TOP Employer 2020, AS Virši-A was awarded the 1st place in Zemgale region. Also, for the first time in its history, AS Virši-A made it to the TOP 50 of the key category (top-of-mind) of the best employers of Latvia and landed as number 32 (number 8 in trading category).

Support to national rescue services

The Group's priority for 2020 was extending support to national rescue services. The growing restrictions and morbidity rates during the Covid-19 pandemic resulted in a particularly high pressure on the operation of the national rescue services. In April to May 2020, employees of the Emergency Medical Service, State Police, State Border Guard, State Fire and Rescue Service could receive free hot drinks in all filling stations of AS Virši-A.

Financial risk management

The Group is exposed to financial risks including credit risk, oil price risk, interest rate and currency risk. In order to control significant risks and mitigate adverse impacts of the financial market the Group's management observes internal procedures.

Credit risk is controlled by the Group through constant assessment of client credit history based on credit policies in place. Receivables are registered by an individual assessment of the customer's credit history and financial indicators within appropriate credit limits and due days set. Trade receivables are carried at recoverable amount. The Group's partners in cash transactions are local financial institutions with appropriate credit history.

The Group is exposed to the oil price risk both as it purchases and sells fuel products as the price of fuel products is closely linked to market fluctuations in oil prices. The risk is mitigated as the Group's prices are predominantly set on the basis of the actual fuel purchase price.

The Group observes a prudent policy for managing liquidity risk and secures access to appropriate amounts of cash and cash equivalents or credit resources under bank credit lines to be able to meet its liabilities as they fall due.

For the purposes of currency risk management, the Group management monitors the currency structure of assets and liabilities. Due to the current structure of the financial assets and liabilities denominated in foreign currencies, the currency risk is not material.

Subsequent events

From 2020 and subsequent to the year end, the Republic of Latvia and many countries worldwide had restrictions in place to limit the spread of the coronavirus which notably slowed the economic development in the country and the world. As it is not possible to predict how the situation will unfold there is uncertainty with regard to the economic development. The management of the Group constantly evaluates the situation. At the date of these consolidated financial statements, the Group's financial ratios for 2021 are consistent with those planned in the budget for 2021 and the financial position is strong. The Group's management believes the Group will be able to overcome the emergency situation with the help of the following measures: financial monitoring of all units and development and coordination of a crisis plan, timely planning of purchases of resources, and daily in-depth analysis of receivables risk. This conclusion is based on the information available as at the date of these consolidated financial statements.

Group Management Report

Management Report (continued)

In February 2021, the Group's reorganisation was completed. As part of the reorganisation in 2020 and 2021, equity of two subsidiaries, SIA Viršu nekustamie īpašumi and SIA Virši loģistika, was contributed to the Parent Company and a new company was founded, SIA Virši Renergy.

Further development of the Group

AS Virši-A will continue implementing its development strategy including expansion of the network of filling stations, investments in the infrastructure, development of alternative fuels and ensuring consistently high quality of fuel and goods, and replacement of the visual image and concept to promote brand recognition with the target audience. The strategy will be made in view of the uncertainty existing in the local and global market in relation to the outbreak of Covid-19 in 2020.

In April 2021, the Group's management announced their decision to attract capital and commence listing shares on Nasdaq Riga through an IPO in the nearest future.

Rīga, 14 July 2021



Jānis Vība
Chairman of the Board



Linda Prūse
Member of the Board



Vita Čirjevskā
Member of the Board

Consolidated statement of comprehensive income

	Note	2020 EUR	2019 EUR unaudited
Net sales	2	171 430 847	187 021 505
Cost of sales	3	(150 094 592)	(166 858 003)
Gross profit		21 336 255	20 163 502
Selling expenses	4	(14 146 229)	(14 274 126)
Administrative expenses	5	(1 902 502)	(1 778 543)
Other operating income	6	186 675	46 033
Other operating expenses	7	(800 412)	(338 799)
Results from operating activities		4 673 787	3 818 067
Financial revenue		14 792	9 045
Finance expenses	21	(499 565)	(269 624)
Profit before tax		4 189 014	3 557 488
Corporate income tax for the reporting year	8	(1 837)	(3 390)
Profit after corporate income tax		4 187 177	3 554 098
Profit of the reporting year		4 187 177	3 554 098
Other comprehensive income			
<i>Items that will never be reclassified to profit or loss</i>			
Revaluation of property and equipment	10	-	8 473 100
Change in Asset retirement obligation	16, 19	(120 474)	(167 781)
Other comprehensive revenue		(120 474)	8 305 319
Total comprehensive income or loss		4 066 703	11 859 417
Earnings per share before and after dilution	16	87.8	74.5
EBITDA per share		164.4	154.3

The accompanying notes on pages 12 to 42 are an integral part of these consolidated financial statements.

Riga, 14 July 2021


 Jānis Vība
 Chairman of the Board


 Linda Prūse
 Member of the Board


 Vita Čirjevskā
 Member of the Board


 Jeļena Laurinaviča
 Chief Accountant

Consolidated statement of financial position as at 31 December 2020

ASSETS				
NON-CURRENT ASSETS	Note	31.12.2020 EUR	31.12.2019 EUR unaudited	01.01.2019 EUR unaudited
Intangible assets	9	142 534	50 120	45 171
Property and equipment	10	51 603 845	48 046 395	34 331 033
Right-of-use assets	11	2 316 298	2 425 396	2 840 175
Investment in associate	12	57 156	54 556	53 053
Loan to associate	28	303 200	328 000	352 000
TOTAL NON-CURRENT ASSETS		54 423 033	50 904 467	37 621 432
CURRENT ASSETS				
Inventories	13	5 442 404	5 954 328	4 795 721
Trade receivables	14	8 866 654	11 750 285	10 337 070
Due from related parties		41 060	55 579	5 916
Corporate income tax receivable	24	13 982	73 972	81 887
Other receivables		145 548	151 971	269 957
Prepaid expenses		110 743	83 672	63 606
Accrued income		105 544	62 177	34 845
Cash and cash equivalents	15	3 676 615	2 954 245	2 875 781
TOTAL CURRENT ASSETS		18 402 550	21 086 229	18 464 783
TOTAL ASSETS		72 825 583	71 990 696	56 086 215

Consolidated statement of financial position as at 31 December 2020

		LIABILITIES			
		Note	31.12.2020	31.12.2019	01.01.2019
SHAREHOLDERS' EQUITY			EUR	EUR	EUR
			unaudited	unaudited	unaudited
Share capital	16	6 677 860	910 560	910 560	910 560
Reserves:					
Long term investment revaluation reserve		20 714 459	21 603 544	14 165 162	14 165 162
Other reserves		(4 206 039)	1 558 481	144 112	144 112
Retained earnings:					
Retained earnings brought forward from previous years		9 247 089	4 924 379	7 899 813	7 899 813
Profit of the reporting year		4 187 177	3 554 099	4 133 009	4 133 009
TOTAL EQUITY		36 520 546	32 551 063	27 252 657	27 252 657
LIABILITIES					
Non-current liabilities					
Loans from credit institutions	17	8 833 223	7 830 269	4 092 780	4 092 780
Other loans	18	6 624 790	7 390 231	2 478 259	2 478 259
Asset retirement obligation	19	788 922	669 721	500 339	500 339
Lease liabilities	20	1 607 622	1 791 311	2 172 972	2 172 972
TOTAL NON-CURRENT LIABILITIES		17 854 557	17 681 532	9 244 350	9 244 350
Current liabilities					
Loans from credit institutions	17	2 143 482	1 834 550	2 371 639	2 371 639
Other loans	18	1 000 000	940 000	1 000 000	1 000 000
Lease liabilities	20	529 757	483 348	592 554	592 554
Trade and other payables		9 593 592	14 109 879	12 167 262	12 167 262
Deferred income		4 185	5 539	12 294	12 294
Tax liabilities	24	3 405 068	2 769 429	2 303 236	2 303 236
Accrued liabilities	22	1 674 396	1 615 355	1 142 224	1 142 224
TOTAL CURRENT LIABILITIES		18 350 480	21 758 100	19 589 209	19 589 209
TOTAL LIABILITIES		36 205 037	39 439 632	28 833 559	28 833 559
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		72 825 583	71 990 696	56 086 215	56 086 215

The accompanying notes on pages 12 to 42 are an integral part of these consolidated financial statements.

Riga, 14 July 2021


 Jānis Vība
 Chairman of the Board


 Linda Prūse
 Member of the Board


 Vita Čirjevskā
 Member of the Board

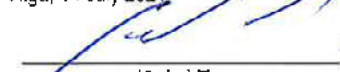

 Jelena Laurinaviča
 Chief Accountant

Consolidated statement of cash flows

	2020 EUR	2019 EUR unaudited
Cash flows from operating activities		
Profit before tax	4 189 014	3 557 488
Adjustments for:		
Depreciation and amortisation of property, equipment and intangible assets	3 167 136	3 544 135
Result on disposal of property and equipment	252 279	94 243
Interest and similar expenses	499 559	266 807
Income from investment in associate	(2 600)	(1 503)
Profit before adjustment for the impact of changes to current assets and current liabilities	8 105 388	7 461 170
(Increase)/Decrease of receivables	2 834 135	(1 392 290)
(Increase) / Decrease in inventories	511 924	(1 158 607)
Increase/(Decrease) of accounts payable to suppliers, contractors and other creditors	(3 822 890)	2 889 866
Gross cash flows from operating activities	7 628 557	7 800 139
Interest paid	(231 821)	(142 604)
Corporate income tax refunded	58 153	4 525
Net cash flows from operating activities	7 454 889	7 662 060
Cash flows from investing activities		
Purchase of property, equipment and intangible assets	(7 081 700)	(8 667 166)
Income from disposal of fixed and intangible assets	577 864	193 356
Loans repaid	24 800	24 000
Net cash flows generated from investing activities	(6 479 036)	(8 449 810)
Cash flows from financing activities		
Loans received	3 321 159	7 970 310
Repayment of loans and leases	(3 574 642)	(6 306 558)
Dividends paid	-	(797 538)
Net cash flows from financing activities	(253 483)	866 214
Net cash flows for the reporting year	722 370	78 464
Cash and cash equivalents at the beginning of the year	2 954 245	2 875 781
Cash and cash equivalents at the end of the year	15 3 676 615	2 954 245

The accompanying notes on pages 12 to 42 are an integral part of these consolidated financial statements.

Riga, 14 July 2021


 Jānis Vība
 Chairman of the Board


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 Member of the Board


 Vita Čirjevskā
 Member of the Board


 Jelena Laurinaviča
 Chief Accountant

Consolidated statement of changes in equity

	Note	Share capital	Long term investment revaluation reserve	Other reserves	Retained earnings	Total shareholders' equity
As at 1 January 2019 (unaudited)		910 560	14 165 162	144 112	12 032 822	27 252 656
Comprehensive income						
Profit of the reporting period		-	-	-	3 554 098	3 554 098
Other comprehensive income						
Asset retirement obligation	16	-	(167 780)	-	-	(167 780)
Increase/(decrease) in the long-term investment revaluation reserve	16	-	8 473 100	-	-	8 473 100
Transfer due to depreciation of accumulated revaluation gain		-	(866 938)	-	866 938	-
Transaction with owners of the Group						
Contribution via non-interest bearing shareholder loans	16	-	-	1 414 369	-	1 414 369
Dividends	16	-	-	-	(7 975 380)	(7 975 380)
As at 31 December 2019 (unaudited)		910 560	21 603 544	1 558 481	8 478 478	32 551 063
Comprehensive income						
Profit of the reporting period		-	-	-	4 187 177	4 187 177
Other comprehensive income						
Asset retirement obligation	16	-	(120 474)	-	-	(120 474)
Transfer due to depreciation of accumulated revaluation gain		-	(768 611)	-	768 611	-
Transaction with owners of the Group						
Share capital increase through legal restructuring	16	5 764 520	-	(5 764 520)	-	-
Increase in share capital of subsidiaries prior to legal restructuring		2 780	-	-	-	2 780
As at 31 December 2020		6 877 860	20 714 459	(4 206 039)	13 434 266	36 620 546

The accompanying notes on pages 12 to 42 are an integral part of these consolidated financial statements.

Riga, 14 July 2021


 Janis Viba
 Chairman of the Board


 Linda Pruse
 Member of the Board


 Vita Čirjevskā
 Member of the Board


 Jelena Laurinaviča
 Chief Accountant

Notes to the consolidated financial statements

1. Information on the Group's activities and summary of significant accounting principles

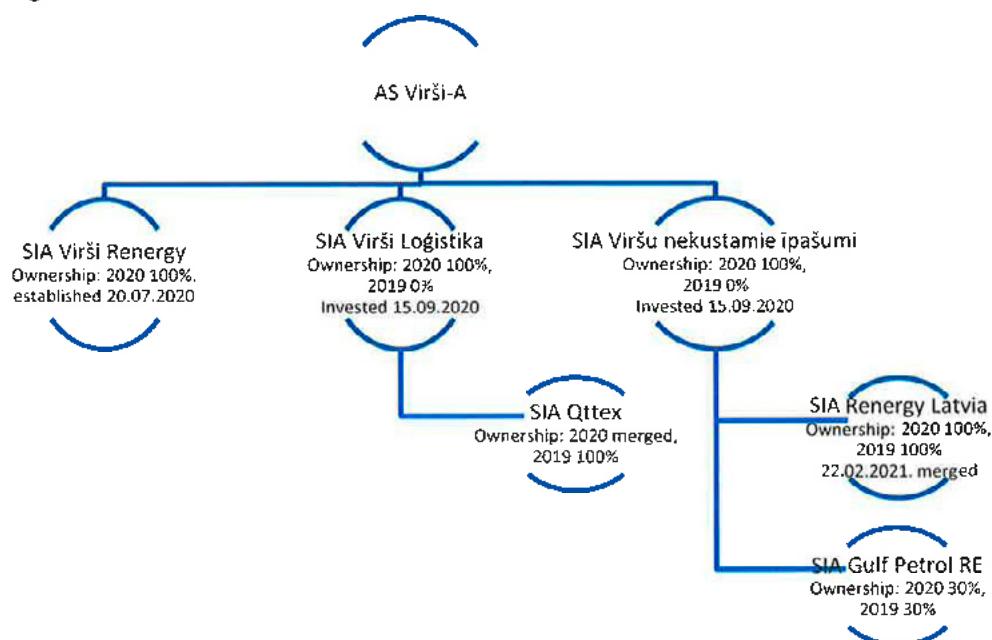
General information on the Group

AS Virši-A (hereinafter "the Group" or "the Parent Company") was registered with the Enterprise Register of Latvia on 6 January 1995. The legal address is Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads. The Group's shareholders are natural persons, residents of Latvia. The Group is engaged primarily in retail and whole sales of oil products, and retail sales of goods.

The Group Parent Company manages three subsidiaries SIA Viršu nekustamie īpašumi, SIA Virši loģistika (former name SIA AKA) and SIA Virši Renergy. The operating activities of the subsidiaries are related to those of the Parent Company and represent development and management of real estate properties, ensuring fuel deliveries to the Group's filling stations, franchises and wholesale clients, and selling natural gas and, from June 2021, also electricity.

The Group's consolidated financial statements for 2020 were approved by the decision made by the Board of the Group on 14 July 2021.

Groups legal structure



Virši Group entities were consolidated in joint structure during 2020. Prior to the legal restructuring of Virši entities (legal investment date September 15, 2020), SIA Viršu nekustamie īpašumi and SIA Virši Loģistika were related parties to AS Virši – A. Ownership of 3 parent companies was the same across all 5 entities.

First-time adoption of IFRS

In year 2020 Virši AS had a restructuring that involved a legal change of ownership for several companies previously owned by a group of the same shareholders. Legally the Group was formed for the first time in year 2020; however, all the entities were under the same ownership prior to the legal restructuring (entities were invested in AS Virši-A share capital by the shareholders). The consolidated financial statements for the year ended 31 December 2020 is the first set of consolidated financial statements of the Group prepared in accordance with IFRS. The Group did not prepare consolidated financial statements for the previous reporting periods under Latvian GAAP. Given the common control nature of the legal restructuring, the comparatives for the period from 1 January 2019 were prepared as if the Group had been formed prior to 1 January 2019. Since no consolidated financial statements have been prepared in the past, no reconciliations between the first IFRS consolidated financial statements and the previous GAAP separate financial statements are presented in these consolidated financial statements.

Notes to the consolidated financial statements

Summary of accounting principles used

Basis of preparation

The consolidated financial statements were prepared on a going concern basis and in accordance with the International Financial Reporting Standards (hereinafter – IFRS) adopted by the European Union.

All International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) that are in force during the preparation of the consolidated financial statements are approved for use in the European Union by the European Commission in line with the applicable endorsement procedure.

The currency unit used in the consolidated financial statements is Euro (EUR).

The consolidated financial statements cover the period from 1 January 2020 to 31 December 2020.

The statement of comprehensive income was prepared according to the cost function.

The cash flow statement was prepared using the indirect method.

The consolidated financial statements were prepared on the historical cost basis, except for the following items: buildings are revalued on a periodic basis.

2020 is the first reporting year on which Group consolidated financial statements are prepared and the year of first-time adoption of IFRS.

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements:

- It is assumed that the Group will continue to operate;
- Consistent valuation principles were used with those used in comparable accounting periods.
- Items were valued in accordance with the principle of prudence:
 - The consolidated financial statements reflect only the profit generated to the balance sheet date;
 - all incurred liabilities and current or prior year losses have been taken into consideration even if discovered within the period after the date of the balance sheet and preparation of the consolidated financial statements;
 - all amounts of impairment and depreciation have been taken into consideration irrespective of whether the financial result was a loss or profit;
- Income and expenses incurred during the reporting year have been taken into consideration irrespective of the payment date or date when the invoice was issued or received. expenses were matched with revenue for the reporting period;
- Assets and liabilities were valued separately.
- All material items, which would influence the decision-making process of users of the consolidated financial statements, have been recognised and insignificant items have been combined and their details disclosed in the notes.
- Business transactions are recorded taking into account their economic contents and substance, rather than the legal form.

Related parties

Related parties represent both legal entities and private individuals related to the Group in accordance with the following rules.

- a) A person or a close member of that person's family is related to a reporting entity if that person:
- i. has control or joint control over the reporting entity;
 - ii. has a significant influence over the reporting entity; or
 - iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- b) An entity is related to a reporting entity if any of the following conditions applies:
- i. The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - iii. The entity is controlled, or jointly controlled by a person identified in (a).
 - iv. A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - v. The entity or any member of the group to which the entity belongs provides management personnel services to the entity or the parent of company of the entity.

Related party transaction – a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Notes to the consolidated financial statements

Principles of consolidation

These consolidated financial statements include the financial position and results of operations of the Parent Company and controlled subsidiaries. A Parent Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Investments in companies that the Group does not control, but where it has the ability to exercise significant influence (Group's interests are between 20% and 50%) over operating and financial policies, are accounted for using the equity method. These investments are the Group's interests in associates. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Interests in associates is accounted for using the equity method and are recognised initially at cost. The cost of the investment includes transaction costs. The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of that interest including any long-term investments, is reduced to zero, and the recognition of further losses is discontinued, except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated during the process of consolidation. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Segment information

Operating segments are presented in accordance with the classification used in internal reports to the chief operating decision maker. The main decision maker is a person or group of persons who allocates resources to the Group's operating segments and evaluates their activities results. The main decision-maker of the Group is the Board.

The Group does not have separate operating segments and management does not perform analysis at a segment level, as it operates only in Latvia and its business is the running of gasoline stations of similar nature. Refer to Note 2 for revenue split by types of operations. All non-finance non-current assets are placed in Latvia. The Group does not have major customers.

New Standards and Interpretations

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2020, and have not been applied in preparing these consolidated financial statements. The following amended standards and interpretations are not expected to have a significant impact on the Group's financial statements.

- Onerous contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)
- COVID-19-Related Rent Concessions (Amendment to IFRS 16).
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16).
- Reference to Conceptual Framework (Amendments to IFRS 3).
- Classification of Liabilities as Current or Non-current (Amendments to IAS 1).
- Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)
- IFRS 17 Insurance Contracts and amendments to IFRS 17 Insurance Contracts.

Financial instruments

A financial instrument is an agreement that simultaneously results in financial assets of one party and financial liabilities or equity securities of the other party.

The key financial instruments held by the Group are financial assets such as trade receivables, other receivables, loans and financial liabilities such as loans, lease liabilities, accounts payable to suppliers and contractors and other creditors arising directly from its business activities.

Recognition and initial measurement

Trade receivables and debt instruments issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

Notes to the consolidated financial statements

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets

Classification and subsequent measurement

On initial recognition, Group's financial assets are classified as measured at amortised cost.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Group does not hold debt or equity investments measured at FVOCI or FVTPL. All Company's financial assets are classified as financial assets at amortized costs, these assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Any gain or loss on derecognition is recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents represent cash in bank accounts and on hand, cash in transit and short-term deposits with initial maturity of up to 3 months.

Financial liabilities

All Company's financial liabilities are classified as measured at amortised cost and are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Notes to the consolidated financial statements

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Use of derivatives

In addition to the above risk management policies, the Group uses derivatives to hedge financial risks.

Derivatives are financial instruments whose value changes depending on the interest rate, securities price, foreign exchange rate, price index or rate, credit rating or changes in a similar flexible ratio, and which is impacted by one or several financial risks characteristic of the underlying financial instrument, and transferred from the Group to other parties to the transaction.

The Group uses derivatives such as commodity and currency futures and other derivatives which are initially disclosed at cost and at fair value. Fair value is determined with reference to market prices. All derivatives are recognized as assets if their fair value is positive and liabilities if their fair value is negative. As at 31 December 2020 and 31 December 2019 there were no derivatives outstanding. The Group has not applied hedge accounting.

Non-financial assets and liabilities

Intangible assets

Intangible assets are carried at cost amortized over the useful life of the asset on a straight line basis. Should any events or changes in circumstances indicate that the book value of intangible assets is no longer recoverable the respective intangible assets are reviewed for impairment. An impairment loss is recognized when the book value of an intangible asset exceeds its recoverable amount. Groups intangible assets mainly consists of IT softwares and developments with useful life of 3 years.

Property and equipment

(i) Useful lives

Property and equipment is carried at historical cost except for land and buildings that are recognized at revalued value, less accumulated depreciation and impairment. No depreciation is calculated for land. Depreciation is calculated on a straight line basis over the useful life of the asset:

	2020	2019
Buildings and engineering structures	- 20 - 40 years	- 20 years
Equipment and machinery	- 5 - 20 years	- 5 - 10 years
Other property and equipment	- 2 - 7 years	- 2 - 5 years

Depreciation is calculated from the month following the month of putting the asset into use or involvement of it in operating activities. Depreciation should be calculated separately for each component of property and equipment the cost of which is material in comparison with the total cost of the respective asset. If certain components of an item of property and equipment are depreciated on an individual basis, other components of that same asset item are also depreciated on an individual basis. The remainder represents components that are not material individually. Depreciation of the remaining components is calculated using approximation methods to make proper disclosures of the useful life.

The change of the depreciation method is considered a change of an accounting estimate which a medium and large company is required to disclose in the notes to the consolidated financial statements.

From 2020, the management reconsidered depreciation rate for all groups of property and equipment until 2019 in line with the actual life cycle of the assets; the straight line rate were adjusted for all groups of assets.

Should any events or changes in circumstances indicate that the book value of property and equipment is no longer recoverable the respective assets are reviewed for impairment. In the presence of non-recoverability indications and when the carrying amount of an asset exceeds its recoverable amount, the asset or its cash-generating unit is written down to its recoverable amount. The recoverable amount of property and equipment is the greater of net sales value and value in use. The value in use is estimated by discounting estimated future

Notes to the consolidated financial statements

cash flows at present value using a pre-tax discount rate which reflects the present market forecasts with respect to the changes in the value of the asset and risks associated with it. The recoverable amounts of assets that do not generate independent cash flows are determined for the cash generating unit to which the asset belongs. Impairment loss is recognised in the profit and loss statement as cost of goods sold.

Items of property and equipment are derecognized in case of disposal or when future benefits are no longer expected from the use of the respective asset. Any profit or loss arising on derecognition of an item of property and equipment (calculated as the difference between net income from disposal and book value) is recognized in the profit and loss statement of the period of de-recognition.

The cost of leasehold improvements is capitalized and reflected under property and equipment. Depreciation of these assets is calculated over the entire period of lease on a straight line basis.

Construction in progress reflects the costs of building items of property and equipment and work in progress and is disclosed at cost. The cost includes the cost of construction and other direct expenses. Construction in progress is not subject to depreciation until the respective assets are completed and put into operation.

(ii) Fair value of property and equipment

Land, buildings and constructions are measured by the Group using the revaluation model. In case the carrying amount of items of property and equipment at the reporting date is lower than the valuation in the balance sheet, and such impairment is expected to be permanent, assets are recognized at the lower value. The revaluation result is recognized in the profit and loss statement except if a previously recognized increase in the value of assets is set off against an impairment loss. In that event, the long term investment revaluation reserve is decreased by the amount of impairment.

In case the value of assets at the balance sheet date is higher than the valuation on the balance sheet, the assets are revalued to the higher value if the increase in value may be assumed to be other than temporary. The increase of value resulting from revaluation is recognized under "Long term investment revaluation reserve". If an increase in the value resulting from revaluation compensates for the impairment of the same asset which was previously recognized as an expense in the profit and loss statement, then the increase resulting from revaluation is recognized as income in the profit and loss statement as incurred. The long term investment revaluation reserve is decreased when the revalued asset is disposed, is no longer utilized, or the increase of value is no longer reasonable.

The increase included in the long term investment revaluation reserve under equity is decreased by recognising this decrease in the profit and loss statement accordingly: gradually over the entire lifetime of the revalued asset, each reporting period writing down from reserves an amount equal to the difference between the depreciation, calculated based on the revalued value of the asset, and depreciation calculated based on the cost of the asset.

As at 30 September 2019 certain categories of property and equipment were revalued to fair value. The revaluation was performed for Land, buildings and engineering structures (see Note 10).

Leases

IFRS 16 Accounting

Upon adoption of IFRS 16 in the reporting period the Group recognised right-of-use assets for real estate property (land, buildings), vehicles and store equipment leased by the Group in the ordinary course of business.

Initially, right-of-use assets are measured at the present value of outstanding lease payments at the date of recognition. Lease payments are discounted using the Group's effective financing rate for the specific category of assets.

Subsequent to initial recognition, right-of-use assets are measured at cost.

Under the cost model, right-of-use assets are measured at cost net of accumulated amortisation and impairment losses. Assets are amortised from the date of acquisition to the end date of lease.

Subsequent to initial recognition, lease liabilities are measured

- by increasing the carrying amount to reflect interest under lease liabilities and
- by reducing the carrying amount to reflect lease payments made.

Right-of-use assets relating to leased assets are disclosed in the statement of financial position separately from other assets and lease liabilities are disclosed separately from other liabilities.

Interest expenses on lease liabilities are disclosed in the statement of comprehensive income and other comprehensive income separately from amortisation of the right-of-use asset.

IFRS 16 was implemented using the modified retrospective approach rather than the full application approach with the date of initial application of IFRS, i.e., 1 January 2019 and rights of use and assets were recognised only for contracts signed on and after the above date. During the reporting period, the Group made use of the practical expedient for short-term leases and leases for which the underlying asset is of low value.

Notes to the consolidated financial statements

Investments in associates

The Group's interests in equity-accounted investees comprise investments in associates. Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Such investments are initially recognized at cost, which includes transaction costs. Subsequent to initial recognition, these individual financial statements include the Group's share of the profit or loss and other comprehensive income of associates on an equity-accounted basis, from the date that significant influence effectively commences until the date that significant influence effectively ceases. When the Group's share of losses exceeds the Group's interest in the associate, that interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred obligations in respect of the associate.

Unrealized gains arising from transactions with associates are eliminated against the investment to the extent Group's share in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

Inventories

Inventories are stated at the lower of cost or net realizable value.

Expenses incurred to deliver inventories to their current location and condition are recognized in the following way:

- raw materials are recognized at purchase cost in line with the FIFO method;
- finished goods and work in progress are carried at direct cost of materials and labour plus production overheads based on the nominal production capacity of equipment net of borrowing costs.

Net realizable value represents the estimated sales price in the ordinary course of business less estimated cost to complete and sell the goods. Net realizable value is reflected as cost less allowances.

Earning per share

Basic earnings per share is computed by dividing profit available for distribution to common shareholders of the Group by the weighted-average number of common shares outstanding during the reporting period. Diluted earnings per share is determined by adjusting profit available for distribution to common shareholders of the Group and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees. The Group currently does not have dilutive potential ordinary shares, either from convertible notes or share options granted to employees.

Employee benefits

Short-term employee benefits, including salaries and social security contributions, bonuses and vacation benefits are included in net operating expenses on an accrual basis as the services are provided. The Company pays fixed social security contributions to State Social Fund on behalf of its employees during the employment period in accordance with local legal requirements and will have no obligations to pay further contributions relating to employee services in respect of retired employees.

Deferred Tax Liability on unremitted earnings

In Latvia legal entities are required to pay income tax on earned profits in accordance with local legislation on Corporate Income Tax. Corporate income tax would be paid on distributed profits and deemed profit distributions. Corporate income tax on dividends would be recognized in the statement of profit and loss as expense in the reporting period when respective dividends are declared, while, as regards other deemed profit items, at the time when expense is incurred in the reporting year.

The Group has decided to use these beneficial tax regimes to reinvest profit in further development of respective subsidiaries, therefore it does not plan to distribute dividends from subsidiaries in the next 5 years. The Group controls the process of dividend distribution and does not plan to distribute dividends from subsidiaries for year 2021 and after in the foreseeable future: 5 year horizon is considered appropriate given the Group's planning cycle. Due to above mentioned reason, the Group has not recognized deferred tax liabilities

Assets retirement obligations

The nature of certain Group's businesses exposes the Group to risks of environmental costs and potential contingent liabilities. The risk arise from manufacture, storage, transport and sale of products that that may be considered to be contaminants when released into the environment. Liability may arise also through the acquisition, ownership or operation of properties or businesses.

Provisions can arise from environmental risks, litigation, restructuring plans or onerous contracts. Environmental provisions are recorded based on current interpretations of environmental laws and regulations when the certain conditions are met.

Notes to the consolidated financial statements

The Group records the present value of the estimated future costs to settle its legal obligations to abandon, dismantle or otherwise retire tangible non-current non-financial assets in the period in which the liability is incurred. Asset retirement obligations (further ARO) are recorded in the consolidated statement of financial position.

As the Group applies revaluation model for property and equipment, valuation of the property and equipment are kept sufficiently up to date such that the carrying amount of the asset does not differ materially from its fair value at the reporting date. The carrying amount of ARO must be reassessed at each financial reporting date. This includes taking into account new information and appropriateness of the discounts rate and other various assumptions, e.g inflation rate.

A change in the provision does not affect the valuation of the asset, because the value of the provision is excluded from the asset valuation. The change in the provision affects the difference of revaluation recognised in equity between the fixed asset valuation and what would have been recognised under the cost model. Changes in the provision affect the revaluation surplus or deficit previously recognised in respect of that asset. Changes resulting from the unwinding of the discount are recorded in profit or loss.

A decrease in the provision is recognised in other comprehensive income, except to the extent that it reverses a revaluation deficit previously recognised in profit or loss, or when it would result in the depreciated cost of the asset being negative. An increase in the provision is recognised in profit or loss, except to the extent that any credit balance remains in the revaluation surplus in equity.

In case ARO is changed, the Group is assessing possible necessity of revaluation of the asset.

A provision is recognized in the consolidated statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that the obligation will result in payment, and the amount of payment can be estimated reliably.

The existence of criteria for recognizing provisions and the amounts of provisions are determined based on estimates. The amount to be recorded is the best estimate of the cost required to settle the obligation at the reporting date or transfer to a third party. The estimate of the financial impact of the past event requires management judgement, which is based on similar events occurred in the past, and where applicable, the opinion of external experts. Estimates may differ from the actual future amount of the obligation and with respect to the existence of the obligation.

ARO measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

The Group's asset retirement obligation ("ARO") represents management's best estimate of the present value of costs that are expected to be incurred for oil installation decommissioning to the extent that Group is obliged to rectify damage already caused. Based on the current projected retail station life, these costs are not expected to be realised until 6-40 years' time with the average remaining lifetime being 22 years (2019: 22 years).

At the end of year 2020, the Group reviewed the decommissioning requirements and the assumptions used in the present value calculation and adjusted the obligation to 788,922 EUR as of 31 December 2020. The update was prepared by management and resulted in a net increase of 119,201 EUR from the ARO at 31 December 2019 of 669 721 EUR.

As of 31 December 2020, the estimated undiscounted ARO obligation is 753 367 EUR (2019 – 723 959 EUR). In addition to the undiscounted cost estimates, the primary assumptions that affect the present value calculation are the inflation rate and the discount rate. For the update prepared as of 31 December 2020, the Company used an inflation rate of 2.00% (2019 – 2%) and a discount rate of -0.19% (2019: 0.32%) in calculating the present value of the obligation. The inflation rate is based on current and projected inflation indices and the discount rate is based on the 30 years German government bond yield representing long term risk free interest rate. The assessment is particularly sensitive to the inflation assumption. Should long-term inflation estimate increase to 3% from the used 2% assumption, ARO provision would increase by 256,060 EUR (2019 – 207 504 EUR). Should long-term inflation estimate decrease to 1% from the used 2% assumption, ARO provision would decrease by 189,460 EUR (2019 – 155 504 EUR).

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which the Group has access at that date. The fair value of liabilities represents the risk of default.

According to the Group's accounting policies and disclosure requirements fair value should be determined for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair value is classified into different levels of the fair value hierarchy based on the inputs used in the measurement techniques:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

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- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Fair values have been determined for measurement and disclosure purposes based on the below methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Impairment

(a) Financial assets

Financial assets are classified in the following measurement categories: amortized cost, fair value through other comprehensive income and fair value through profit or loss. The classification depends on used business model for managing the financial assets and the contractual terms of the cash flows. Assets are classified as current assets, except for maturities over 12 months after balance sheet date, which are classified as non-current assets.

Purchases and sales of financial assets are recognized on the settlement date. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Amortized cost category consists of liquid funds, trade receivables and other financial investments (loan receivables - where the business model is to hold the asset to collect the contractual cash flows which represent only payments of principal and interest, and investment in associate).

Financial assets recognized at amortized cost are valued using the effective interest method. Assets at fair value through profit or loss consists of equity investments. Gains or losses of the equity investments are included in financial income and expenses.

Liquid funds consists of cash and cash equivalents and current investments. Cash and cash equivalents include cash in hand and bank and other highly liquid investments with original maturities of three months or less.

The Group recognises an allowance for expected credit losses (Further ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms, if relevant.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

Financial assets where the Group calculates ECL are:

- Trade receivables and other receivables
- Loans to associate
- Cash at bank

Liquid funds

	31.12.2020	31.12.2019	01.01.2019
		unaudited	unaudited
Cash and cash equivalents	3 676 615	2 954 245	2 875 781

The maximum exposure to credit risk is the carrying amount of the liquid funds. Note Financial risk management sets out more information about credit risk. All cash equivalents are on demand deposits with reputable credit institutions in Republic of Latvia. These credit institutions are either investment grade or subsidiaries of investment grade credit institutions. Therefore impairment for liquid funds has not been recognized because the amount is assessed as immaterial both due to on demand nature and the high creditworthiness of the counterparties.

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Trade receivables and other receivables

	31.12.2020	31.12.2019	01.01.2019
		unaudited	unaudited
Trade receivables	8 866 654	11 750 285	10 337 070
Due from related parties	41 060	55 579	5 916
Other receivables	145 548	151 971	269 957
Accrued income	105 544	62 177	34 845
Total trade receivables	9 158 806	12 020 012	10 647 788

The simplified expected credit loss model is applied for trade receivables according to IFRS 9. Impairment process is based on historical credit loss experience combined with current conditions and forward-looking macroeconomic analysis. The impairment or credit loss is recognized in the consolidated statement of income within other expenses. Due to the nature of short-term trade and other receivables their carrying amount is expected to be equal to their fair value. The maximum exposure to credit risk is the carrying amount of the trade and other receivables. Analysis of trade receivables by age, information about the impairment and credit losses are presented in Note Financial risk management.

Other financial investments

	31.12.2020	31.12.2019	01.01.2019
		unaudited	unaudited
Loan to Associate	303 200	328 000	352 000
Total Other financial investments	303 200	328 000	352 000

The fair value of non-current Other financial investments is not materially different from the carrying amount which is also the maximum exposure to credit risk. No impairment losses have been recognized as there are no significant credit risks associated with the receivables. The associates financial position is assessed as strong with debt instruments having been amortised while its property assets are leased out to the Group on agreements that fully support the associates ability to repay its creditors.

(b) Non-financial assets

Assets that are subject to amortization and depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized in the consolidated statement of income to the extent that the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Intangible assets and property, plant and equipment are always tested for impairment, when there is any indication that an asset may be impaired. When the recoverable amount of an asset is less than the carrying amount, an impairment loss is recognized as an expense immediately and the carrying amount is reduced to the asset's recoverable amount. The amounts recoverable from cash generating units' operating activities are determined based on value in use calculations. Preparation of these estimates requires management to make assumptions relating to future expectations. The main assumptions used relate to the estimated future operating cash flows and discount rates.

Contingent liabilities and assets

Contingent liabilities are not recognised in these consolidated financial statements. Contingent liabilities are recognized as liabilities only when there is reasonable likelihood that an outflow of funds will be required. Contingent assets are recognized in these consolidated financial statements to the extent that there is reasonable likelihood that the Group will receive an inflow of economic benefits related to the transaction.

Revenue recognition

Revenue from contracts with customers is recognized when or as the Group satisfies a performance obligation by transferring control of a promised good or service to a customer. The transfer of control is based mainly on transferring risks and rewards according to the delivery terms. The group principally satisfies its performance obligations at a point in time; the amounts of revenue recognized relating to performance obligations satisfied over time are not significant. When, or as, a performance obligation is satisfied, the group recognizes as revenue the amount of the transaction price that is allocated to that performance obligation.

Notes to the consolidated financial statements

The transaction price is the amount of consideration to which the group expects to be entitled in exchange for the promised goods or services. The transaction price is allocated to the performance obligations in the contract based on standalone selling prices of the goods or services promised. Revenue is presented net of indirect sales taxes such as value added tax, penalties and discounts.

Sale of oil products contains fuel product sales in wholesale and retail stations. Excise taxes included in the retail selling price of finished oil products are included in product sales. The corresponding amount is included in the purchase price of petroleum products and included in Cost of oil products and goods.

Retail sale of goods contains catering and sales of consumer products at Virši fuel stations besides oil products.

Corporate income tax

Based on the Law on Corporate Income Tax of the Republic of Latvia the tax rate is 20%, the taxation period is one month and the taxable base, determined by dividing the value of the taxable item by a factor of 0.8, includes:

- distributed profit (dividends calculated, payments equivalent to dividends, conditional dividends) and
- conditionally or theoretically distributed profit (non-operating expenses, doubtful debts, excessive interest payments, loans to related parties, decrease of income or excessive expenses which are incurred by entering into transactions at prices other than those on the market that should be calculated using the methodology determined by the Cabinet of Ministers, benefits bestowed by the non-resident upon its staff or Management board and Supervisory Board members regardless of whether the receiving party is a resident or a non-resident, if they relate to the operation of a permanent establishment in Latvia, liquidation quota).

The use of tax losses carried forward from previous periods is limited: it is possible to utilise these losses to decrease the amount of tax calculated on dividends in the reporting period by no more than 50%. It is possible to carry forward unused tax losses and utilise them in the previously described manner only until 2022.

Deferred income tax is provided in full, using the liability method, on taxes carried forward losses and any temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Under the initial recognition exception, deferred tax is not initially recognized for an asset or liability in transactions a business combination if the transaction, when initially recognized, does not affect profit for financial or tax purposes. Deferred tax liabilities are not recognized for temporary differences on the initial recognition of goodwill and subsequently for goodwill non-deductible for tax purposes. Deferred tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date and is expected to be effective in the periods in which the temporary differences reverse or are used to carry forward losses. Deferred tax is calculated at the rate applicable to retained earnings until a decision is taken on profit distribution. Thus, in Latvia where income tax is payable on distributed profits (such as dividends), the deferred tax liabilities or assets are recognized using the tax rate applicable to retained earnings.

When applicable, deferred tax is recognized at the Group level using the expected tax rate of the future dividend. Deferred tax assets and liabilities are mutually exclusive excluded only within the same company of the Group and only if certain criteria are met. Deferred tax assets in respect of temporary differences and tax losses carried forward are recognized to the extent that it is probable that taxable profit will be available against which the losses can be utilized.

The carrying amount of the deferred tax asset, if any, is reviewed at each reporting date and reduced to the extent that it is probable that future taxable profits will be available against which the deferred income tax can be utilized realization of the asset. Future taxable profits and possible amounts of tax benefits are estimated, on the basis of medium-term financial forecasts prepared by management and their extrapolated results. The financial forecast is based on management forecasts that are reliable and reasonable in the circumstances.

Significant accounting estimates and judgement in applying accounting policies

The preparation of financial statements in conformity with IFRS as adopted by the EU requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Although these estimates are based on management's best knowledge of current events and actions, the actual results ultimately may differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period, in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty:

- *Measurement of fair value of Property and Equipment*

More detailed description of fair value measurement is disclosed in Note 1 heading Property and Equipment (ii) Fair value of property and equipment. Also refer to Note 10;

Notes to the consolidated financial statements

- *Expected Credit Loss determination*

More detailed description of fair value measurement is disclosed in Note 1 heading Fair value measurement. Also refer to Note 28;

- *Asset retirement obligation determination*

More detailed description of fair value measurement is disclosed in Note 1 heading Provisions. Also refer to Note 19;

2. Net sales from other types of operations

<i>By type of operating activity</i>	2020	2019 unaudited
Sale of oil products	143 103 745	163 319 780
Retail sale of other goods	26 007 521	22 398 448
Other income	2 319 581	1 303 277
TOTAL:	171 430 847	187 021 505

<i>By geographic market</i>	2020	2019 unaudited
Latvia	170 203 761	186 695 762
Other	1 227 086	325 743
TOTAL:	171 430 847	187 021 505

<i>Contract liabilities under Trade and Other payables</i>	31.12.2020	31.12.2019 unaudited
Advances received	233 224	187 446
TOTAL:	233 224	187 446

Accrued income recognised is due from retail business partners for volume discounts in period, as well revenue from marketing activities. Revenue will be received during following quarter depending on compensation period contracted.

The Contract liabilities included in Trade and Other payables primarily relates to the advance consideration received from customers for deliveries of fuel. This will be recognised at revenue when goods are delivered.

No information is provided about remaining performance obligations as at 31 December 2020 or as at 31 December 2019 that have an original expected duration of one year or less, as allowed by IFRS 15.

3. Cost of sales

	2020	2019 unaudited
Cost of oil products and goods	147 901 961	165 577 969
Depreciation and amortization	87 803	153 263
Personnel expenses	92 282	113 579
Other costs related to property	4 602	5 293
Maintenance and repairs	34 048	21 227
Transport	411 643	506 220
Other expenses	1 562 253	480 452
TOTAL:	150 094 592	166 858 003

Notes to the consolidated financial statements

4. Selling expenses

	2020	2019 unaudited
Personnel expenses	7 573 799	7 286 807
Depreciation and amortization	2 898 053	3 232 487
Other costs related to property	49 911	44 429
Maintenance and repairs of infrastructure	1 707 233	1 512 455
Marketing expenses	586 187	733 441
Transport	511 220	474 744
Other expenses	819 826	989 763
TOTAL:	14 146 229	14 274 126

5. Administrative expenses

	2020	2019 unaudited
Personnel expenses	1 291 334	1 252 489
Depreciation and amortization	181 279	158 385
Other costs related to property	13 825	16 625
Maintenance and repairs of office	40 094	33 891
Transport	75 661	61 603
Professional services *	196 572	148 874
Other expenses	103 737	106 676
TOTAL:	1 902 502	1 778 543

* including total remuneration paid to certified auditors:

	2020	2019 unaudited
AS KPMG Baltics for audit of consolidated financial statements	45 600	-
SIA Deloitte Latvia for other expert engagements	36 300	-
SIA Potapoviča un Andersone for other expert engagements	9 000	-
AS KPMG Baltics for other expert engagements	7 700	2 850
SIA Ievas Liepiņas birojs for audit of consolidated financial statements	-	21 000
SIA Ievas Liepiņas birojs for other expert engagements	-	2 000
TOTAL:	98 600	25 850

Notes to the consolidated financial statements

6. Other operating income

	2020	2019 unaudited
Recovery of written-off/doubtful receivables	152 245	16 268
Income from an insurance compensation received	13 276	20 758
Gain on currency exchange fluctuations, net	-	4 407
Other operating income	21 154	4 600
TOTAL:	186 675	46 033

7. Other operating expenses

	2020	2019 unaudited
Loss from sales of property and equipment, net, incl:	252 279	94 243
<i>Revenue from sales of property and equipment</i>	<i>(577 864)</i>	<i>(193 356)</i>
<i>Non-amortised value of disposed property and equipment</i>	<i>830 143</i>	<i>287 599</i>
Changes in doubtful debt allowances	254 744	10 924
Loss on currency exchange fluctuations, net	10 836	-
Donations	1 000	2 500
Bank charges	16 075	55 304
Other operating expenses	265 478	175 828
TOTAL:	800 412	338 799

8. Corporate income tax

Corporate income tax recognised in the statement of comprehensive income

Corporate income tax is calculated by the Group according to the laws and regulations of the Republic of Latvia.

	2020	2019 unaudited
Current tax	1 837	3 390
TOTAL:	1 837	3 390

Reconciliation of effective tax rate

Current corporate income tax expenses for the years ending on 31 December 2020 and 31 December 2019 is different from the theoretical tax amount that the Group would incur if profit before tax was taxed at the statutory rate of 20%:

	2020	2019 unaudited
Profit before corporate income tax	4 189 014	3 557 488
Theoretical tax at 20%	837 803	711 498
Expected distribution of retained earnings	(835 966)	(708 108)
Tax expenses	1 837	3 390

All retained profits of the Group for period until January 1, 2019, were distributed as dividends. If all retained profits would have been distributed as dividends at the reporting date the Group would incur tax liability of 2 532 662 EUR at theoretical tax rate 20%. In relation

Notes to the consolidated financial statements

to potential deferred tax liabilities in subsidiaries of the Group relating to retained earnings the management assessed that such profit distribution is not expected in the foreseeable future and thus no deferred tax liabilities were recognised.

9. Intangible assets

	Concessions, patents, licenses, trademarks and similar rights	Other intangible assets	Creation of intangible assets	TOTAL
Historical cost				
1 January 2019 (unaudited)	24 869	232 838	-	257 707
Additions	13 665	47 105	-	60 770
Disposal	(3 884)	(3 842)	-	(7 726)
31 December 2019 (unaudited)	34 650	276 101	-	310 751
Additions	35 208	54 371	83 541	173 120
Disposal	-	(360)	-	(360)
Reclassification	51 501	32 040	(83 541)	-
31 December 2020	121 359	362 152	-	483 511
Accumulated amortization				
1 January 2019 (unaudited)	17 489	195 047	-	212 536
Calculated amortization	5 783	50 038	-	55 821
Accumulated amortization of disposed assets	(3 884)	(3 842)	-	(7 726)
31 December 2019 (unaudited)	19 388	241 243	-	260 631
Calculated amortization	12 931	67 775	-	80 706
Accumulated amortization of disposed assets	-	(360)	-	(360)
31 December 2020	32 319	308 658	-	340 977
Carrying amount				
1 January 2019 (unaudited)	7 380	37 791	-	45 171
31 December 2019 (unaudited)	15 262	34 858	-	50 120
31 December 2020	89 040	53 494	-	142 534

Notes to the consolidated financial statements

10. Fixed assets

	Land, buildings and engineering structures	Leasehold improvements	Equipment and machinery	Other property and equipment	Construction in progress	Prepayments for property and equipment	TOTAL
Historical cost							
1 January 2019 (unaudited)	32 446 102	848 970	5 564 472	3 194 768	961 119	126 129	43 141 560
Additions	713 874	155 246	470 884	1 026 584	5 993 474	189 621	8 449 623
Revaluation*	8 470 169	-	-	-	-	-	8 470 100
Reclassification	4 016 703	167 644	1 041 457	236 408	(5 388 017)	(74 195)	-
Revalued portion of disposed property and equipment	(84 756)	-	-	-	-	-	(84 756)
Cost of disposed fixed assets	(1 091 744)	-	(288 968)	(477 157)	-	-	(1 857 869)
31 December 2019 (unaudited)	44 470 279	1 171 860	6 787 845	3 980 603	1 466 516	241 555	58 118 658
Additions	1 235 556	33 642	623 244	931 811	3 848 500	235 827	6 908 580
Reclassification	2 838 196	88 404	856 232	312 039	(3 869 179)	(225 692)	-
Revalued portion of disposed property and equipment	(187 506)	-	-	-	-	-	(187 506)
Cost of disposed fixed assets	(588 038)	-	(481 675)	(328 036)	-	-	(1 397 749)
31 December 2020	47 768 487	1 293 906	7 785 646	4 896 417	1 445 837	251 690	63 441 983
Accumulated depreciation and impairment							
1 January 2019 (unaudited)	4 031 747	165 352	2 790 331	1 823 097	-	-	8 810 527
Depreciation, depreciation of the revalued part*	1 574 295	93 445	639 938	609 084	-	-	2 916 762
Accumulated depreciation of the revalued portion of disposed property and equipment	(9 164)	-	-	-	-	-	(9 164)
Accumulated depreciation of disposed property and equipment	(1 046 400)	-	(161 701)	(437 761)	-	-	(1 645 862)
31 December 2019 (unaudited)	4 559 478	258 797	3 268 568	1 994 420	-	-	10 072 263
Depreciation, depreciation of the revalued part*	1 068 734	120 366	569 018	775 464	-	-	2 533 582
Reclassification	-	-	1 870	(1 870)	-	-	-
Accumulated depreciation of the revalued portion of disposed property and equipment	(6 027)	-	-	-	-	-	(6 027)
Accumulated depreciation of disposed property and equipment	(63 746)	-	(384 647)	(313 287)	-	-	(761 680)
31 December 2020	5 549 439	379 163	3 454 809	2 454 727	-	-	11 838 138
Carrying amount							
1 January 2019 (unaudited)	28 414 355	683 618	2 774 141	1 371 671	961 119	126 128	34 331 032
31 December 2019 (unaudited)	39 919 801	913 063	3 519 277	1 966 183	1 466 516	241 555	48 046 395
31 December 2020	42 219 048	914 743	4 330 837	2 441 690	1 445 837	251 690	51 603 845

* On 30 December 2019 the Group revalued property and equipment under category Land, buildings and engineering structures to fair value. The result of revaluation (appreciation) was recorded in the accounting records of the Group on 30 December 2019. The revaluation was performed by certified real estate appraiser SIA Arco Real Estate. The valuation was based on the income and cost approach. The management believes the fair value at the end of 2020 is not materially different from the carrying amount.

The carrying amount of Land, buildings and engineering structures evaluated at fair value at 31 December 2020 would have been 26 108 156 EUR (2019: 23 437 899 EUR) if all category had been accounted using the cost method.

All fixed assets under "Land, buildings and engineering structures" represent Level 3 fair value hierarchy.

The following table shows the valuation technique used in measuring the fair value of Land, buildings and engineering structures, as well as the significant unobservable inputs used for 2019:

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Type	Fair value, EUR 2019 (unaudited)	Valuation technique	Significant unobservable inputs	Inter-relation between significant unobservable inputs and fair value measurement
Filling stations with equipment	35 705 500	Discounted cash flows	<ul style="list-style-type: none"> - Discount rate ranging from 13% to 19.5% - Gross revenue assumption in year one for fuel sales from EUR 50 thousand to EUR 381 thousand - Gross revenue assumption in year one for store sales from EUR 13 thousand to EUR 256 thousand - Revenue growth from year 3 or 4 1.0% - 2.0% p.a. 	Market value may increase (reduce) if: <ul style="list-style-type: none"> - Discount rate reduces (increases); - Initial gross revenue from fuel and store sales increases (reduces); - Maintenance cost of filling stations reduces (increases); - Forecast of changes in revenue increases (reduces).
Oil storage facility / railway network	2 005 000	Discounted cash flows / capitalisation of lease revenue	<ul style="list-style-type: none"> - Discount rate 17.5% - Capitalisation rate 8.5% - Rent 0.14 EUR/m² (land) to 3.0 EUR/t (fuel) - Occupancy rate 40-95% p.a. - Revenue growth from year 2 1.0% - 2.0% p.a. 	Market value may increase (reduce) if: <ul style="list-style-type: none"> - Discount / capitalisation rate reduces (increases); - Rent increases (reduces); - Occupancy increases (reduces); - Maintenance cost of real estate properties reduces (increases); - Forecast of changes in revenue increases (reduces).
Commercial buildings	45 300	Discounted cash flows	<ul style="list-style-type: none"> - Discount rate 2.0% - Rent 1.5-2.0 EUR/m² - Occupancy rate 75-90% p.a. - Revenue growth from year 3 0.5% - 1.5% p.a. 	Market value may increase (reduce) if: <ul style="list-style-type: none"> - Discount rate reduces (increases); - Rent increases (reduces); - Occupancy increases (reduces); - Maintenance cost of real estate properties reduces (increases); - Forecast of changes in revenue increases (reduces).

11. Movements in right-of-use assets

The right-of-use asset was recognised according to IFRS 16 Leases.

	Leased Equipment and machinery	Leased real estate property	Total leased assets
Historical cost			
1 January 2019 (unaudited)	1 309 271	1 823 722	3 132 993
Additions	156 773	-	156 773
31 December 2019 (unaudited)	1 466 044	1 823 722	3 289 766
Additions	456 345	-	456 345
Cost of disposed fixed assets	(36 948)	-	(36 948)
31 December 2020	1 885 441	1 823 722	3 709 163
Accumulated depreciation and impairment			
1 January 2019 (unaudited)	292 818	-	292 818
Charge for the period	336 402	235 150	571 552
31 December 2019 (unaudited)	629 220	235 150	864 370
Charge for the period	317 698	235 150	552 848
Accumulated depreciation of disposed property and equipment	(24 353)	-	(24 353)
31 December 2020	922 565	470 300	1 392 865
Balance as at 1 January 2019 (unaudited)	1 016 453	1 823 722	2 840 175
Balance as at 31 December 2019 (unaudited)	836 824	1 588 572	2 425 396
Balance as at 31 December 2020	962 876	1 353 422	2 316 298

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12. Investment in associate

From 1 July 2016 the Group holds a 30% interest in SIA Gulf Petrol RE. The investment in the associated company is carried according to the equity method.

	31.12.2020	31.12.2019 unaudited	01.01.2019 unaudited
Ownership interest in the associate	30%	30%	30%
Non-current assets	1 183 314	1 251 357	1 317 620
Current assets	42 802	44 748	50 041
Non-current liabilities	(998 100)	(1 076 000)	(1 152 000)
Current liabilities	(37 496)	(38 253)	(38 818)
Net assets	190 520	181 852	176 843
Share in Net asset value (30%)	57 156	54 556	53 053
Turnover	113 300	113 041	112 800
Comprehensive income, net	8 666	5 010	7 911
Group's share in comprehensive income (30%)	2 600	1 503	2 373
Retained profits (30%)	12 496	10 993	8 620
Investment in associate, nominal	42 060	42 060	42 060
Investment in associate, net	57 156	54 556	53 053

13. Inventories

	31.12.2020	31.12.2019 unaudited	01.01.2019 unaudited
Auxiliary materials	104 342	152 182	50 141
Fuel	3 136 472	4 111 230	3 301 506
Other goods	2 124 002	1 526 127	1 381 285
Prepayments for inventories	77 588	164 789	62 789
TOTAL:	5 442 404	5 954 328	4 795 721

In the reporting period, the net realisable value of inventories was equal to the carrying amount. No provisions are recognised for impairment of inventories.

14. Trade receivables

	31.12.2020	31.12.2019 unaudited	01.01.2019 unaudited
Carrying amount of trade receivables	9 377 607	12 415 011	10 994 470
Impairment allowance	(510 953)	(664 726)	(657 400)
TOTAL:	8 866 654	11 750 285	10 337 070

Notes to the consolidated financial statements

Overdue days under IFRS 9	ECL rate	Receivable	Impairment	ECL rate	Receivable	Impairment	ECL rate	Receivable	Impairment
		31.12.2020			31.12.2019 unaudited			01.01.2019 unaudited	
Not past due	0.1%	8 145 221	8 145	0.00%	10 301 431	-	0.10%	9 008 530	9 009
Overdue by 1-30	0.2%	629 853	1 260	0.10%	1 503 860	1 504	0.10%	1 346 569	1 347
Overdue by 31-60	0.9%	1 08 424	976	0.40%	185 641	743	0.60%	119 972	720
Overdue by 61-90	3.3%	39 297	1 297	1.50%	134 776	2 022	1.80%	13 530	244
Overdue by 91-180	6.6%	28 811	1 902	2.70%	28 679	774	3.30%	35 604	1 176
Overdue by 181-360	14.3%	55 338	7 913	5.70%	22 099	1 260	6.90%	22 016	1 519
Overdue by > 360	100.0%	370 663	370 663	100.00%	538 525	538 525	100.00%	448 249	448 249
Total		9 377 607	392 156		12 415 011	544 828		10 994 470	462 263
Individual allowance			118 797			119 898			195 137
Total doubtful debt allowance			510 953			664 726			657 400

Changes in allowances for impairment of trade receivables:

Impairment allowance for trade receivables as at 31.12.2018 (unaudited)	538 314
Effect of implementation of IFRS 9	119 086
Impairment allowance for trade receivables as at 01.01.2019 (unaudited)	657 400
Additions	7 960
Decrease of allowances due to write-off of debts	(634)
Impairment allowance for trade receivables as at 31.12.2019 (unaudited)	664 726
Additions	104 345
Decrease of allowances due to write-off of debts	(258 118)
Impairment allowance for trade receivables as at 31.12.2020	510 953

Group evaluates debtors provision according to ECL rate and individual debtors evaluation. In 2020 decrease in doubtful debts allowance is related to write off of unrecoverable debts due to liquidation of certain counterparties. Additions to provisions are due to resulting increases ECL rates in 2020 compared to 2019.

15. Cash and cash equivalents

	31.12.2020	31.12.2019 unaudited	01.01.2019 unaudited
Cash in bank and on hand	3 264 827	2 293 366	1 976 535
Money in transit	411 788	660 879	899 246
TOTAL:	3 676 615	2 954 245	2 875 781

16. Share capital and reserves

Share capital

Share capital of the Group in 2020 is EUR 6 677 860 (2019: EUR 910 560), comprised of 47 699 shares (2019: 6 504). Nominal value per share is EUR 140. All shares are fully paid up. Increase in the share capital and number of shares outstanding is described below on legal restructuring.

During 2020 and 2021, reorganisation was carried out in AS Virši-A and its group companies. In 2020, the Group received a capital contribution in the way of shares of two related parties SIA Viršu nekustamie īpašumi and SIA Virši loģistika (former name SIA AKA), which resulted in the creation of Virši Group.

The shareholders invested 100% shares of subsidiaries in Parent as a contribution in kind. The investment was valued by external valuers and their valuation results laid the basis for recognising the increase in share capital.

Notes to the consolidated financial statements

No dividends were distributed in the reporting period from retained earnings of previous periods (2019: dividends of EUR 7 975 380 or 1 226, 2 EUR of dividends per share).

Earnings per share

The calculation of earnings per share before and after dilution has been based on the following profit attributable to ordinary shareholders and weighted number of ordinary shares outstanding. There are no arrangements for dilution of shares.

	2020	2019 unaudited
Profit for the year, attributable to the owners of the Company	4 187 177	3 554 098
Weighted average number of shares	47 699	47 699
Earnings per share before and after dilution	87.78	74.51

Due to legal restructuring under common control the number of shares in 2020 increased from 6 504 to 47 699. However, since the financial statements have been prepared in a way that presents the Group having formed prior to 1 January 2019, then effectively the contribution in kind of the subsidiaries did not result in increase of economic resources. Therefore, the number of shares outstanding in both periods has been adjusted to reflect the final number of shares outstanding to reflect no change in resources to the Group.

Revaluation reserve

The revaluation reserve relates to Land, buildings and engineering structures valuation at fair value.

	31.12.2020	31.12.2019 unaudited	01.01.2019 unaudited
Revaluation reserve from Land, buildings and engineering structures revaluation	20 714 459	21 603 544	14 165 162
	20 714 459	21 603 544	14 165 162

Balance at 01.01.2019 (unaudited)	14 165 162
Changes of revaluation reserves	7 606 162
<i>Revaluation of Land, buildings and engineering structures (Note 10)</i>	8 473 100
<i>Reclassification to retained earnings (Consolidated statement of Changes in Equity)</i>	(866 938)
Asset retirement obligation (Note 19)	(167 780)
Balance at 31.12.2019 (unaudited)	21 603 544
Changes of revaluation reserves	(768 611)
<i>Reclassification to retained earnings (Consolidated statement of Changes in Equity)</i>	(768 611)
Asset retirement obligation (Note 19)	(120 474)
Balance at 31.12.2020	20 714 459

Other reserves

In 2019 shareholders provided non-interest bearing loans to the Group with undefined repayment terms. The Group assessed the expected repayment schedule based on its repayment plans discussed with the shareholders. The Group recorded a contribution of EUR 1 414 369 in equity relating to the difference between the nominal and fair value of the loans.

In 2020 the legal structure of the Group was established. Shareholders have invested a number of entities through contribution in kind investment in the share capital of the Parent on September 15, 2020. Prior to investment entities have been managed under common control. Given common control over all of the entities, it was decided to present these consolidated financial statements as if the Group had been formed prior to 1 January 2019. When contribution in kind took place in 2020 the increase in legal share capital was determined based on fair value of the businesses determined by an independent appraiser. However, the consolidated financial statements of the Group's subsidiaries were incorporated in these consolidated financial statements based on accounting principles set out in the significant accounting policies. Therefore, upon the legal reorganisation an increase in sharecapital was recorded and a corresponding decrease to other reserves in the amount of EUR 5 764 520 was recorded.

Notes to the consolidated financial statements

Balance at 01.01.2019 (unaudited)	144 112
Contribution via non-interest bearing shareholder loans	1 414 369
Balance at 31.12.2019 (unaudited)	1 558 481
Changes due to legal reorganisation	(5 764 520)
Balance at 31.12.2020	(4 206 039)

17. Loans from credit institutions

	31.12.2020	31.12.2019 unaudited	01.01.2019 unaudited
Long-term			
Loan from a credit institution registered in the Republic of Latvia	8 833 223	7 830 269	4 092 780
<i>Including:</i>			
Long term part of loans repayable in up to 5 years	8 833 223	7 830 269	4 040 266
Long term part of loans repayable after 5 years until maturity	-	-	52 514
Short-term			
Loan from a credit institution registered in the Republic of Latvia	2 143 482	1 834 550	2 371 639
TOTAL:	10 976 705	9 664 819	6 464 419

In March 2020, the Group received a loan of EUR 2.0 million to expand and modernise the network of filling stations, incl. that of CNG stations.

In July 2019, the Group fully refinanced its credit liabilities towards a credit institution registered in Latvia and received additional funds for the expansion and modernisation of the network of filling stations.

Group holds unutilized credit facility at balance sheet dates that is prolonged on annual basis. Facility limit is EUR 2.0 million.

All loans carry interest rates of 3M or 6M EURIBOR plus an added rate. The added rates range from 1.67% to 1.80%.

The loans are secured by mortgages of underlying real estate properties (filling stations with all equipment), a commercial pledge, a financial pledge and guarantees by group companies and shareholders.

Loan covenants:

- According to the contracts, the Group should provide credit institutions with their annual reports, pro-forma balance sheets, income statements, statements of cash flows and insurance policies of mortgaged properties. These covenants are met.
- The DSCR ratio should be at least 1.20, Net Debt/EBITDA should not exceed 3.00. These ratios are complied with.
- A certain turnover should be ensured in the accounts with the financing credit institution and POS terminals should be installed. These covenants are complied with.

18. Other loans

	31.12.2020	31.12.2019 unaudited	31.12.2019 unaudited
Long term:			
Interest-free, unsecured loan from the shareholders	6 624 790	7 390 231	2 478 259
TOTAL long-term loans:	6 624 790	7 390 231	2 478 259
Short term:			
Interest-free, unsecured loan from the shareholders	1 000 000	940 000	1 000 000
TOTAL other short-term loans:	1 000 000	940 000	1 000 000
TOTAL other loans:	7 624 790	8 330 231	3 478 259
<i>Nominal value total:</i>			
Interest-free, unsecured loan from the shareholders	8 915 531	9 855 531	3 677 689

Shareholder loans are carried at fair value using the discounted cash flow method with the difference between the nominal and fair value recognised under Other reserves. Finance expenses include interest expenses on the loan at fair value. Shareholder loans term split

Notes to the consolidated financial statements

disclosed according to budgeted cash flow and according to concluded loan agreements, and according to covenants mentioned in the loan agreement with financial institution.

19. Asset retirement obligation

Balance as at 1 January 2019 (unaudited)	500 339
<i>Change in Revaluation reserve from Land, buildings and engineering structures revaluation</i>	167 780
Provision made during the period	101 491
Change in discount rate	83 747
Change in estimates	(17 458)
<i>Unwinding of discounting</i>	1 602
Balance as at 31 December 2019 (unaudited)	669 721
<i>Change in Revaluation reserve from Land, buildings and engineering structures revaluation</i>	120 474
Provision made during the period	31 733
Change in discount rate	91 177
Change in estimates	(2 436)
<i>Unwinding of discounting</i>	(1 273)
Balance as at 31 December 2020	788 922

The Group's accounting policy on Assets retirement obligation refer to Note 1.

20. Lease liabilities

IFRS 16 Leases was adopted using the modified retrospective approach rather than the full adoption approach. Lease liabilities arise from right-of-use assets disclosed on the balance sheet under Right-of-use assets (Note 11). The present value of future lease payments is calculated using the effective interest rate applicable to the specific category of property and equipment in the reporting period. The average rate is 2.38% p.a.

Balance as at 1 January 2019 (unaudited)	
Value at initial recognition	2 765 526
Recognised modifications in lease contracts	156 773
Repayment of lease liabilities	(693 412)
Recognised interest expenses on lease	45 781
Paid interest expenses on lease	(10 076)
Balance as at 31 December 2019 (unaudited), including:	2 274 659
<i>Non-current lease liabilities</i>	1 791 311
<i>Current lease liabilities</i>	483 348
Balance as at 31 December 2019 (unaudited)	2 274 659
Recognised modifications in lease contracts	443 750
Repayment of lease liabilities	(625 369)
Recognised interest expenses on lease	44 339
Paid interest expenses on lease	(11 160)
Balance as at 31 December 2020, including:	2 137 379
<i>Non-current lease liabilities</i>	1 807 622
<i>Current lease liabilities</i>	529 757

Notes to the consolidated financial statements

	Carrying amount	Undiscounted cash flow
31 December 2019 (unaudited)		
<i>Lease liabilities, including:</i>	2 274 659	2 449 617
Amount payable within one year, i.e. current lease liabilities	483 348	523 890
Amount payable within 2- 5 years	1 078 911	1 162 391
Amount payable in more than 5 years	712 400	763 336
31 December 2020		
<i>Lease liabilities, including:</i>	2 137 379	2 278 454
Amount payable within one year, i.e. current lease liabilities	529 757	562 991
Amount payable within 2- 5 years	1 057 533	1 125 927
Amount payable in more than 5 years	550 089	589 537

	2020	2019 unaudited
Leases		
Interest expense on lease liabilities	44 339	45 781
Expenses relating to short-term leases	364 180	435 522
	397 359	471 227

Amounts recognised in statement of cash flows

Total cash outflow for leases 2020	651 875
Total cash outflow for leases 2019 (unaudited)	700 355

Notes to the consolidated financial statements

21. Movements in financing

	Loans from credit institutions	Other loans	Lease liabilities	Total
Carrying amount 1 January 2019 (unaudited)	6 464 419	3 478 259	2 765 526	12 708 204
Loan principal repaid	(4 613 137)	(1 000 000)	-	(5 613 137)
Lease payments	-	-	(683 345)	(683 345)
Cash flows from financing activities	(4 613 137)	(1 000 000)	(683 345)	(6 296 482)
New loans from credit institutions	7 813 537	-	-	7 813 537
New shareholder loan (see note 16)	-	7 177 843	-	7 177 843
New lease liabilities	-	-	156 773	156 773
Contribution via non-interest bearing shareholder loans (see note 16)	-	(1 414 369)	-	(1 414 369)
Interest expenses	132 527	-	10 076	142 603
Financial expenses including unwinding of discount	-	88 498	35 705	124 203
Interest paid	(132 527)	-	(10 076)	(142 603)
Total changes in liabilities	3 200 400	4 851 972	(490 867)	7 561 505
Carrying amount 31 December 2019 (unaudited)	9 664 819	8 330 231	2 274 659	20 269 709
Loan principal repaid	(2 009 274)	(940 000)	-	(2 949 274)
Lease payments	-	-	(614 209)	(614 209)
Cash flows from financing activities	(2 009 274)	(940 000)	(614 209)	(3 563 483)
New loans from credit institutions	3 321 160	-	-	3 321 160
New lease liabilities	-	-	443 750	443 750
Interest expenses	220 661	-	11 160	231 821
Financial expenses including unwinding of discount	-	234 559	33 179	267 738
Interest paid	(220 661)	-	(11 160)	(231 821)
Total changes in liabilities	1 311 886	(705 441)	(137 280)	469 165
Carrying amount 31 December 2020	10 976 705	7 624 790	2 137 379	20 738 874

Finance expenses:

	2020	2019 unaudited
Interest expense from Shareholders loan discount unwinding	234 559	88 499
Other financial expenses	6	2 817
Interest expenses for bank loans	220 661	132 527
Interest expenses for lease	44 339	45 781
TOTAL:	499 565	269 624

22. Accrued liabilities

	31.12.2020	31.12.2019 unaudited	01.01.2019 unaudited
Due to suppliers	1 163 461	1 161 499	742 442
Due to personnel	510 935	453 856	399 782
TOTAL:	1 674 396	1 615 355	1 142 224

Notes to the consolidated financial statements

23. Expenses by nature

	2020	2019 unaudited
Cost of materials	147 901 961	165 577 969
Employee payroll and benefits	8 957 415	8 652 875
Depreciation and amortisation	3 167 135	3 544 135
Property and maintenance expenses	1 849 713	1 633 920
Logistics	998 524	1 042 567
Marketing	586 187	733 441
Finance income and expenses	484 773	260 579
Consultancy	196 572	148 874
Other	3 101 390	1 873 047
TOTAL:	167 243 670	183 467 407

24. Tax liabilities and tax assets

	31.12.2020	31.12.2019 unaudited	01.01.2019 unaudited
Social security contributions	223 864	214 852	183 231
Personal income tax	93 261	384 348	81 673
Excise tax	2 563 316	1 783 280	1 519 206
Corporate income tax	(13 982)	(73 972)	(81 887)
Value added tax	523 646	385 631	516 255
Natural resources tax	786	1 067	1 506
Real estate tax	(2 201)	199	242
Company car tax	195	50	1 123
Business risk state duty	-	2	-
Total tax liabilities:	3 405 068	2 769 429	2 303 236
TOTAL tax receivables:	(16 183)	(73 972)	(81 887)

Tax receivables are represented by Corporate income tax receivable and Real estate tax receivable. Real estate tax receivable is part of Other assets caption of the balance sheet as at 31 December 2020.

25. Personnel costs and number of staff

	2020	2019 unaudited
Remuneration	7 232 773	6 986 731
Compulsory state social security contributions	1 724 642	1 666 144
<i>Expenses for reporting period include:</i>		
Other personnel cost	318 490	297 762
TOTAL:	9 275 905	8 950 637

Notes to the consolidated financial statements

Including remuneration to key management

	2020	2019 unaudited
Members of the Board and Council		
Remuneration	344 150	259 648
Compulsory state social security payments	82 548	62 281
TOTAL:	426 698	321 929

Average number of employees in the reporting year:

	2020	2019 unaudited
Members of the Council	3	3
Members of the Board	5	5
Other staff	552	520
TOTAL:	560	528

26. Financial commitments, guarantees or other contingencies

The Group companies are not involved in litigation proceedings dealing with claims raised against AS Virši-A or its subsidiaries. The Group has raised claims against debtors to recover receivables and there are ongoing litigations. Any recoveries obtained from litigation are recognised as revenue as received.

There are no significant financial commitments, guarantees or other contingencies besides mentioned above as at reporting date.

27. Related party transactions

The Group had transactions with related parties during the reporting year. The most significant transactions and amounts are the following:

Related party:	Description of transaction	Balance/amount of transaction		
		2020	2019 unaudited	2018 unaudited
Associate				
Balances	Loan to the associate	303 200	328 000	352 000
Balances	Right-of-use assets	627 538	733 695	839 851
Balances	Lease liabilities	641 079	741 359	839 851
Comprehensive income	Interest income	6 994	7 519	NA
Comprehensive income	Interest payable on the right-of-use asset	12 520	14 307	NA
Companies related through shareholders				
Balances	Prepayments for services	41 060	55 579	5 916
Comprehensive income	Fuelling services	(1 822 233)	(2 109 209)	NA
Comprehensive income	Income from agent services	18 320	21 092	NA
Shareholders				
Balances	Shareholder loan	7 624 790	8 330 231	3 478 259
Comprehensive income	Finance expenses	(234 559)	(88 499)	NA

For management remuneration please refer to Note 25.

Notes to the consolidated financial statements

28. Fair value of financial assets and liabilities

Financial assets and liabilities not measured at fair value

The table below analyses the fair values of financial assets and liabilities not measured at fair value, by the level in the fair value hierarchy into which each fair value measurement is categorised.

31 December 2020	Level 1 EUR	Level 2 EUR	Level 3 EUR	Total fair values EUR	Total carrying amount EUR
Financial assets					
Loan to Associate	-	-	-	303 200	303 200
Trade receivables	-	-	-	8 866 654	8 866 654
Cash and cash equivalents	-	-	-	3 676 615	3 676 615
Financial liabilities					
Loans from credit institutions	-	-	10 645 167	10 645 167	10 976 705
Other loans	-	-	7 624 790	7 624 790	7 624 790
Trade and other payables	-	-	-	9 593 592	9 593 592

Other financial investments, trade receivables and cash and cash equivalents have their remaining maturities of less than one year and carry no interest, thus, their fair value is deemed not to materially differ from their carrying amounts.

31 December 2019 (unaudited)	Level 1 EUR	Level 2 EUR	Level 3 EUR	Total fair values EUR	Total carrying amount EUR
Financial assets					
Loan to Associate	-	-	-	328 000	328 000
Trade receivables	-	-	-	11 750 285	11 750 285
Cash and cash equivalents	-	-	-	2 954 245	2 954 245
Financial liabilities					
Loans from credit institutions	-	-	9 361 285	9 361 285	9 664 819
Other loans	-	-	8 330 231	8 330 231	8 330 231
Trade and other payables	-	-	-	14 109 879	14 109 879

The table below sets out the valuation techniques used to measure Level 3 fair value, as well as the most significant unobservable inputs for assets and liabilities, where fair value adjustment is applied:

Notes to the consolidated financial statements

Type	Valuation method	Significant unobservable data
Trade receivables	Expected credit loss, IFRS 9	Expected credit loss assumptions described in note 15.
Other Loans	Discounted cash flow, NPV	Loan repayment structure assumed in line with budgeted cash flows and bank loan covenants. Discount rate applied based on weighted average discount rate for non-banking institutions at loan issue period, reported by Bank of Latvia evaluated against the cost of funds for collateralised borrowings of the Group.
Lease liabilities	Discounted cash flow, IFRS 16	Lease liabilities calculated according to IFRS 16 rules; discount rates applied according to type of asset rented and available financing rate for specific assets from financial institutions in company.

29. Financial risks management

The Group is exposed to financial risks. Financial risks include market risk, credit risk and liquidity risk. Below is a description of each of these financial risks and a summary of the methods used by the Group to manage these risks. Exposure to those risks arises in the normal course of the Group's business.

The Group's financial assets and liabilities, including, trade receivables, inventories, cash and cash equivalents, loans, trade payables are exposed to financial risk as follows:

- Market risk: risk of loss or of adverse change in the financial situation resulting, directly or indirectly, from fluctuations in the level and in the volatility of market prices of assets, liabilities, including interest rate risk and currency risk;
- Credit risk: risk of loss or of adverse change in the financial situation, resulting from fluctuations in the credit standing of counterparties and any debtors to which Group is exposed, in the form of counterparty default risk, or market risk concentrations;
- Liquidity risk: risk that the Group is unable to realise its assets in order to settle its financial obligations when they fall due.

Market risk

Currency risk and revaluation

The functional and reporting currency of the Group is Euro (EUR), the national currency of the European Union. The objective of foreign exchange risk management in Virši group is to limit the uncertainty created by changes in foreign exchange rates on the future value of cash flows and earnings, and in the Group's balance sheet. Generally, this is done by contracting transactions in Euro or hedging currency risks in contracted. All transactions in foreign currencies are revalued to Euro in accordance with the reference exchange rate published by the European Central Bank on the transaction date. All monetary assets and liabilities denominated in foreign currencies are translated to Euro in accordance with the reference exchange rate published by the European Central Bank on the last day of the reporting year. Differences arising on payments in currencies or disclosures of assets and liabilities using exchange rates other than those used for initial booking of transactions are recognized in the profit and loss statement at net amount.

There are no assets in foreign currencies as at the reporting date.

Interest rate risk

The Group is exposed to a interest rate risk both in the short- and long-term. A change in interest rates may affect the cost of funds borrowed by the Group as well as the size of cash flows.

To mitigate this risk, the Group is constantly monitoring market conditions, taking measures to improve the debt structure by reaching an optimum balance between fixed and variable interest rates, controlling the need for additional financing.

A reasonably possible change of 100 basis points in interest rates at 31 December 2020 and 2019 would have increased (decreased) profit (loss) before taxes by the amounts for +/- 103 208 euro (2019: +/- 80 646 euro) . This analysis assumes that all other variables remain constant.

Credit risk

Credit risk is the risk that the Group may incur financial losses if parties to the transactions fail to fulfil their liabilities under the contracts, and credit risk is primarily connected with trade receivables and investment securities.

Credit risk mainly arising from the potential failure of the counterparty to meet its contractual payment obligations, and the risk depends on the creditworthiness of the counterparty as well as the size of the exposure.

Notes to the consolidated financial statements

For the purposes of credit risk management, the Group's management has established a procedure that sales of goods or services against payments on delivery or completion are made based on client evaluation procedures and certain limits are set on the amount of such sales. Management has developed a credit policy which includes regular control procedures over debtors to ensure identification of problems on a timely basis.

The objective of credit policy and risk management is to minimize the losses incurred as a result of a counterparty not fulfilling its obligations. Limits, mandates and management principles for credit and counterparty risk are covered in the Corporate risk management policy and separate principle and instruction level documents.

The amount of risk is quantified as the expected loss to Group in the event of a default by the counterparty. Credit risk limits are set at the Group level, designated by different levels of authorization, which are responsible for counterparty risk management within these limits. When determining the credit lines for sales contracts, counterparties are screened and evaluated vis-à-vis their creditworthiness to decide whether an open credit line is acceptable or collateral, for example, a letter of credit, bank guarantee or parent guarantee has to be posted. In the event that collateral is required credit risk is evaluated based on a financial evaluation of the party posting the collateral. If appropriate in terms of the potential credit risk associated with a specific customer, advance payment is required before delivery of products or services.

The carrying amount of financial assets represents the maximum exposure to credit risk.

Detailed disclosure and aging analysis provided in Trade receivables disclosure of the consolidated Financial statement. (refer to Note 15.)

Financial instruments are used by the Group and it is potentially exposed to concentrations of credit risk which consist primarily of cash equivalents, over-the-counter production contracts and trade receivables. The cash and cash equivalents are held with banks, which are generally highly rated.

Liquidity risk

Liquidity risk is defined as financial distress or extraordinarily high financing costs arising due to a shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure that it is available fast enough to avoid uncertainty related to financial distress at all times. Group's liquidity is managed centralized and monitored on continuous basis. Target Net debt/ EBITDA ratio on consolidated basis is 1.5 – 2.5 and IFRS 16 unadjusted current ratio above 1.0.

COVID-19 pandemic did not have an effect on the Group's liquid funds and committed unutilized credit facilities.

Virši principal source of liquidity is expected to be cash generated from operations. In addition, the Group seeks to reduce liquidity and refinancing risks by maintaining a diversified maturity profile in its loan portfolio. (See also Note 17.)

Certain other limits have also been set to minimize liquidity and refinancing risks.

31 December 2020	Carrying amount	Contractual cash flows (undiscontd.)	0-6 months	6-12 months	1Y	2Y	3Y	4Y	5Y	Over 5 years
Loans from credit institutions	10 976 705	11 483 399	983 401	1 060 519	2 095 039	2 060 373	4 547 326	716 652	-	-
Other loans	7 624 790	8 915 531	393 333	606 667	750 000	750 000	750 000	750 000	750 000	4 165 531
Trade and other payables	9 593 592	9 593 592	9 593 592	-	-	-	-	-	-	-
Accrued liabilities	1 674 396	1 674 396	1 674 396	-	-	-	-	-	-	-
Total financial liabilities	29 869 483	31 646 928	12 644 722	1 667 186	2 845 039	2 810 373	5 297 326	1 466 652	750 000	4 165 531

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31 December 2019 (unaudited)	Carrying amount	Contractual cash flows (undiscontd.)	0-6 months	6-12 months	1Y	2Y	3Y	4Y	5Y	Over 5 years
Loans from credit institutions	9 664 819	10 169 949	984 013	962 467	1 541 250	1 514 999	1 489 596	3 677 624	0	0
Other loans	8 330 231	9 855 531	120 000	820 000	1 000 000	750 000	750 000	750 000	750 000	4 915 531
Trade and other payables	14 109 879	14 109 879	14 109 879	-	-	-	-	-	-	-
Accrued liabilities	1 615 355	1 615 355	1 615 355	-	-	-	-	-	-	-
Total financial liabilities	33 720 284	35 750 714	16 829 247	1 782 467	2 541 250	2 264 999	2 239 596	4 427 624	750 000	4 915 531

Commodity price risk

The commodity price risks in Virši is affected by fuel business market prices for crude oil, renewable feedstocks and by introduction of CNG in the market for natural gas and electricity. While natural gas and electricity consumption in group by the reporting date remains relatively low, cruied oil price is a significant driver behind turnover and cost of products dynamics.

Cruied oil price is subject to significant fluctuations resulting from a periodic over-supply and supply tightness in various regional markets, coupled with fluctuations in demand globally and in local market. Virši results of operations in any given period are principally driven by the demand for and prices of oil and renewable products relative to the supply and cost of raw materials. These factors drive operational performance and cash flows in fuel business of Virši.

In order to balance Virši dependance on cruied oil price globally Group has several means in place – Virši owns storage facility that helps to mitigate short term volatilities; sustainable fuel alternatives are introduced to market and Virši portfolio (CNG, electricity); the ongoing development of retail stores and catering in fuel stations performed. As a result, proportion of growing operating profits in portfolio driven by cruied oil products as well as price dependance decrease.

Capital risk management

The Group's objective when managing capital is to secure a capital structure that ensures access to capital markets at all times despite the business cycle of the industry in which Virši operates. Despite the fact that the Group does not have a public credit rating, the Group's target is to have a capital structure equivalent to investment grade rating. The capital structure of the Group is reviewed by the Board of Directors on a regular basis. The Group monitors its capital on the basis of leverage ratio, the ratio of interest-bearing net debt to interest-bearing net debt plus total equity. Interest-bearing net debt is calculated as interest-bearing liabilities less liquid funds. Over the cycle, the Group's leverage ratio is likely to fluctuate, and it is the Group's objective to maintain the leverage ratio below 45%.

30. Profit distribution

The Board suggests that profit for the reporting year be retained undistributed and used for further development. The Shareholder Meeting will decide on the distribution of profit.

31. Subsequent events

From 2020 and subsequent to the year end, the Republic of Latvia and many countries worldwide had restrictions in place to limit the spread of the coronavirus which notably slowed the economic development in the country and the world. As it is not possible to predict how the situation will unfold there is uncertainty with regard to the economic development. The management of the Companies constantly evaluates the situation. At the date of these consolidated financial statements, the Group's financial ratios for 2021 are consistent with those planned in the budget for 2021 and the financial position is strong. The Group's management believes the Group will be able to overcome the emergency situation with the help of the following measures: financial monitoring of all units and development and coordination of a crisis plan, timely planning of purchases of resources, and daily in-depth analysis of receivables risk.

This conclusion is based on the information available as at the date of these consolidated financial statements.

Notes to the consolidated financial statements

Group has been reorganised in current legal structure during 2020. On January 2021 Parent company has invested logistics business in subsidiary SIA Virsi logistika a bundle of assets and liabilities at fair value of EUR 327 460 at the date of investment.

In April 2021, the Group's management announced their decision to attract capital and commence listing shares on Nasdaq Riga through an IPO in the nearest future.

Other than those described in the previous paragraph, no significant subsequent events have occurred in the period from the year-end to the date of these consolidated financial statements that would require adjustments to be made to these consolidated financial statements or disclosures added within the consolidated financial statements.

Riga, 14 July 2021



Jānis Vība
Chairman of the Board



Linda Prūse
Member of the Board



Viņa Čirjevskā
Member of the Board



Jekša Laurinaviča
Chief Accountant



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Independent Auditors' Report

To the shareholder of AS Virši-A

Report on the Audit of the Consolidated Financial Statements

Our Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of AS Virši-A ("the Company") and its subsidiaries (together "the Group") set out on pages 7 to 42 of the accompanying consolidated Annual Report, which comprise:

- the consolidated statement of financial position as at 31 December 2020,
- the consolidated statement of comprehensive income for the year then ended,
- the consolidated statement of changes in equity for the year then ended,
- the consolidated statement of cash flows for the year then ended, and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of AS Virši-A and its subsidiaries as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Basis for Opinion

In accordance with the 'Law on Audit Services' of the Republic of Latvia we conducted our audit in accordance with International Standards on Auditing adopted in the Republic of Latvia (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibility for the Audit of the Consolidated Financial Statements* section of our report.

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) and independence requirements included in the 'Law on Audit Services' of the Republic of Latvia that are relevant to our audit of the consolidated financial statements in the Republic of Latvia. We have also fulfilled our other professional ethics responsibilities and objectivity requirements in accordance with the IESBA Code and the 'Law on Audit Services' of the Republic of Latvia.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide

Other Matter

2020 is the first year in which the Group's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. The Group did not prepare consolidated financial statements for the years prior to the legislation of the Republic of Latvia. The comparative information presented in the consolidated financial statements for the year ended 31 December 2020 has not been audited.

KPMG Baltics AS, a Latvian joint stock company and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.



information presented in the consolidated financial statements for the year ended 31 December 2020 has not been audited.

Reporting on Other Information

The Group's management is responsible for the other information. The other information comprises:

- Information about the Group, as set out on page 3 of the accompanying consolidated Annual Report,
- the Management Report, as set out on pages 4 to 6 of the accompanying consolidated Annual Report,

Our opinion on the consolidated financial statements does not cover the other information included in the consolidated Annual Report, and we do not express any form of assurance conclusion thereon, except as described in the *Other Reporting Responsibilities in Accordance with the Legislation of the Republic of Latvia Related to Other Information* section of our report.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed and in light of the knowledge and understanding of the Group and its environment obtained in the course of our audit, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Other Reporting Responsibilities in Accordance with the Legislation of the Republic of Latvia Related to Other Information

In addition, in accordance with the 'Law on Audit Services' of the Republic of Latvia with respect to the Management Report, our responsibility is to consider whether the Management Report is prepared in accordance with the requirements of the 'Law on the Annual Reports and Consolidated Annual Reports' of the Republic of Latvia

Based solely on the work required to be undertaken in the course of our audit, in our opinion, in all material respects:

- the information given in the Management Report for the financial year for which the consolidated financial statements are prepared is consistent with the consolidated financial statements; and
- the Management Report has been prepared in accordance with the requirements of the 'Law on the Annual Reports and Consolidated Annual Reports' of the Republic of Latvia

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of



consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves a fair presentation.



- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

KPMG Baltics AS
Licence No. 55

A handwritten signature in blue ink, appearing to read 'Rainers Vilāns'.

Rainers Vilāns
Partner pp. KPMG Baltics AS
Latvian Sworn Auditor
Certificate No. 200
Riga, Latvia
14 July 2021

AS Virši-A

(UNIFIED REGISTRATION NUMBER 40003242737)

**CONDENSED CONSOLIDATED INTERIM FINANCIAL
STATEMENTS FOR THE SIX-MONTH PERIOD ENDED
30 JUNE 2021 PREPARED IN ACCORDANCE WITH IAS
34 INTERIM FINANCIAL REPORTING AS ADOPTED BY
THE EUROPEAN UNION**

**AND
INDEPENDENT AUDITORS' REVIEW REPORT**

Riga, 2021

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General information

Name of the parent company	Virši-A
Legal form	Joint Stock Company
Registration number and date	40003242737, 6 January 1995
Legal address	Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvia, LV-5101
Members of the Board	Jānis Vība, Chairman from 13.04.2021 (previously: Member of the Board) Linda Prūse, Member of the Board from 13.04.2021 Vita Čirjevskā, Member of the Board from 13.04.2021 Jānis Riekstiņš, Chairman of the Board until 13.04.2021 Jānis Rušmanis, Member of the Board until 13.04.2021 Ilgvars Zuzulis, Member of the Board until 13.04.2021 Andris Priedītis, Member of the Board until 13.04.2021
Members of the Council	Jānis Riekstiņš, Chairman of the Council from 13.04.2021 Jānis Rušmanis, Deputy Chairman of the Council from 13.04.2021 Ilgvars Zuzulis, Member of the Council from 13.04.2021 Andris Priedītis, Member of the Council from 13.04.2021 Ivars Blumbergs, Member of the Council from 13.04.2021 Silva Skudra, Member of the Council Madara Volksona, Chairwoman of the Council until 13.04.2021 Ausma Rušmane, Deputy Chairwoman of the Council until 13.04.2021
Information on subsidiaries	Viršu nekustamie īpašumi, SIA Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvia, LV-5101 Holding: 100.00%, from 15.09.2020 VIRŠI loģistika, SIA Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvia, LV-5101 Holding: 100.00%, from 15.09.2020 VIRŠI Renergy, SIA Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads, Latvia, LV-5101 Holding: 100.00%, from 20.07.2020
Chief Accountant	Jeļena Laurinaviča
Auditors	KPMG Baltics AS Vesetas iela 7 Rīga, Latvia, LV-1013 Licence No. 55

Group Management Report

Line of business

AS Virši-A, with its subsidiaries, is the largest local fuel trader with 100% Latvian capital (hereinafter also referred to as “the Group”). The Group is engaged in the wholesale and retail sale of oil products and retail sale of car goods and groceries through its network of own filling stations. The Group's share capital amounts to 6 677 860 EUR and consists of 47 699 shares. Nominal value per share is 140 EUR. All shares are fully paid up.

The Group's activities during the reporting period

In the first half of 2021, the Group successfully continued implementing its development strategy, which involved objectives such as the substantial expansion of the network, modernisation of filling stations and providing consistently high-quality products and services to its customers, as well as extending support to local producers by presenting them with the opportunity to place their products in stores of the Virši network. The Group continued to invest and promote the compressed natural gas (CNG) network by opening two more CNG filling locations. At the moment CNG is the best available solution to reduce harmful emissions generated by heavy duty vehicles, thus the development of the CNG network helps Latvia in achieving its goals to reduce harmful emissions in the transport segment. The Group has also defined electricity and related products as part of strategic development and launched electricity supply to customers in June 2021. During the reporting period, the network of AS Virši-A consisted of 64 filling stations, of which 6 offered CNG.

The goal of strategic investments made in the first half of 2021 is aimed at continuing to extend the station network of Virši. This includes the opening of a new fuel station near Olaine, starting the construction works of 2 additional stations in Liepāja and Riga as well as broadening the CNG network by launching CNG product in Group's fuel stations in Olaine and Brocēni. In order to find new ways to reduce harmful emissions, the Group has financed and performed a pilot project for transforming diesel engine fuel logistic truck to part diesel – part CNG hybrid. A new CNG van for technical support was acquired as well. Virši also continues to invest in fuel station internal infrastructure and design, thus providing a wider range of high-quality catering and coffee products. In order to offer clients more diverse and efficient services, significant resources are invested in IT related solutions. Total investments in Virši Group have increased by 43% or 980 343 EUR compared to the equivalent period in 2020.

Group's financial results for the reporting period are strong and showing a healthy growth pattern. Turnover increased by 20% or 16 304 192 EUR in total compared to the first half of 2020, resulting from further expansion and modernization of Virši network as well as product development in convenience stores and market dynamics in fuel. The retail market of fuel in Latvia grew by 4.5% in 2021 in terms of tonnes sold, while Virši grew by 5%. In June 2020, Virši operated 61 stations, while in 2021 – 64, and it convincingly continued to grow its loyal customer base. Convenience store sales grew by 30% or 3 495 555 EUR. Net profit amounted to 2 623 948 EUR, representing growth of 61% compared to 2020. The Group's net profit margin in the first half of 2021 was 2.7% (2020: 2.0%). (The net profit margin is calculated by dividing profit for the reporting year by net sales.) EBITDA amounted to 4 495 338 EUR (2020: 3 438 822 EUR) growing by 31%.

The strong past and current performance, as well as an ambitious future development strategy, has encouraged shareholders and management to plan the launch of an Initial Public Offering of the Group during the 2nd half of 2021. The main aim of the IPO is to raise additional capital in order to further accelerate the Group's future growth strategy. The decision and future vision was presented to the market in April 2021. One of the goals of the group during the IPO is to address our existing, loyal customers who visit Virši stations on a daily basis. In order to make the acquisition of Virši shares available to the audience of private investors, the Group plans to determine the nominal value of shares in the amount of 0.50 EUR per share, instead of 140 EUR, maintaining the existing Group's share capital and the proportion of shares among the existing shareholders.

AS Virši-A has been a gold level member of the Extended Cooperation Programme of the State Revenue Service since 2018.

Environment protection measures

AS Virši-A and its subsidiaries take an integrated approach to the prevention and control of pollution and are compliant with the environmental requirements set forth in category C and B polluting activity permits and laws and regulations.

Since 2015, the Group has continued to maintain the operations and investments strategy in line with ISO 50001, and in 2021 Virši aimed to raise quality standards and implement an environmental management system in line with ISO 14001:2015; as a result, AS Virši-A was certified in September. AS Virši-A and its subsidiaries are in full compliance with all environmental protection requirements.

Employees

Recognising the role of employees in the development of Virši, the Group continues to invest finances and efforts into staff training and development, despite the challenging environment caused by the restrictions during the pandemic. Due to the pandemic, Virši school has launched an e-learning programme for employees that provides an opportunity to continue to develop the knowledge of every employee in the company. In order to help develop and sustain talent in the company, a fuel station staff Mentoring programme and training system has been implemented in 2021.

Group Management Report

All employees have health insurance coverage. As always, the Group supported the career growth of its employees by offering to apply for internal vacancies and continued strengthening and recruiting its management team.

In May 2021, Virši organised the employee event "Viršu Forums 2021 – Cilvēks cilvēkam" to inspire, inform and maintain the engagement of all Virši employees. Participants were able to watch and communicate in a live video presentation with the management of the company.

Support to Latvia State Blood donor centre

With increasing pressure on the healthcare system in Latvia during the Covid-19 pandemic, the Group's priority for 2021 was set to support the blood donation system in Latvia. Virši has run the blood donation campaign to encourage society to donate via marketing activities, as well as supports the system through actual donations by encouraging employees and cooperation partners.

Financial risk management

The Group is exposed to financial risks including credit risk, oil price risk, interest rate and currency risk. In order to control significant risks and mitigate the adverse impacts of the financial market, the Group's management observes internal procedures.

Credit risk is controlled by the Group through the constant assessment of client credit history based on credit policies in place. Receivables are registered by an individual assessment of the customer's credit history and financial indicators within appropriate credit limits and established due days. Trade receivables are carried at their recoverable amount. The Group's partners in cash transactions are local financial institutions with an appropriate credit history.

The Group is exposed to the oil price risk as it both purchases and sells fuel products, and the price of fuel products is closely linked to market fluctuations in oil prices. The risk is mitigated as the Group's prices are predominantly set on the basis of the actual fuel purchase price.

The Group observes a prudent policy for managing liquidity risk and secures access to appropriate amounts of cash and cash equivalents or credit resources under bank credit lines to be able to meet its liabilities as they fall due.

For the purposes of currency risk management, the Group management monitors the currency structure of assets and liabilities. Due to the current structure of the financial assets and liabilities denominated in foreign currencies, the currency risk is not material.

Subsequent events

From 2020, and subsequent to the year end, the Republic of Latvia and many countries worldwide had restrictions in place to limit the spread of the coronavirus, which notably slowed economic development in the country and the world. As it is not possible to predict how the situation will unfold, there is uncertainty with regard to economic development. The management of the Group constantly evaluates the situation. At the date of these consolidated financial statements, the Group's financial results for 2021 are strong and exceed the budget. The Group's management believes the Group will be able to overcome the emergency situation with the help of the following measures: financial monitoring of all units and development and coordination of a crisis plan, timely planning of purchases of resources, and daily in-depth analysis of the receivables risk. This conclusion is based on the information available as at the date of these consolidated financial statements.

Riga, 9 September 2021

Jānis Vība
Chairman of the Board

Linda Prūse
Member of the Board

Vita Čirjevskā
Member of the Board

THIS DOCUMENT HAS BEEN SIGNED WITH A SECURE ELECTRONIC SIGNATURE AND IT HAS A TIME-STAMP

Condensed consolidated statement of comprehensive income

For the six months ended 30 June	Note	2021 EUR	2020 EUR unaudited
Net sales	2	96 836 246	80 532 054
Cost of sales	3	(85 004 307)	(70 553 126)
Gross profit		11 831 939	9 978 927
Selling expenses	4	(7 993 355)	(6 883 629)
Administrative expenses		(1 022 158)	(936 073)
Other operating income		27 676	33 092
Other operating expenses		(85 411)	(311 097)
Results from operating activities		2 758 691	1 881 219
Financial revenue		106 371	9 517
Finance expenses	14	(241 114)	(257 288)
Profit before tax		2 623 948	1 633 450
Corporate income tax for the reporting period	5	-	-
Profit after corporate income tax		2 623 948	1 633 450
Profit of the reporting period		2 623 948	1 633 450
Other comprehensive income			
<i>Items that will never be reclassified to profit or loss</i>			
Impairment losses on property and equipment	6	(539 561)	-
Change in Asset retirement obligation	10, 13	52 863	(59 612)
Other comprehensive revenue		(486 698)	(59 612)
Total comprehensive income for the period		2 137 250	1 573 838
Earnings per share before and after dilution	10	55.0	34.2
EBITDA per share		94.2	72.1

The accompanying notes on pages 11 to 28 are an integral part of these consolidated financial statements.

Riga, 9 September 2021

Jānis Vība
Chairman of the Board

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Jeļena Laurinaviča
Chief Accountant

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Condensed consolidated statement of financial position

ASSETS

	Note	30.06.2021 EUR	31.12.2020 EUR
NON-CURRENT ASSETS			
Intangible assets		160 090	142 534
Property and equipment	6	52 885 660	51 603 845
Right-of-use assets		2 534 193	2 316 298
Investment in associate		59 422	57 156
Loan to associate		290 800	303 200
Derivatives	17,18	83 797	-
TOTAL NON-CURRENT ASSETS		56 013 962	54 423 033
CURRENT ASSETS			
Inventories	7	6 519 504	5 442 404
Trade receivables	8	12 676 182	8 866 654
Due from related parties		158 629	41 060
Derivatives	17,18	17 055	-
Corporate income tax receivable		-	13 982
Other receivables		507 020	145 548
Prepaid expenses		137 715	110 743
Accrued income		145 766	105 544
Cash and cash equivalents	9	6 273 293	3 676 615
TOTAL CURRENT ASSETS		26 435 164	18 402 550
TOTAL ASSETS		82 449 126	72 825 583

Condensed consolidated statement of cash flows

For the six months ended 30 June		2021	2020
Cash flows from operating activities	Note	EUR	EUR unaudited
Profit before tax		2 623 948	1 633 450
Adjustments for:			
Depreciation and amortisation of property, equipment and intangible assets		1 738 991	1 557 028
Result on disposal of property and equipment		1 244	239 906
Interest and similar expenses		241 114	257 288
Income from investment in associate		(2 266)	(1 953)
Net change in fair value of derivatives		(100 852)	-
Profit before adjustment for the impact of changes to current assets and current liabilities		4 502 179	3 685 719
(Increase)/Decrease of receivables		(4 355 763)	2 022 336
(Increase) / Decrease in inventories		(1 077 100)	1 345 423
Increase/(Decrease) of accounts payable to suppliers, contractors and other creditors		5 574 802	(4 191 486)
Gross cash flows from operating activities		4 644 118	2 861 992
Interest paid		(116 433)	(122 779)
Corporate income tax refunded		13 982	61 792
Net cash flows from operating activities		4 541 667	2 801 005
Cash flows from investing activities			
Purchase of property, equipment and intangible assets		(3 248 905)	(2 268 562)
Income from disposal of fixed and intangible assets		938	329 954
Loans repaid		12 400	12 400
Net cash flows generated from investing activities		(3 235 567)	(1 926 208)
Cash flows from financing activities			
Loans received		3 000 000	1 281 150
Repayment of loans and leases		(1 709 422)	(1 433 303)
Net cash flows from financing activities		1 290 578	(152 153)
Net cash flows for the reporting period			
Cash and cash equivalents at the beginning of the year		3 676 615	2 954 245
Cash and cash equivalents at the end of the period	9	6 273 293	3 676 889

The accompanying notes on pages 11 to 28 are an integral part of these consolidated financial statements.

Riga, 9 September 2021

Jānis Vība
Chairman of the Board

Linda Prūse
Member of the Board

Vita Čirjevskā
Member of the Board

Jeļena Laurinaviča
Chief Accountant

Condensed consolidated statement of changes in equity

	Note	Share capital	Long term investment revaluation reserve	Other reserves	Retained earnings	Total shareholders' equity
As at 31 December 2019 (unaudited)		910 560	21 603 544	1 558 481	8 478 478	32 551 063
Comprehensive income (unaudited)						
Profit of the reporting period		-	-	-	1 633 450	1 633 450
Other comprehensive income						
Asset retirement obligation	13	-	(59 612)	-	-	(59 612)
Transfer due to depreciation of accumulated revaluation gain		-	(440 712)	-	440 712	-
As at 30 June 2020 (unaudited)		910 560	21 103 220	1 558 481	10 552 640	34 124 901
As at 31 December 2020		6 677 860	20 714 459	(4 206 039)	13 434 266	36 620 546
Comprehensive income						
Profit of the reporting period		-	-	-	2 623 948	2 623 948
Other comprehensive income						
Asset retirement obligation	13	-	52 863	-	-	52 863
Increase/(decrease) in the long-term investment revaluation reserve	6	-	(539 561)	-	-	(539 561)
Transfer due to depreciation of accumulated revaluation gain		-	(292 001)	-	292 001	-
As at 30 June 2021		6 677 860	19 935 760	(4 206 039)	16 350 215	38 757 796

The accompanying notes on pages 11 to 28 are an integral part of these consolidated financial statements.

Riga, 9 September 2021

 Jānis Vība
 Chairman of the Board

 Linda Prūse
 Member of the Board

 Vita Čirjevskā
 Member of the Board

 Jeļena Laurinaviča
 Chief Accountant

THIS DOCUMENT HAS BEEN SIGNED WITH A SECURE ELECTRONIC SIGNATURE AND IT HAS A TIME-STAMP

Notes to the condensed consolidated interim financial statements

1. Information on the Group's activities and summary of significant accounting principles

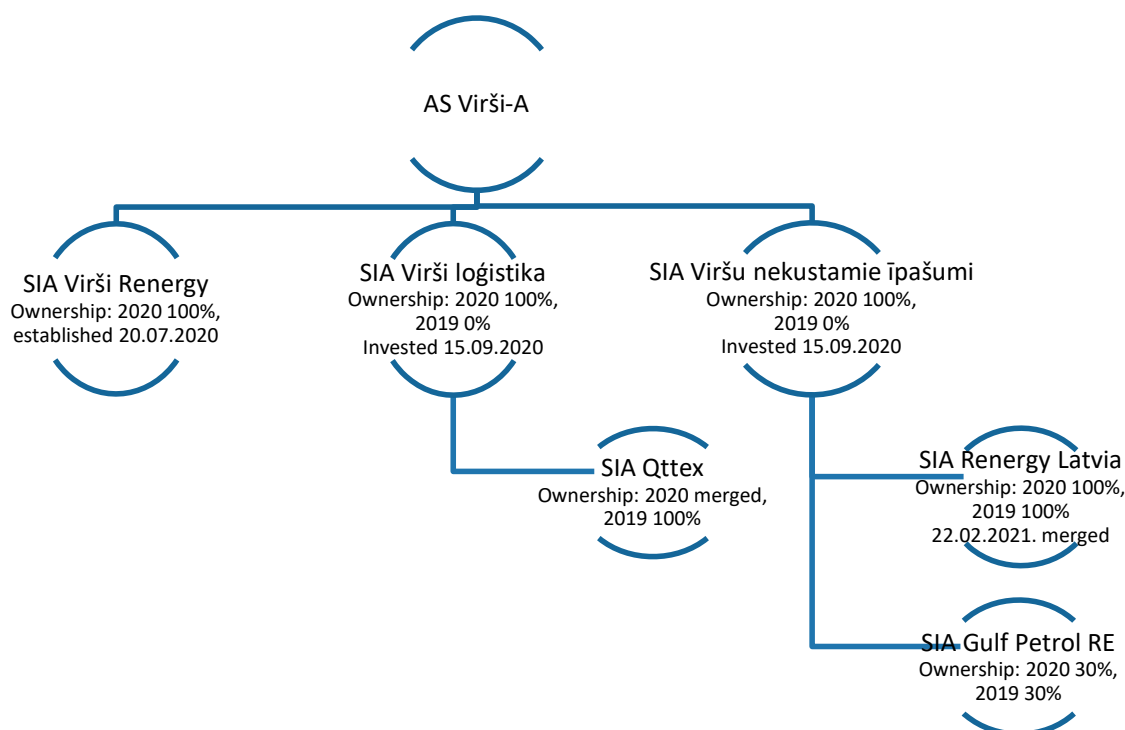
General information on the Group

AS Virši-A (hereinafter "the Group" or "the Parent Company") was registered with the Enterprise Register of Latvia on 6 January 1995. The legal address is Kalna iela 17, Aizkraukle, Aizkraukles pagasts, Aizkraukles novads. The Group's shareholders are natural persons, residents of Latvia. The Group is engaged primarily in retail and whole sales of oil products, and retail sales of goods.

The Group Parent Company manages three subsidiaries SIA Viršu nekustamie īpašumi, SIA Virši loģistika (former name SIA AKA) and SIA Virši Renergy. The operating activities of the subsidiaries are related to those of the Parent Company and represent development and management of real estate properties, ensuring fuel deliveries to the Group's filling stations, franchises and wholesale clients, and selling natural gas and, from June 2021, also electricity.

The Group's condensed consolidated financial statements for the six-month period ended 30 June 2021 were prepared and reviewed to ensure potential investors of receive sufficient information on financial position and dynamics of Virši in 2021. Financial statements were approved by the decision made by the Board of the Group on 9 September 2021.

Groups legal structure



Virši Group entities were consolidated in joint structure during 2020. Prior to the legal restructuring of Virši entities (legal investment date September 15, 2020), SIA Viršu nekustamie īpašumi and SIA Virši Loģistika were related parties to AS Virši – A. Ownership of 3 parent companies was the same across all 5 entities.

The consolidated financial statements for the year ended 31 December 2020 was the first set of consolidated financial statements of the Group prepared in accordance with IFRS. The Group did not prepare consolidated financial statements for the previous reporting periods under Latvian GAAP. Given the common control nature of the legal restructuring, the comparatives for the period from 1 January 2020 were prepared as if the Group had been formed prior to 1 January 2019.

Summary of accounting principles used

Basis of preparation

The condensed consolidated interim financial statements for the six months ended 30 June 2021 have been prepared in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting as adopted by the European Union and should be read in conjunction with the Group's last annual consolidated financial statements as at and for the year ended 31 December 2020. They do not

Notes to the consolidated financial statements

include all the information required for a complete set of financial statements prepared in accordance with IFRS as adopted by the European Union. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of changes in the Group's financial position and performance since the last annual consolidated financial statements.

Segment information

Operating segments are presented in accordance with the classification used in internal reports to the chief operating decision maker. The main decision maker is a person or group of persons who allocates resources to the Group's operating segments and evaluates their activities results. The main decision-maker of the Group is the Board.

The Group does not have separate operating segments and management does not perform analysis at a segment level, as it operates only in Latvia and its business is the running of gasoline stations of similar nature. Refer to Note 2 for revenue split by types of operations. All non-finance non-current assets are placed in Latvia. The Group does not have major customers.

Significant accounting estimates and judgement in applying accounting policies

In preparing these interim financial statements, management has made judgements and estimates that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those described in the last annual financial statements except for the fair value measurement of derivative financial instruments that was not relevant in the last annual financial statements.

Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which the Group has access at that date. The fair value of liabilities represents the risk of default.

According to the Group's accounting policies and disclosure requirements fair value should be determined for both financial and certain non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair value is classified into different levels of the fair value hierarchy based on the inputs used in the measurement techniques:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability might be categorised in different levels of the fair value hierarchy, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Fair values have been determined for measurement and disclosure purposes based on the below methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Key sources of estimation uncertainty:

- *Measurement of fair value of Property and Equipment*

Land, buildings and constructions are measured by the Group using the revaluation model. In case the carrying amount of items of property and equipment at the reporting date is lower than the valuation in the balance sheet, and such impairment is expected to be permanent, assets are recognized at the lower value. The revaluation result is recognized in the profit or loss statement except if a previously recognized increase in the value of assets is set off against an impairment loss. In that event, the long term investment revaluation reserve is decreased by the amount of impairment.

In case the value of assets at the balance sheet date is higher than the valuation on the balance sheet, the assets are revalued to the higher value if the increase in value may be assumed to be other than temporary. The increase of value resulting from revaluation is

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recognized under "Long term investment revaluation reserve". If an increase in the value resulting from revaluation compensates for the impairment of the same asset which was previously recognized as an expense in the profit or loss statement, then the increase resulting from revaluation is recognized as income in the profit or loss statement as incurred. The long term investment revaluation reserve is decreased when the revalued asset is disposed, is no longer utilized, or the increase of value is no longer reasonable.

- *Expected Credit Loss determination*

The Group recognises an allowance for expected credit losses (Further ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms, if relevant.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

Financial assets where the Group calculates ECL are:

- Trade receivables and other receivables;
- Loans to associate;
- Cash at bank.

- *Asset retirement obligation determination*

The nature of certain Group's businesses exposes the Group to risks of environmental costs and potential contingent liabilities. The risk arise from manufacture, storage, transport and sale of products that that may be considered to be contaminants when released into the environment. Liability may arise also through the acquisition, ownership or operation of properties or businesses.

The existence of criteria for recognizing provisions and the amounts of provisions are determined based on estimates. The amount to be recorded is the best estimate of the cost required to settle the obligation at the reporting date or transfer to a third party. The estimate of the financial impact of the past event requires management judgement, which is based on similar events occurred in the past, and where applicable, the opinion of external experts. Estimates may differ from the actual future amount of the obligation and with respect to the existence of the obligation.

ARO measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

The Group's asset retirement obligation ("ARO") represents management's best estimate of the present value of costs that are expected to be incurred for oil installation decommissioning to the extent that Group is obliged to rectify damage already caused. Based on the current projected retail station life, these costs are not expected to be realised until 6-40 years' time with the average remaining lifetime being 22 years (2020: 22 years).

As at the 30 June 2021, the Group reviewed the decommissioning requirements and the assumptions used in the present value calculation and adjusted the obligation to 737 046 EUR as of 30 June 2021. The update was prepared by management and resulted in a net decrease of 51 876 EUR from the ARO at 31 December of 788 922 EUR.

As of 30 June 2021, the estimated undiscounted ARO obligation is 782 814 EUR (31.12.2020 – 753 367 EUR). In addition to the undiscounted cost estimates, the primary assumptions that affect the present value calculation are the inflation rate and the discount rate. For the update prepared as of 30 June 2021, the Company used an inflation rate of 2.00% (31.12.2020 – 2.00%) and a discount rate of 0.25% (31.12.2020: 0.19%) in calculating the present value of the obligation. The inflation rate is based on current and projected inflation indices and the discount rate is based on the 30 years German government bond yield representing long term risk free interest rate. The assessment is particularly sensitive to the inflation assumption. Should long-term inflation estimate increase to 3% from the used 2% assumption, ARO provision would increase by 241 026 EUR (31.12.2020– 256 000 EUR). Should long-term inflation estimate decrease to 1% from the used 2% assumption, ARO provision would decrease by 177 834 EUR (31.12.2020 – 189 460 EUR).

- *Measurement of fair value of derivatives*

Derivatives are financial instruments whose value changes depending on the interest rate, securities price, foreign exchange rate, price index or rate, credit rating or changes in a similar flexible ratio, and which is impacted by one or several financial risks characteristic of the underlying financial instrument, and transferred from the Group to other parties to the transaction.

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The Group uses derivatives such as commodity futures and other derivatives. Fair value is determined with reference to market prices. All derivatives are recognized as assets if their fair value is positive and liabilities if their fair value is negative.

The Group has entered 3 risk hedging agreements in the reporting period; however hedge accounting has not been applied (refer to Note 18).

2. Net sales from other types of operations

<i>By type of operating activity</i>	For the six months ended 30 June 2020	
	2021	unaudited
Sale of oil products	80 752 807	67 871 367
Retail sale of other goods	14 964 174	11 468 619
Other income	1 119 265	1 192 068
TOTAL:	96 836 246	80 532 054

<i>By geographic market</i>	For the six months ended 30 June 2020	
	2021	unaudited
Latvia	96 414 854	79 859 254
Other	421 392	672 800
TOTAL:	96 836 246	80 532 054

<i>Contract liabilities under Trade and Other payables</i>	30.06.2021	31.12.2020
Advances received	307 549	233 224
TOTAL:	307 549	233 224

Accrued income recognised is due from retail business partners for volume discounts in period, as well revenue from marketing activities. Revenue will be received during following quarter depending on compensation period contracted.

The Contract liabilities included in Trade and Other payables primarily relates to the advance consideration received from customers for deliveries of fuel. This will be recognised in revenue when goods are delivered.

No information is provided about remaining performance obligations as at 30 June 2021 or as at 31 December 2020 that have an original expected duration of one year or less, as allowed by IFRS 15.

3. Cost of sales

	For the six months ended 30 June 2020	
	2021	unaudited
Cost of oil products and goods	84 343 112	69 625 038
Depreciation and amortization	45 809	43 142
Personnel expenses	57 622	45 436
Other costs related to property	2 202	2 353
Maintenance and repairs	18 968	14 304
Transport	15 351	5 131
Other expenses	521 243	817 722

Notes to the consolidated financial statements

TOTAL: 85 004 307 70 553 126

4. Selling expenses

For the six months ended 30 June
2020

2021 unaudited

Personnel expenses	4 216 745	3 360 385
Depreciation and amortization	1 593 469	1 428 037
Other costs related to property	23 593	15 944
Maintenance and repairs of infrastructure	891 817	830 630
Marketing expenses	319 111	306 264
Transport	494 127	411 683
Other expenses	454 493	530 686
TOTAL:	<u>7 993 355</u>	<u>6 883 629</u>

5. Corporate income tax

Corporate income tax is calculated by the Group according to the laws and regulations of the Republic of Latvia and is recognized in the consolidated statement of comprehensive income when profit is distributed. Significant Corporate income tax expenses are not planned as at and for the six months ended 30 June 2021.

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6. Fixed assets

	Land, buildings and engineering structures	Leasehold improvements	Equipment and machinery	Other property and equipment	Construction in progress	Prepayments for property and equipment	TOTAL
Historical cost							
31 December 2019 (unaudited)	44 470 279	1 171 860	6 787 845	3 980 603	1 466 516	241 555	58 118 658
Additions	659 276	20 384	249 794	475 390	673 235	37 400	2 115 479
Reclassification	1 642 197	23 066	247 391	134 954	(1 877 588)	(170 020)	-
Revalued portion of disposed property and equipment	(199 982)	-	-	-	-	-	(199 982)
Cost of disposed fixed assets	(392 226)	-	(140 837)	(62 836)	-	-	(595 899)
30 June 2020 (unaudited)	46 179 544	1 215 310	7 144 193	4 528 111	262 163	108 935	59 438 256
31 December 2020							
31 December 2020	47 768 487	1 293 906	7 785 646	4 896 417	1 445 837	251 690	63 441 983
Additions	177 638	16 161	394 043	710 622	1 337 129	618 229	3 253 822
Reclassification	2 044 974	12 366	403 600	65 206	(2 152 033)	(374 113)	-
Cost of disposed fixed assets	-	-	-	(2 182)	-	-	(2 182)
30 June 2021	49 991 099	1 322 433	8 583 289	5 670 063	630 933	495 806	66 693 623
Accumulated depreciation and impairment							
31 December 2019 (unaudited)	4 550 478	258 797	3 268 568	1 994 420	-	-	10 072 263
Depreciation, depreciation of the revalued part*	530 316	58 687	277 667	369 334	-	-	1 236 004
Accumulated depreciation of the revalued portion of disposed property and equipment	(14 139)	-	-	-	-	-	(14 139)
Accumulated depreciation of disposed property and equipment	(31 383)	-	(140 089)	(54 764)	-	-	(226 236)
30 June 2020 (unaudited)	5 035 272	317 484	3 406 146	2 308 990	-	-	11 067 892
31 December 2020							
31 December 2020	5 549 439	379 163	3 454 809	2 454 727	-	-	11 838 138
Depreciation, depreciation of the revalued part*	563 680	65 583	334 476	466 525	-	-	1 430 264
Impairment**	539 561	-	-	-	-	-	539 561
30 June 2021	6 652 680	444 746	3 789 285	2 921 252	-	-	13 807 963
Carrying amount							
31 December 2020	42 219 048	914 743	4 330 837	2 441 690	1 445 837	251 690	51 603 845
30 June 2021	43 338 419	877 687	4 794 004	2 748 811	630 933	495 806	52 885 660

* On 30 December 2019 the Group revalued property and equipment under category Land, buildings and engineering structures to fair value. The result of revaluation (appreciation) was recorded in the accounting records of the Group on 30 December 2019. The revaluation was performed by certified real estate appraiser SIA Arco Real Estate. The valuation was based on the income and cost approach. The management believes the fair value at the end of 2020 and June 2021 is not materially different from the carrying amount.

The carrying amount of Land, buildings and engineering structures evaluated at fair value at 30 June 2021 would have been 30 426 125 EUR (30 June 2020: 30 815 613 EUR) if all category had been accounted using the cost method.

**On 30 June 2021 the Group recognized impairment of two properties due to the decrease in operations in two gasoline stations as a result of COVID-19 pandemic. The Group applied value in use calculation with key assumptions being that revenue will stay flat over the next five years, and the WACC rate between 14,5% and 18,5%.

As at 30 June 2021 Group has contracted capital expenditure commitments in amount of 2 524 000 EUR.

Notes to the consolidated financial statements

All fixed assets under "Land, buildings and engineering structures" represent Level 3 fair value hierarchy.

The following table shows the valuation technique used in measuring the fair value of Land, buildings and engineering structures, as well as the significant unobservable inputs used for 2019 when major part of assets were revalued:

Type	Fair value, EUR 2019 (unaudited)	Valuation technique	Significant unobservable inputs	Inter-relation between significant unobservable inputs and fair value measurement
Filling stations with equipment	35 705 500	Discounted cash flows	<ul style="list-style-type: none"> - Discount rate ranging from 13% to 19.5% - Gross revenue assumption in year one for fuel sales from 50 thousand EUR to 381 thousand EUR - Gross revenue assumption in year one for store sales from 13 thousand EUR to 256 thousand EUR - Revenue growth from year 3 or 4 1.0% - 2.0% p.a. 	Market value may increase (reduce) if: <ul style="list-style-type: none"> - Discount rate reduces (increases); - Initial gross revenue from fuel and store sales increases (reduces); - Maintenance cost of filling stations reduces (increases); - Forecast of changes in revenue increases (reduces).
Oil storage facility / railway network	2 005 000	Discounted cash flows / capitalisation of lease revenue	<ul style="list-style-type: none"> - Discount rate 17.5% - Capitalisation rate 8.5% - Rent 0.14 EUR/m² (land) to 3.0 EUR/t (fuel) - Occupancy rate 40-95% p.a. - Revenue growth from year 2 1.0% - 2.0% p.a. 	Market value may increase (reduce) if: <ul style="list-style-type: none"> - Discount / capitalisation rate reduces (increases); - Rent increases (reduces); - Occupancy increases (reduces); - Maintenance cost of real estate properties reduces (increases); - Forecast of changes in revenue increases (reduces).
Commercial buildings / land plots	45 000	Discounted cash flows / The Sales Comparison Approach	<ul style="list-style-type: none"> - Discount rate 12.0% - Rent 0.80 - 2.50 EUR/m² - Occupancy rate 65 - 90% p.a. - Revenue growth from year 3 0.5% - 1.5% p.a. - Comparable properties sales prices 35 – 72 EUR/sqm. 	Market value may increase (reduce) if: <ul style="list-style-type: none"> - Discount rate reduces (increases); - Rent increases (reduces); - Occupancy increases (reduces); - Maintenance cost of real estate properties reduces (increases); - Forecast of changes in revenue increases (reduces).

7. Inventories

	30.06.2021	31.12.2020
Auxiliary materials	310 570	104 342
Fuel	3 992 241	3 136 472
Other goods	1 944 217	2 124 002
Prepayments for inventories	272 476	77 588
TOTAL:	6 519 504	5 442 404

In the reporting period, the net realisable value of inventories was equal to the carrying amount. No provisions are recognised for impairment of inventories.

8. Trade receivables

	30.06.2021	31.12.2020
Carrying amount of trade receivables	13 228 849	9 377 607
Impairment allowance	(552 667)	(510 953)
TOTAL:	12 676 182	8 866 654

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Overdue days under IFRS 9	ECL rate	Receivable	Impairment	ECL rate	Receivable	Impairment
		30.06.2021			31.12.2020	
Not past due	0.1%	11 907 403	11 907	0.1%	8 026 305	8 026
Overdue by 1-30	0.2%	547 969	1 096	0.2%	629 853	1 260
Overdue by 31-60	0.9%	148 280	1 335	0.9%	108 424	976
Overdue by 61-90	3.2%	51 892	1 661	3.3%	39 297	1 297
Overdue by 91-180	6.0%	7 028	422	6.6%	28 811	1 902
Overdue by 181-360	12.5%	34 321	4 290	14.3%	55 338	7 913
Overdue by > 360	100.0%	481 837	481 837	100.0%	370 663	370 663
Total		13 178 730	502 548		9 258 691	392 037
Individual allowance		50 119	50 119		118 916	118 916
Total doubtful debt allowance			552 667			510 953

Changes in allowances for impairment of trade receivables:

Impairment allowance for trade receivables as at 31.12.2020	510 953
Additions	52 810
Decrease of allowances due to write-off of debts	(11 096)
Impairment allowance for trade receivables as at 30.06.2021	552 667
Impairment allowance for trade receivables as at 31.12.2019 (unaudited)	664 726
Decrease due to change in ECL rate base	(11 178)
Decrease of allowances due to write-off of debts	(171 901)
Impairment allowance for trade receivables as at 30.06.2020 (unaudited)	481 647

Group evaluates debtors provision according to ECL rate and individual debtors evaluation. Increase in allowance for 2021 results from increase of aged debtors weight in portfolio that were provisioned individually before.

9. Cash and cash equivalents

	30.06.2021	31.12.2020
Cash in bank and on hand	5 427 709	3 264 827
Money in transit	845 584	411 788
TOTAL:	6 273 293	3 676 615

10. Share capital and reserves

Share capital

Share capital of the Group in 2020 is 6 677 860 EUR (2020: 6 677 860 EUR), comprised of 47 699 shares (2020: 47 699). Nominal value per share is 140 EUR. All shares are fully paid up. Increase in the share capital and number of shares outstanding is described below on legal restructuring.

During 2020 and 2021, reorganisation was carried out in AS Virši-A and its group companies. In 2020, the Group received a capital contribution in the way of shares of two related parties SIA Viršu nekustamie īpašumi and SIA Virši loģistika (former name SIA AKA), which resulted in the creation of Virši Group.

The shareholders invested 100% shares of subsidiaries in Parent as a contribution in kind. The investment was valued by external valuers and their valuation results laid the basis for recognising the increase in share capital.

Notes to the consolidated financial statements

No dividends were distributed in the reporting period from retained earnings of previous periods (2020:nil).

Earnings per share

The calculation of earnings per share before and after dilution has been based on the following profit attributable to ordinary shareholders and weighted number of ordinary shares outstanding. There are no arrangements for dilution of shares.

	For the six months ended 30 June 2020	
	2021	unaudited
Profit for the period, attributable to the owners of the Company	2 623 948	1 633 450
Weighted average number of shares	47 699	47 699
Earnings per share before and after dilution	55.01	34.24

Due to legal restructuring under common control the number of shares in 2020 increased from 6 504 to 47 699. However, since the financial statements have been prepared in a way that presents the Group having formed prior to 1 January 2019, then effectively the contribution in kind of the subsidiaries did not result in increase of economic resources. Therefore, the number of shares outstanding in both periods has been adjusted to reflect the final number of shares outstanding to reflect no change in resources to the Group.

Revaluation reserve

The revaluation reserve relates to Land, buildings and engineering structures valuation at fair value.

	30.06.2021	31.12.2020
Revaluation reserve from Land, buildings and engineering structures revaluation	19 977 129	20 714 459
	19 977 129	20 714 459
Balance at 31.12.2020		20 714 459
Changes of revaluation reserves	(790 193)	
<i>Impairment losses on Land, buildings and engineering structures (Note 6)</i>	(498 192)	
<i>Reclassification to retained earnings (Consolidated statement of Changes in Equity)</i>	(292 001)	
Asset retirement obligation (Note 13)	52 863	
Balance at 30.06.2021	19 977 129	
Balance at 31.12.2019 (unaudited)		21 603 544
Changes of revaluation reserves	(440 712)	
<i>Reclassification to retained earnings (Consolidated statement of Changes in Equity)</i>	(440 712)	
Asset retirement obligation (Note 13)	(59 612)	
Balance at 30.06.2020 (unaudited)		21 103 220

11. Loans from credit institutions

	30.06.2021	31.12.2020
Long-term		
Loan from a credit institution registered in the Republic of Latvia	10 675 436	8 833 223
Including:		
<i>Long term part of loans repayable in up to 5 years</i>	10 675 436	8 833 223
<i>Long term part of loans repayable after 5 years until maturity</i>	-	-
Short-term		
Loan from a credit institution registered in the Republic of Latvia	2 318 814	2 143 482

Notes to the consolidated financial statements

TOTAL: 12 994 250 10 976 705

In March 2020, the Group signed a loan agreement of 5.0 million EUR to expand and modernise the network of filling stations, incl. that of CNG stations. The first portion of 2.0 million EUR was received in 2020 and remaining 3.0 million EUR received in the first quarter of 2021.

Group holds unutilized credit facility reporting dates that is prolonged on annual basis. Facility limit is 2.0 million EUR.

All loans carry interest rates of 3M or 6M EURIBOR plus an added rate. The added rates range from 1.67% to 1.80%.

The loans are secured by mortgages of underlying real estate properties (filling stations with all equipment), a commercial pledge, a financial pledge and guarantees by group companies and shareholders.

Loan covenants:

- According to the contracts, the Group should provide credit institutions with their annual reports, pro-forma balance sheets, income statements, statements of cash flows and insurance policies of mortgaged properties. These covenants are met.
- The DSCR ratio should be at least 1.20, Net Debt/EBITDA should not exceed 3.00. These ratios are complied with.
- A certain turnover should be ensured in the accounts with the financing credit institution and POS terminals should be installed. These covenants are complied with.

12. Other loans

Long term:	30.06.2021	31.12.2020
Interest-free, unsecured loan from the shareholders	6 288 074	6 624 790
TOTAL long-term loans:	6 288 074	6 624 790
Short term:		
Interest-free, unsecured loan from the shareholders	1 041 666	1 000 000
TOTAL other short-term loans:	1 041 666	1 000 000
TOTAL other loans:	7 329 740	7 624 790
<i>Nominal value total:</i>		
Interest-free, unsecured loan from the shareholders	8 513 498	8 915 531

Shareholder loans are carried at amortised cost using the discounted cash flow method to determine the difference between the nominal and fair value upon initial recognition that is recognised under Other reserves. Finance expenses include interest expenses on the loan. Shareholder loans term split disclosed according to budgeted cash flow and according to concluded loan agreements, and according to covenants mentioned in the loan agreement with a financial institution.

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13. Asset retirement obligation

Balance as at 31 December 2020	788 922
<i>Change in Revaluation reserve from Land, buildings and engineering structures revaluation</i>	
Provision made during the period	26 648
Change in discount rate	(82 870)
Change in estimates	3 359
<i>Unwinding of discounting</i>	987
Balance as at 30 June 2021	737 046
	669 721
Balance as at 31 December 2019 (unaudited)	
<i>Change in Revaluation reserve from Land, buildings and engineering structures revaluation</i>	
Provision made during the period	-
Change in discount rate	(25 338)
Change in estimates	84 950
Unwinding of discounting	(100)
Balance as at 30 June 2020 (unaudited)	729 233

The Group's accounting policy on Assets retirement obligation refer to Note 1.

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14. Movements in financing

	Loans from credit institutions	Other loans	Lease liabilities	Total
Carrying amount 31 December 2020	10 976 705	7 624 790	2 137 379	20 738 874
Loan principal repaid	(982 455)	(402 263)	-	(1 384 718)
Lease payments	-	-	(324 704)	(324 704)
New loans from credit institutions	3 000 000	-	-	3 000 000
Cash flows from financing activities	2 017 545	(402 263)	(324 704)	1 290 578
New lease liabilities	-	-	549 095	549 095
Interest expenses	112 201	-	4 232	116 433
Financial expenses including unwinding of discount	-	107 213	16 481	123 694
Interest paid	(112 201)	-	(4 232)	(116 433)
Total changes in liabilities	2 017 545	(295 050)	240 872	1 963 367
Carrying amount 30 June 2021	12 994 250	7 329 740	2 378 251	22 702 241
Carrying amount 31 December 2019 (unaudited)	9 664 819	8 330 231	2 274 659	20 269 709
Loan principal repaid	(985 381)	(120 000)	-	(1 105 381)
Lease payments	-	-	(327 922)	(327 922)
New loans from credit institutions	1 281 150	-	-	1 281 150
Cash flows from financing activities	295 769	(120 000)	(327 922)	(152 153)
New lease liabilities	-	-	397 836	397 836
Interest expenses	117 124	-	5 655	122 779
Financial expenses including unwinding of discount	-	117 869	16 640	134 509
Interest paid	(117 124)	-	(5 655)	(122 779)
Total changes in liabilities	295 769	(2 131)	86 554	380 192
Carrying amount 30 June 2020 (unaudited)	9 960 588	8 328 100	2 361 213	20 649 901

Finance expenses:

	For the six months ended 30 June	
	2021	2020 unaudited
Interest expense from shareholders loan discount unwinding	107 213	117 869
Interest expenses for bank loans	112 201	117 124
Interest expenses for leases	20 713	22 295
Other financial expenses	987	-
TOTAL:	241 114	257 288

Notes to the consolidated financial statements

15. Financial commitments, guarantees or other contingencies

The Group companies are not involved in litigation proceedings dealing with claims raised against AS Virši-A or its subsidiaries. The Group has raised claims against debtors to recover receivables and there are ongoing litigations. Any recoveries obtained from litigation are recognised as revenue as received.

There are no significant financial commitments, guarantees or other contingencies besides metioned above as at reporting date.

16. Related party transactions

The Group had transactions with related parties during the reporting period. The most significant transactions and amounts are the following:

Related party:	Description of transaction	Transactions in the six months ended		Balance outstanding	
		30.06.2021	30.06.2020 unaudited	30.06.2021	31.12.2020
Associate					
Balances	Loan to the associate	-	-	290 800	303 200
Balances	Interest receivable	-	-	533	574
Balances	Right-of-use assets	-	-	574 460	627 538
Balances	Lease liabilities	-	-	(590 258)	(641 079)
Comprehensive income	Interest income	3 251	3 548	-	-
Comprehensive income	Interest expense	(5 579)	(6 485)	-	-
Companies related through shareholders					
Balances	Prepayments for services	-	-	148 597	39 381
Balances	Receivable for services	-	-	10 032	1 679
Balances	Payable for services	-	-	(107)	(24 796)
Comprehensive income	Income from agent services	21 844	8 844	-	-
Comprehensive income	Fuelling services	(2 180 882)	(884 363)	-	-
Shareholders					
Balances	Shareholder loan	-	-	(7 329 740)	(7 624 790)
Comprehensive income	Interest expenses	(107 213)	(117 869)	-	-
Members of the Board and Council					
Balances	Remuneration payable	-	-	(29 900)	(19 308)
Balances	Compulsory state social security payable	-	-	(7 053)	(4 651)
Comprehensive income	Remuneration	(310 977)	(164 229)	-	-
Comprehensive income	Compulsory state social security payments	(71 919)	(39 539)	-	-

Notes to the consolidated financial statements

17. Fair value of financial assets and liabilities

Financial assets and liabilities measured at fair value

The table below analyses the fair values of financial assets and liabilities measured at fair value, by the level in the fair value hierarchy into which each fair value measurement is categorised.

30 June 2021	Level 1 EUR	Level 2 EUR	Level 3 EUR	Total fair values EUR	Total carrying amount EUR
Financial assets					
Derivatives	-	-	100 852	100 852	100 852
Financial liabilities					
Derivatives	-	-	-	-	-
31 December 2020					
	Level 1 EUR	Level 2 EUR	Level 3 EUR	Total fair values EUR	Total carrying amount EUR
Financial assets					
Derivatives	-	-	-	-	-
Financial liabilities					
Derivatives	-	-	-	-	-

Financial assets and liabilities not measured at fair value

The table below analyses the fair values of financial assets and liabilities not measured at fair value, by the level in the fair value hierarchy into which each fair value measurement is categorised.

30 June 2021	Level 1 EUR	Level 2 EUR	Level 3 EUR	Total fair values EUR	Total carrying amount EUR
Financial assets					
Loan to Associate	-	-	-	290 800	290 800
Trade receivables	-	-	-	12 676 182	12 676 182
Cash and cash equivalents	-	-	-	6 273 293	6 273 293
Financial liabilities					
Loans from credit institutions	-	-	12 455 772	12 455 772	12 994 250
Other loans	-	-	7 329 740	7 329 740	7 329 740
Trade and other payables	-	-	-	14 450 780	14 450 780

Other financial investments, trade receivables and cash and cash equivalents have their remaining maturities of less than one year and carry no interest, thus, their fair value is deemed not to materially differ from their carrying amounts.

31 December 2020	Level 1 EUR	Level 2 EUR	Level 3 EUR	Total fair values EUR	Total carrying amount EUR
Financial assets					
Loan to Associate	-	-	-	303 200	303 200

Notes to the consolidated financial statements

Trade receivables	-	-	-	8 866 654	8 866 654
Cash and cash equivalents	-	-	-	3 676 615	3 676 615

Financial liabilities

Loans from credit institutions	-	-	10 645 167	10 645 167	10 976 705
Other loans	-	-	7 624 790	7 624 790	7 624 790
Trade and other payables	-	-	-	9 593 592	9 593 592

Trade receivables and cash and cash equivalents have their remaining maturities of less than one year and carry no interest, thus, their fair value is deemed not to materially differ from their carrying amounts.

The table below sets out the valuation techniques used to measure Level 2 and Level 3 fair value, as well as the most significant unobservable inputs for assets and liabilities, where fair value adjustment is applied:

Type	Valuation method	Significant unobservable data
Derivatives – electricity swap agreements	Discounted cash flow, NPV	Spread in the Latvian market above Nord pool electricity market price data.
Trade receivables	Expected credit loss, IFRS 9	Expected credit loss assumptions described in note 8.
Other Loans	Discounted cash flow, NPV	Loan repayment structure assumed in line with budgeted cash flows and bank loan covenants. Discount rate applied based on weighted average discount rate for non-banking institutions at loan issue period, reported by Bank of Latvia evaluated against the cost of funds for collateralised borrowings of the Group.
		Derivatives – electricity swap agreements
Balance as at 31 December 2020		-
Gain included in finance income		
Net change in fair value (unrealised)		100 852
Purchases		-
Balance as at 30 June 2021		100 852
Balance as at 31 December 2019 (unaudited)		-
Gain included in finance income		
Net change in fair value (unrealised)		-
Purchases		-
Balance as at 30 June 2020 (unaudited)		-

18. Financial risks management

The Group is exposed to financial risks. Financial risks include market risk, credit risk and liquidity risk. Below is a description of each of these financial risks and a summary of the methods used by the Group to manage these risks. Exposure to those risks arises in the normal course of the Group's business.

The Group's financial assets and liabilities, including, trade receivables, inventories, cash and cash equivalents, loans, trade payables are exposed to financial risk as follows:

Notes to the consolidated financial statements

- Market risk: risk of loss or of adverse change in the financial situation resulting, directly or indirectly, from fluctuations in the level and in the volatility of market prices of assets, liabilities, including interest rate risk and currency risk;
- Credit risk: risk of loss or of adverse change in the financial situation, resulting from fluctuations in the credit standing of counterparties and any debtors to which Group is exposed, in the form of counterparty default risk, or market risk concentrations;
- Liquidity risk: risk that the Group is unable to realise its assets in order to settle its financial obligations when they fall due.

Market risk

Currency risk and revaluation

The functional and reporting currency of the Group is Euro (EUR), the national currency of the European Union. The objective of foreign exchange risk management in Virši group is to limit the uncertainty created by changes in foreign exchange rates on the future value of cash flows and earnings, and in the Group's balance sheet. Generally, this is done by contracting transactions in Euro or hedging currency risks in contracted. All transactions in foreign currencies are revalued to Euro in accordance with the reference exchange rate published by the European Central Bank on the transaction date. All monetary assets and liabilities denominated in foreign currencies are translated to Euro in accordance with the reference exchange rate published by the European Central Bank on the last day of the reporting period. Differences arising on payments in currencies or disclosures of assets and liabilities using exchange rates other than those used for initial booking of transactions are recognized in the profit or loss statement at net amount.

There are no assets in foreign currencies as at the reporting date. There has been no change to policies in relation to currency risk management during the reporting period.

Interest rate risk

The Group is exposed to a interest rate risk both in the short- and long-term. A change in interest rates may affect the cost of funds borrowed by the Group as well as the size of cash flows.

To mitigate this risk, the Group is constantly monitoring market conditions, taking measures to improve the debt structure by reaching an optimum balance between fixed and variable interest rates, controlling the need for additional financing. There has been no change to policies in relation to interest rate risk management during the reporting period.

A reasonably possible change of 100 basis points in interest rates at 30 June 2021 and 31 December 2020 would have increased (decreased) profit (loss) before taxes by the amounts for +/-137 029 EUR (2020: +/- 115 229 EUR) . This analysis assumes that all other variables remain constant.

Credit risk

Credit risk is the risk that the Group may incur financial losses if parties to the transactions fail to fulfil their liabilities under the contracts, and credit risk is primarily connected with trade receivables and investment securities.

Credit risk mainly arising from the potential failure of the counterparty to meet its contractual payment obligations, and the risk depends on the creditworthiness of the counterparty as well as the size of the exposure.

For the purposes of credit risk management, the Group's management has established a procedure that sales of goods or services against payments on delivery or completion are made based on client evaluation procedures and certain limits are set on the amount of such sales. Management has developed a credit policy which includes regular control procedures over debtors to ensure identification of problems on a timely basis.

The objective of credit policy and risk management is to minimize the losses incurred as a result of a counterparty not fulfilling its obligations. Limits, mandates and management principles for credit and counterparty risk are covered in the Corporate risk management policy and separate principle and instruction level documents.

The amount of risk is quantified as the expected loss to Group in the event of a default by the counterparty. Credit risk limits are set at the Group level, designated by different levels of authorization, which are responsible for counterparty risk management within these limits. When determining the credit lines for sales contracts, counterparties are screened and evaluated vis-à-vis their creditworthiness to decide whether an open credit line is acceptable or collateral, for example, a letter of credit, bank guarantee or parent guarantee has to be posted. In the event that collateral is required credit risk is evaluated based on a financial evaluation of the party posting the collateral. If appropriate in terms of the potential credit risk associated with a specific customer, advance payment is required before delivery of products or services.

The carrying amount of financial assets represents the maximum exposure to credit risk.

Detailed disclosure and aging analysis provided in Trade receivables disclosure of the consolidated Financial statement. (refer to Note 8.)

Notes to the consolidated financial statements

Financial instruments are used by the Group and it is potentially exposed to concentrations of credit risk which consist primarily of cash equivalents, over-the-counter production contracts and trade receivables. The cash and cash equivalents are held with banks, which are generally highly rated.

There has been no change to policies in relation to credit risk management during the reporting period.

Liquidity risk

Liquidity risk is defined as financial distress or extraordinarily high financing costs arising due to a shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and require financing. The objective of liquidity risk management is to maintain sufficient liquidity and to ensure that it is available fast enough to avoid uncertainty related to financial distress at all times. Group's liquidity is managed centralized and monitored on continuous basis. Target Net debt/ EBITDA ratio on consolidated basis is 1.5 – 2.5 and IFRS 16 unadjusted current ratio above 1.0.

COVID-19 pandemic did not have an effect on the Group's liquid funds and committed unutilized credit facilities.

Virši principal source of liquidity is expected to be cash generated from operations. In addition, the Group seeks to reduce liquidity and refinancing risks by maintaining a diversified maturity profile in its loan portfolio. (See also Note 11.)

Certain other limits have also been set to minimize liquidity and refinancing risks. There has been no change to policies in relation to liquidity risk management during the reporting period.

30 June 2021	Carrying amount	Contractual cash flows (undiscontd.)	0-6 months	6-12 months	1Y	2Y	3Y	4Y	5Y	Over 5 years
Loans from credit institutions	12 994 250	13 524 442	1 269 732	1 259 515	2 488 379	2 447 511	6 059 305	-	-	-
Other loans	7 329 740	8 513 498	666 667	375 000	750 000	750 000	750 000	750 000	750 000	3 721 831
Trade and other payables	14 450 780	14 450 780	14 450 780	-	-	-	-	-	-	-
Accrued liabilities	1 418 849	1 418 849	1 418 849	-	-	-	-	-	-	-
Total financial liabilities	36 193 619	37 907 569	17 806 028	1 634 515	3 238 379	3 197 511	6 809 305	750 000	750 000	3 721 831

31 December 2020	Carrying amount	Contractual cash flows (undiscontd.)	0-6 months	6-12 months	1Y	2Y	3Y	4Y	5Y	Over 5 years
Loans from credit institutions	10 976 705	11 463 309	983 401	1 060 519	2 095 039	2 060 373	4 547 326	716 651	-	-
Other loans	7 624 790	8 915 531	393 333	606 667	750 000	750 000	750 000	750 000	750 000	4 165 531
Trade and other payables	9 593 592	9 593 592	9 593 592	-	-	-	-	-	-	-
Accrued liabilities	1 674 396	1 674 396	1 674 396	-	-	-	-	-	-	-
Total financial liabilities	29 869 483	31 646 828	12 644 722	1 667 186	2 845 039	2 810 373	5 297 326	1 466 651	750 000	4 165 531

Commodity price risk

The commodity price risks in Virši is affected by fuel business market prices for crude oil, renewable feedstocks and by introduction of CNG in the market for natural gas and electricity. While natural gas and electricity consumption in group by the reporting date remains relatively low, crued oil price is a significant driver behind turnover and cost of products dynamics.

Crued oil price is subject to significant fluctuations resulting from a periodic over-supply and supply tightness in various regional markets, coupled with fluctuations in demand globally and in local market. Virši results of operations in any given period are principally driven by the demand for and prices of oil and renewable products relative to the supply and cost of raw materials. These factors drive operational performance and cash flows in fuel business of Virši.

In order to balance Virši dependance on crued oil price globally Group has several means in place – Virši owns storage facility that helps to mitigate short term volatilities; sustainable fuel alternatives are introduced to market and Virši portfolio (CNG, electricity); the ongoing development of retail stores and catering in fuel stations performed. As a result, proportion of growing operating profits in portfolio driven by crued oil products as well as price dependence decrease. There has been no change to policies in relation to commodity price risk management during the reporting period except as outlined below.

Notes to the consolidated financial statements

In June 2021 Virši has launched electricity business providing electricity to B2B business segment. Currently the amounts traded are insignificant, but the aim is to develop new business segment in the future. Group decreases dependence on electricity purchase price deviation in the market by hedging supplies. Derivative value as at June 30, 2021, recognised in balance sheet is 100 852 EUR. A possible change of 5 euro in the spread to Nord poll commodity price at 30 June 2021 would have increased (decreased) profit before taxes by the amounts for +/- 876 480 EUR. This analysis assumes that all other variables remain constant.

Capital risk management

The Group's objective when managing capital is to secure a capital structure that ensures access to capital markets at all times despite the business cycle of the industry in which Virši operates. Despite the fact that the Group does not have a public credit rating, the Group's target is to have a capital structure equivalent to investment grade rating. The capital structure of the Group is reviewed by the Board of Directors on a regular basis. The Group monitors its capital on the basis of leverage ratio, the ratio of interest-bearing net debt to interest-bearing net debt plus total equity. Interest-bearing net debt is calculated as interest-bearing liabilities less liquid funds. Over the cycle, the Group's leverage ratio is likely to fluctuate, and it is the Group's objective to maintain the leverage ratio below 45%. There has been no change to policies in relation to capital management during the reporting period.

19. Profit distribution

The Board suggests that profit for the reporting period be retained undistributed and used for further development. The Shareholder' Meeting will decide on the distribution of profit.

20. Subsequent events

On July 2021 Virši-A has purchased 2 fuel stations – DUS Jelgava and DUS Nākotne for 2 524 000 EUR.

No other significant subsequent events have occurred in the period from the period-end to the date of these condensed consolidated interim financial statements that would require adjustments to be made to these condensed consolidated interim financial statements or disclosures added within the condensed consolidated interim financial statements.

Riga, 9 September 2021

Jānis Vība
Chairman of the Board

Linda Prūse
Member of the Board

Vita Čirjevskā
Member of the Board

Jeļena Laurinaviča
Chief Accountant

THIS DOCUMENT HAS BEEN SIGNED WITH A SECURE ELECTRONIC SIGNATURE AND IT HAS A TIME-STAMP



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Independent Auditors' Review Report

To the shareholders of AS Virši-A

Review Report on the Condensed Consolidated Interim Financial Statements

Introduction

We have reviewed the accompanying condensed consolidated interim financial statements of AS Virši-A (hereinafter „Group”) set out on pages 6 to 28. The condensed consolidated interim financial statements comprise of condensed consolidated statement of financial position as at 30 June 2021, the condensed consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and notes to the condensed consolidated interim financial statements.

Management's Responsibility for the Condensed Consolidated Interim Financial Statements

Management is responsible for the preparation these condensed consolidated interim financial statements in accordance with the IAS 34 'Interim Financial Reporting' as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express a conclusion on the accompanying condensed consolidated interim financial statements. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. ISRE 2400 requires us to conclude whether anything has come to our attention that causes us to believe that the condensed consolidated interim financial statements, taken as a whole, are not prepared in all material respects in accordance with IAS 34 'Interim Financial Reporting' as adopted by the European Union. This Standard also requires us to comply with relevant ethical requirements.

A review of condensed consolidated interim financial statements in accordance with ISRE 2410 is a limited assurance engagement. The auditors perform procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The scope of procedures performed in a review is substantially less than that performed in an audit conducted in accordance with the International Standards on Auditing, and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on these condensed consolidated interim financial statements.



Other Matter

The comparative information presented in the condensed consolidated interim financial statements for the six-month period ended 30 June 2020 has not been audited.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these
Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial statements for the six-month period ended 30 June 2021 are not prepared, in all material respects, in accordance with IAS 34 'Interim Financial Reporting' as adopted by the European Union.

Report on Other Legal and Regulatory Requirements

In addition, our responsibility is to assess whether the accounting information included in the Management Report, as set out on pages 4 to 5, the preparation of which is the responsibility of management, is consistent with the condensed consolidated interim financial statements. Our work with respect to the Management Report was limited to the aforementioned scope and did not include a review of any information other than drawn from the condensed consolidated interim financial statements of the Company. Nothing has come to our attention that causes us to believe that there are material inconsistencies between the Management Report and the condensed consolidated interim financial statements.

KPMG Baltics AS
Licence No. 55

Rainers Vilāns
Partner pp. KPMG Baltics AS
Latvian Sworn Auditor
Certificate No. 200
Riga, Latvia
9 September 2021

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