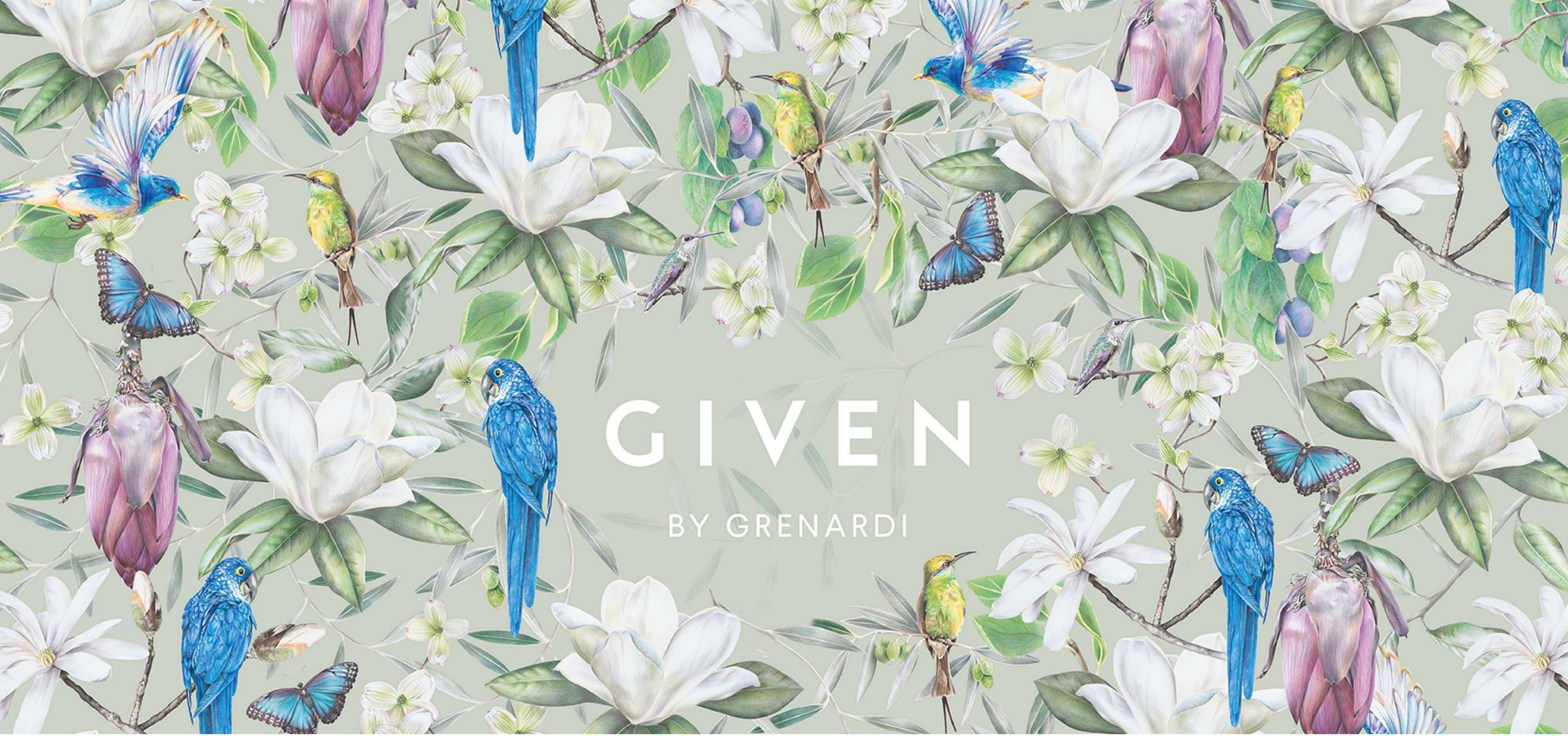


COMPANY DESCRIPTION MAY 2022

IMPORTANT LEGAL INFORMATION

This document (the “Document”) is not and should not be construed as an offer to sell or solicitation of an offer to buy any securities. The statements of fact, information, opinions and estimates contained in this document have been obtained, compiled or arrived at by AS GIVEN Jewellery, registration number 40203279291, legal address at Lielirbes iela 17A-11, Riga, LV-1046, the Republic of Latvia (the Issuer), its founders and its associated companies from sources believed or to be reliable and in good faith, but no representation or warranty expressed or implied is made as to their accuracy, completeness or correctness. In particular any numbers, valuations and schedules contained in this Document are preliminary and are for discussion purposes only. The information contained in this Document is published for the assistance of recipients but is not to be relied upon as authoritative or taken in substitution for the exercise of judgement by any recipient and Issuer, its founders and its associated companies accept no liability whatsoever for any direct or consequential loss arising from the use of this document or its contents.

Expressions of opinion herein are subject to change without notice. Issuer, its founders and its associated companies and/or their officers, directors or employees may own or have positions in any securities or investments mentioned herein, and may from time to time add to or dispose of any such securities or investments.

This Document should not be used for advertising, broadcast or as product endorsement purposes or exploit the information available in this Document to any third parties in any manner without the written consent of Issuer.

Investing into debt securities involves risks. While every care has been taken to ensure that this Company Description presents a fair and complete overview of the risks related to the Issuer, the operations of the Issuer and its subsidiaries, and to the notes mentioned in this Document (the “Notes”), the value of any investment in the Notes may be adversely affected by circumstances that are either not evident at the date hereof or not reflected in the Company Description.

RESPONSIBLE PERSONS

The Issuer and its management board are responsible for the information contained in this Company Description and Securities Note (Terms of the Notes Issue signed on 28 October 2021) in the attachment.

Hereby I, member of the board of AS GIVEN Jewellery, Ģirts Rudzītis, certify that, by paying sufficient attention to this purpose, the information included in the Company Description and Securities Note is true, in accordance with the facts, and no information which may affect its meaning is concealed therein.

Ģirts Rudzītis
Member of the board

- **GIVEN AT A GLANCE**

BUSINESS OVERVIEW

FINANCIAL HIGHLIGHTS

TRANSACTION OVERVIEW

NASDAQ FIRST NORTH LISTING DISCLOSURES

APPENDICES

KEY HIGHLIGHTS

One of the fastest growing jewellery retailers in Northern Europe with leading market positions in Latvia expanding its operations and footprint in Baltics.

22
CITIES

46
SHOPS OPEN
AS OF 31.03.2022

>82K
LOYAL CUSTOMERS

47%
REVENUE GROWTH
12M 2021 VS 12M 2020

>14 €M
REVENUE
SINCE INCEPTION

6.1 €M
HIGH LIQUIDITY
INVENTORY
AS OF 31.12.2021

* GIVEN – means the brand name GIVEN by GRENARDI or GIVEN Group that includes AS GIVEN Jewellery, SIA Given Latvia, OÜ Given Estonia and UAB Given Lithuania

EXECUTIVE SUMMARY

BUSINESS OVERVIEW

- Rapidly growing modern jewellery retail chain
- Wide assortment of affordable jewellery and unique private brands
- Developed e-commerce

LARGE SCALE AND WIDE CUSTOMER REACH

- 46 shops as of March 31, 2022 and strong online presence
- >14 EURm net revenue since inception
- More than 82K registered customers
- >140 employees

STRONG FINANCIAL POSITION

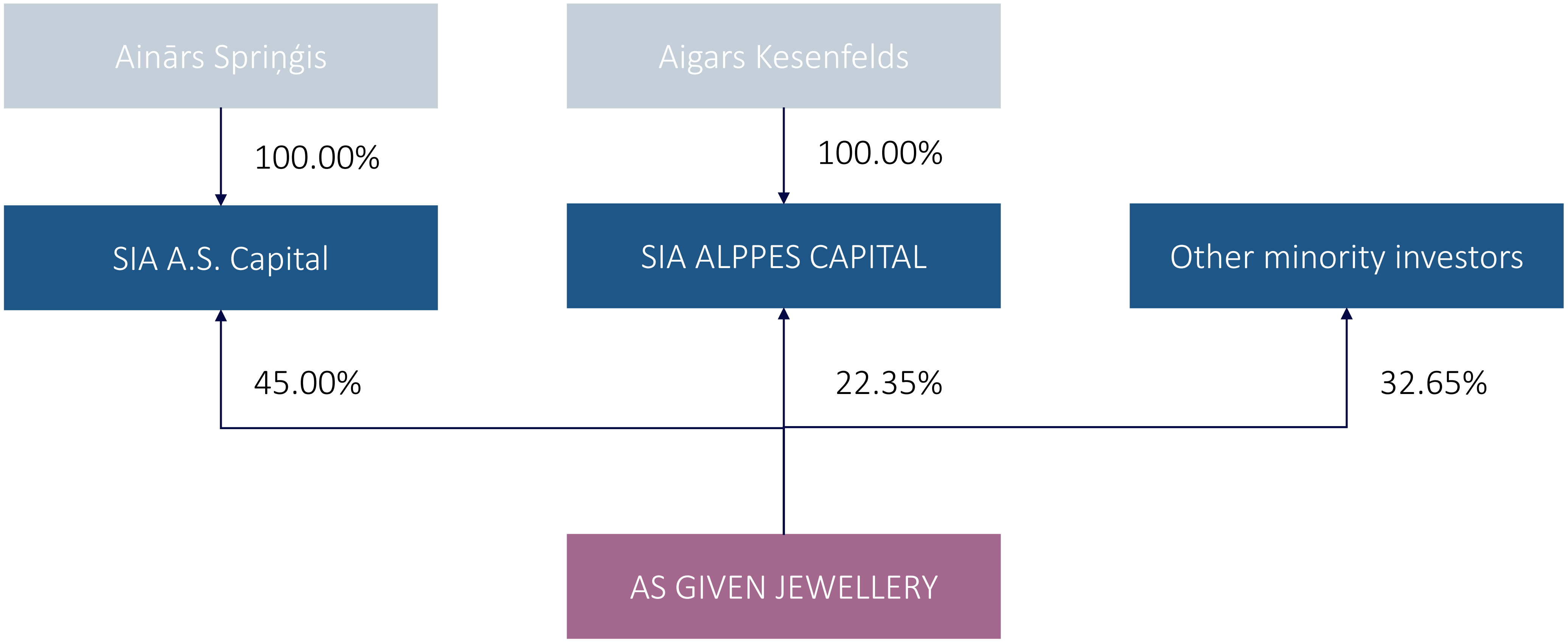
- +135% EBITDA growth (12M 2021 vs. 12M 2020)
- 25% EBITDA margin in 2021
- 32% Equity ratio as at Dec 31, 2021

Key figures, €K	2020	2021
Revenue	4’427	6’517
EBITDA	702	1’650
Net profit/ (loss)	(141)	484
Inventory	3’491	6’068
EBITDA margin	16%	25%
Equity ratio	35%	32%
Interest coverage ratio	3.6x	5.0x

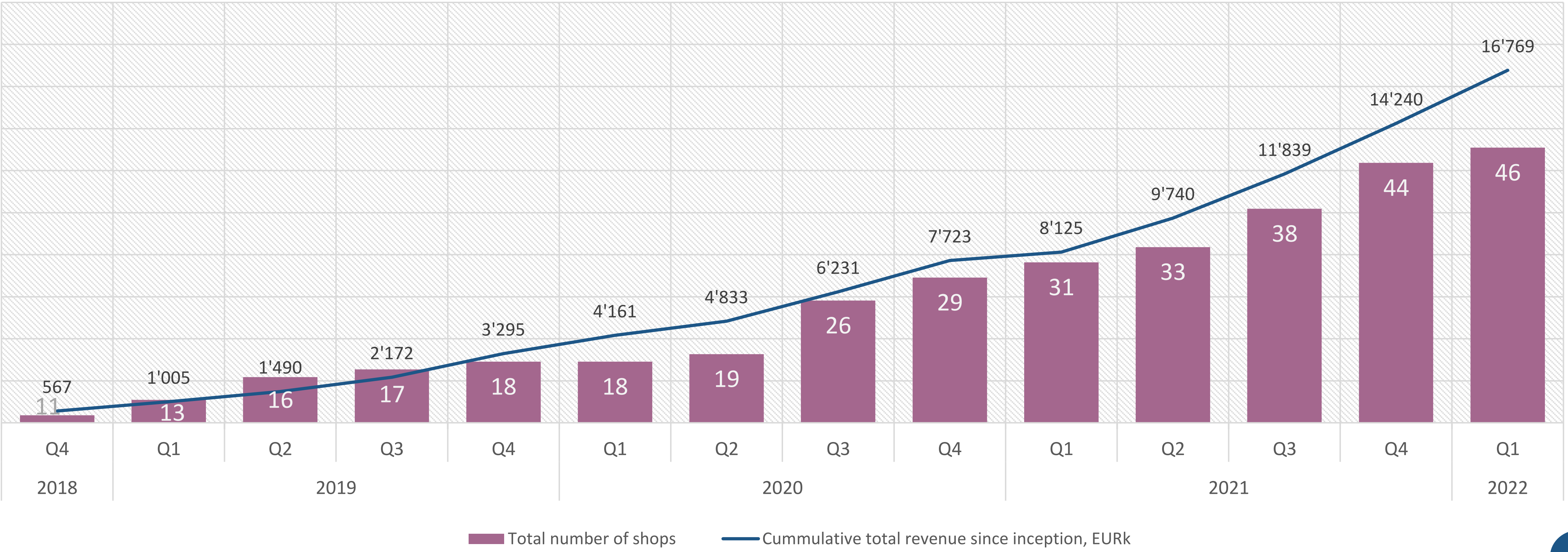
STRONG STRATEGIC INVESTOR SUPPORT

- Ainārs Spriņģis - the founder and shareholder of GIVEN - successful entrepreneur and investor within the retail and technology industry. Established the largest retail chain of mobile phones & accessories in the Baltics – Trodeks & DUAL
- Strong strategic investors providing financing to support GIVEN’s growth plans

OWNERSHIP STRUCTURE



DEVELOPMENT TRACK RECORD



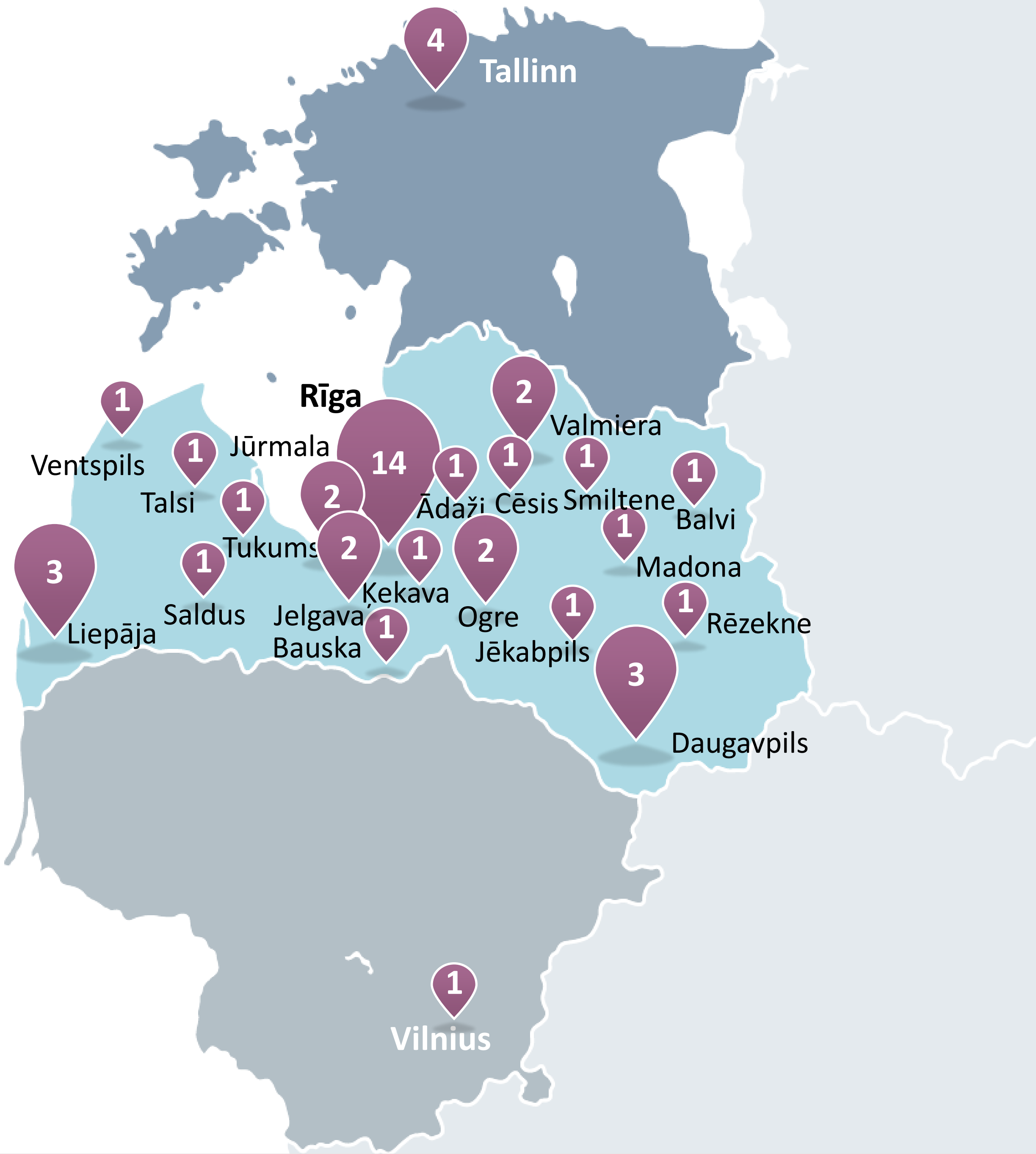
WIDE SHOP FOOTPRINT

GOAL – HIGH QUALITY JEWELLERY **AVAILABLE WITHIN 30 MINUTES** FROM EVERYWHERE

GIVEN SHOPS

The largest retail chain in Latvia with presence in top shopping centres in excellent locations

46 shops*
in Latvia, Estonia
and Lithuania



* As of March 31, 2022

GIVEN

GIVEN STRATEGY

EXPANSION & MARKET POSITION

Expansion of GIVEN'S retail chain in the Baltic States

Become the top jewellery e-commerce platform in the Baltic States

DISTINCT & WIDE ASSORTMENT

Development of new labels

Establish new partnerships

ECONOMIES OF SCALE

Increase of profitability of the existing shops

Leverage on economies of scale from larger retail chain

CUSTOMER EXPERIENCE & LOYALTY

Engaging loyalty program

Attract new customers

Convenient payment options via split payments

Available in retail shops & e-shop

LEGAL STRUCTURE

*Dates of registration: AS GIVEN Jewellery – registered on Dec 11, 2020; SIA GIVEN Latvia – Sep 5, 2018 ; OÜ GIVEN Estonia – June 11, 2018; UAB GIVEN Lithuania – November 15, 2021.

The Issuer does not undertake client-facing operations and its main purpose is for attracting financing and disbursing funds to the Group’s companies. The business operations described in this Company Description refer to the Group’s companies. All financial covenants are tested on Group level, hence emphasis on Group performance and results in the Company Description.

MANAGEMENT TEAM

BOARD MEMBER & GROUP'S CEO

ĢIRTS RUDZĪTIS

- Broad experience in business development, sales & marketing and supply chain management
- Previously Business Management Director Baltic States and Managing Director Baltic Distribution Centre at Schneider Electric
- BSc in Business Administration

CEO OF GIVEN LITHUANIA

JUSTINA BUTERLEVIČIENĖ

- Extensive international experience in retail business since 2005
- Previously Country Manager Baltic States at M&S, Head of Retail at Studio Moderna Lithuania, Country Manager Baltic States at Pietro Filipi
- BSc in Turkish and Lithuanian Philology from Vilnius University

CEO OF GIVEN ESTONIA

NATALJA MOROZOVA

- Wide experience in business development, retail and key account management, project and public procurement management
- Previously Retail and Wholesale Manager at Linette Retail OÜ, Brand Manager at Iuna OÜ, Pro Mehanika OÜ
- BSc in Advertising and Public Relations

CMO

BAIBA ČIPA-ZIEMELE

- Broad international experience in developing, marketing, and managing products, services, and teams
- Previously Head of Marketing and Sales at Piebalgas Alus / Cēsu Alus (OLVI group), Head of Global Marketing and Sales at STENDERS
- mMBA in Marketing and Brand Management; BSc in Environmental Science and International relations

CFO

MARTA ANDERSONE

- Broad experience in financial planning & analysis, investment analysis and project management
- Previously FP&A Team Lead at Twino, Financial Consultant at Deloitte
- BSc from SSE RIGA, LL.M in Law & Finance from RGSL

CSO

INGA IKONŅIKOVA

- More than 20 years of experience in sales and retail industry
- Previously Head of Sales at Laiks
- BSc in Marketing & Sales, MSc in Business Psychology & Human Resource Management

SUPERVISORY BOARD

CHAIRMAN OF THE SUPERVISORY BOARD

AINĀRS SPRIŅĢIS

- Founder and Chairman of the Supervisory Board at GIVEN
- Founder and CEO of Grenardi with 20 years of experience in the jewellery industry
- Established the largest retail chain of mobile phones & accessories in the Baltics – Trodeks & DUAL
- BSc in Enterpreneurship

SUPERVISORY BOARD MEMBER

ALBERTS POLE

- Wide experience in the financial services industry as an entrepreneur and investor
- The Co-founder of AS “Mintos Marketplace and “Eleving Group”
- BSc in in Economics and Business Administration from Stockholm School of Economics in Riga

SUPERVISORY BOARD MEMBER

MĀRIS KEIŠS

- Since 2008, a serial entrepreneur specialising in the financial services industry
- The Co-founder of AS “Mintos Marketplace” and “Eleving Group”
- BSc in in Economics and Business Administration from Stockholm School of Economics in Riga


AGENDA

BRANDING CORNERSTONES

GIVEN IS:

- Positive and expressive
- Welcoming, extroverted – willing to share with others
- Up-to-date – constantly evolving and keeping an eye on trends

VALUES:

OPENNESS, APPROACHABILITY, HOSPITALITY

VISION:

BRING QUALITY JEWELLERY INTO PEOPLE'S EVERYDAY LIVES

BRAND ROLE:

MAKING THE VALUABLE ACCESSIBLE

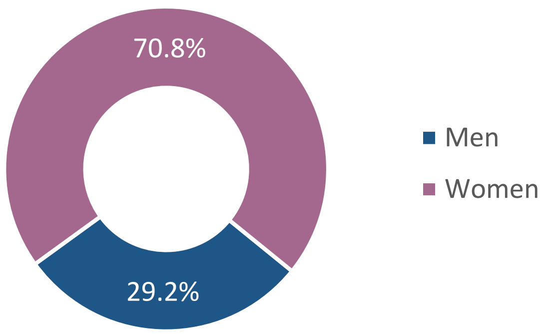
CUSTOMER PROFILE

GIVEN CUSTOMERS ARE MODERN AND OPEN TO EXPERIMENT!

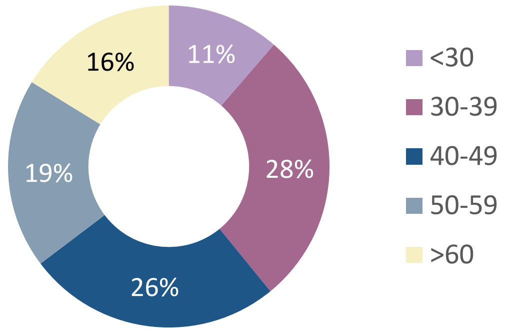
152 €

AVERAGE PURCHASE VALUE

DISTRIBUTION BY GENDER (%)*



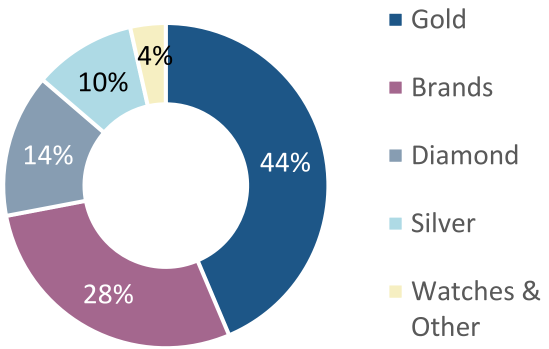
DISTRIBUTION BY AGE GROUPS (%)*



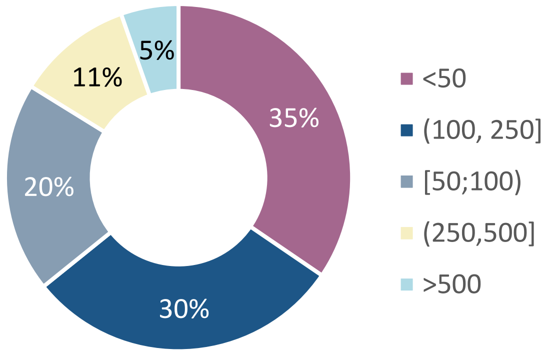
1.4 x

ITEMS PER TRANSACTION

2021 SALES BY KEY CATEGORIES (%)**



2021 DISTRIBUTION OF TRANSACTIONS BY TRANSACTION AMOUNT (€), (%)**



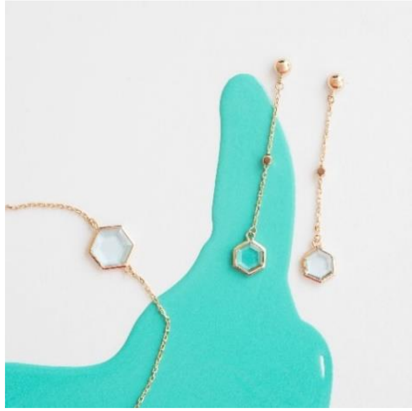
* Client groups determined based on loyalty card data

WIDE ASSORTMENT

- GIVEN offers a wide assortment of jewellery and unique private brands to give jewellery lovers friendlier, more understandable and affordable choice.
- GIVEN offers a choice from around **10 thousand different products** that are carefully selected from around **50 partners from 14 different countries.**
- **TOP 3 procurement countries: Turkey (~35%), Hong Kong (~20%) and Italy (~20%).**
- Focus on long-term partnerships that results in mutual trust, more favourable delivery conditions and assurance of delivered product quality.
- GIVEN Procurement Team has an extensive experience in selecting high quality and up-to date assortment always putting taste and quality in its forefront.








UNIQUE PRIVATE LABELS

GIVEN has unique private labels that:

- Differantiate GIVEN's assortment from other competitors
- Has a story to tell - each brand has its unique value and story
- Accounted for 28% of revenue in 2021

CUSTOMER SERVICE & SHOP CONCEPT

EXCELLENT CUSTOMER SERVICE:

- **~120 employees** in customer service
- Customer service oriented on **story-telling and exploring** customer needs and personality
- **State-of-the-art learning platform** with online learning materials and tests for sales personnel
- 3-5 days **training academy** for new sales personnel, including in-room games simulating real-life situations

DISTINCT SHOP CONCEPT:

- New and unified design for all shops
- Size of shop retail area between **21m² - 110m²**
- **Convenient and attractive** shop layout with wide range of products
- Shop design – creating a **cozy and welcoming feeling**
- **LED screens** at shop entrances
- Wallpaper **designed by artist** – Marta Gotlība


COMPETITIVE PRICES

REGULAR SALES CAMPAIGNS, INCLUDING:

- Monthly sales for a particular category, e.g., earrings, necklaces etc.
- Special events – Black Friday, Christmas, Valentines Day

MONTHLY WOW CAMPAIGNS

Offering the lowest price
for one particular category

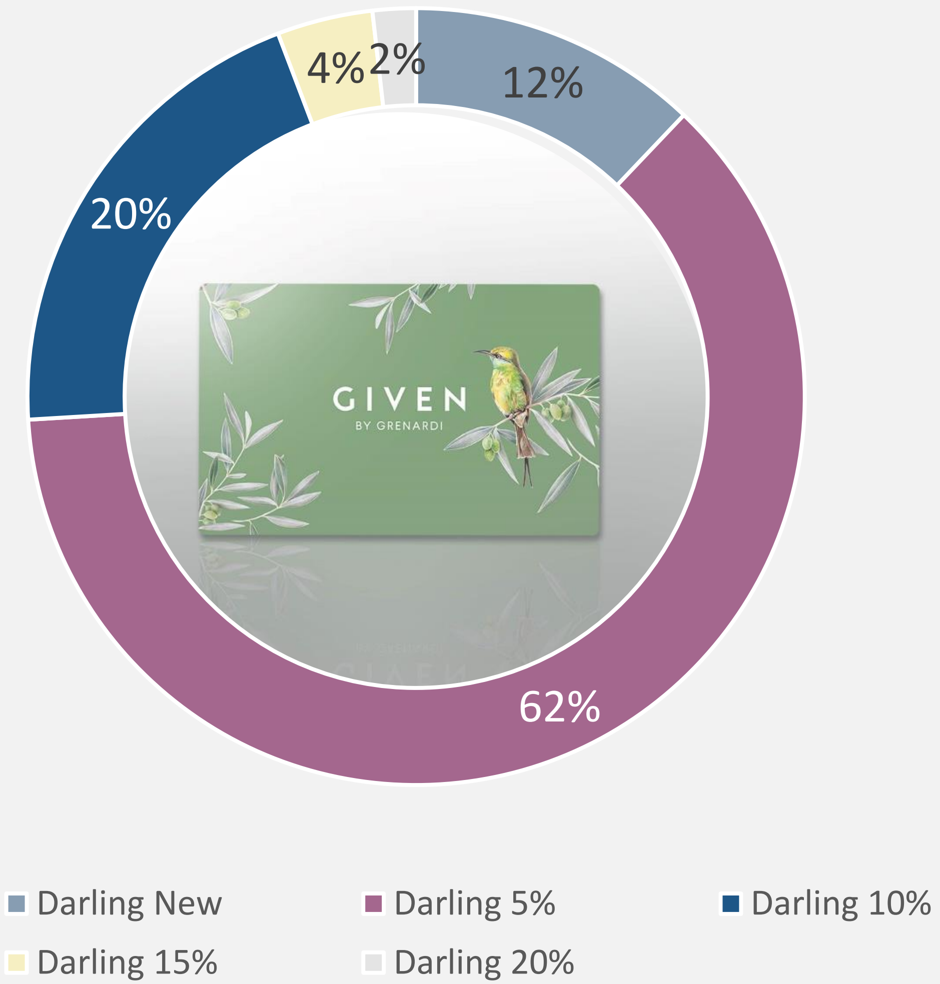
OPTION TO BUY NOW, PAY LATER

LOYALTY PROGRAM

More than 82K
loyal customers

- «Darling» loyalty card system offers different discount levels based on number of past purchases
- Key reasons for purchases: gifts, special occasions, purchases for oneself, impulse purchases

CUSTOMER DISTRIBUTION BY LOYALTY LEVELS (%)



FRESH CONCEPT

1 DISTINCT BRAND IMAGE

Colourful brand image reflected in shop design and brand materials

Active presence in social media and partnerships with influencers

2 WIDE ASSORTMENT

Careful selection of assortment from various partners for different tastes

3 EXCELLENT SERVICE & SHOP CONCEPT

Carefully selected and motivated sales personnel

State-of-the-art learning system

4 COMPETITIVE PRICES & PAYMENT METHODS

Offer to buy now and pay later

On average lower prices

Special monthly sales campaigns

5 LOYALTY PROGRAM

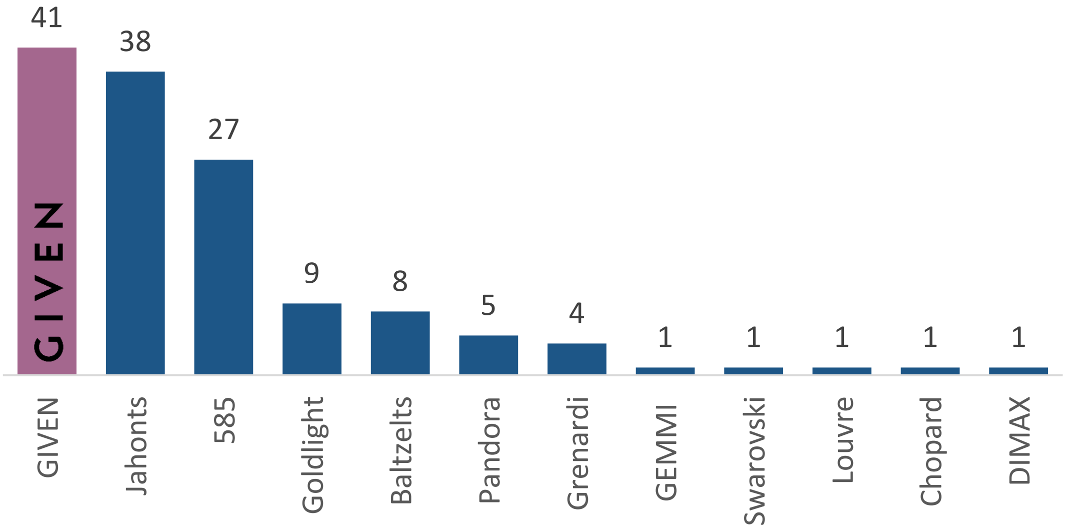
Encourages repeat purchases by giving special offers and discounts

FRESH CONCEPT & DIFFERENTIATED MARKET PLAYER

COMPETITIVE LANDSCAPE

- GIVEN is positioning itself as a more mainstream and modern brand than most of its competitors

NUMBER OF SHOPS IN LATVIA*



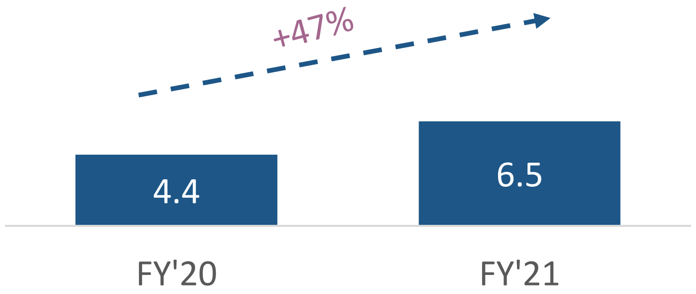
* Information from publicly available sources as of March 31, 2022

GIVEN

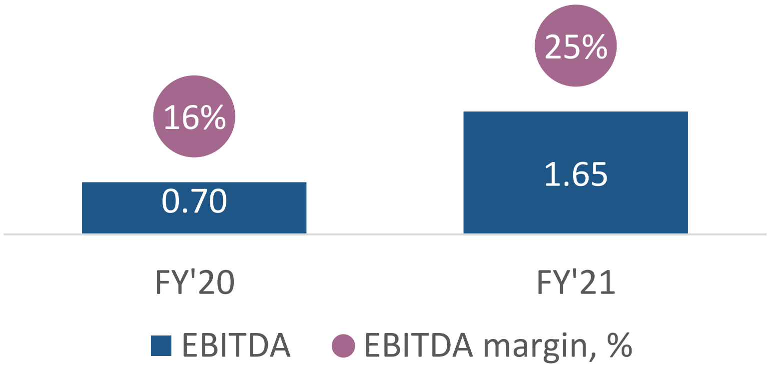
AGENDA

KEY FINANCIAL HIGHLIGHTS

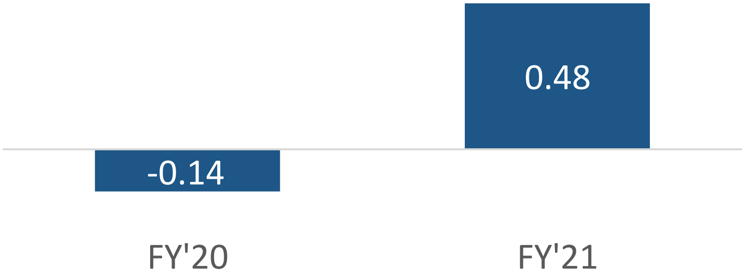
REVENUE (€M)



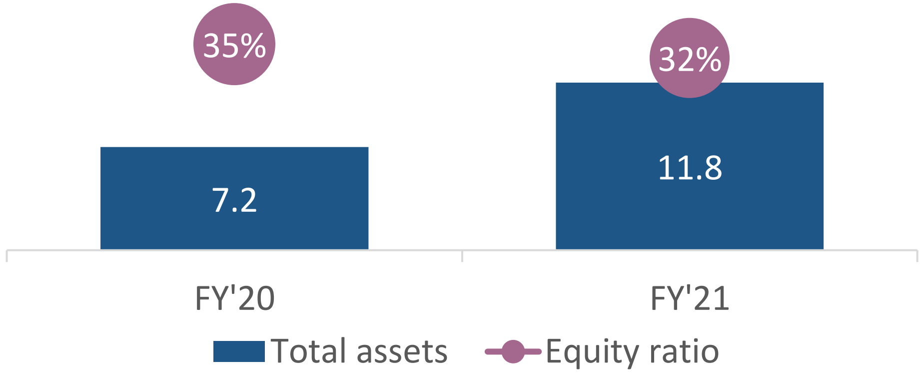
EBITDA (€M) AND EBITDA MARGIN (%)



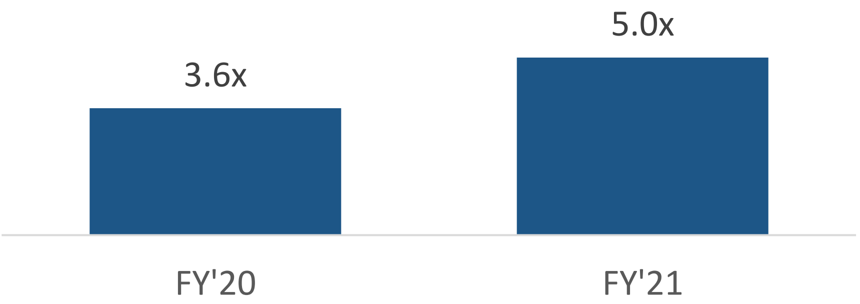
NET PROFIT (€M)



TOTAL ASSETS (€M) AND EQUITY RATIO (%)[1]



INTEREST COVERAGE RATIO (X) [2]



[1]Equity ratio = Adjusted equity (equity + subordinated debt)/ Total assets
[2]Interest coverage ratio = EBITDA / Interest expense

INCOME STATEMENT[1]

EURk	FY'2020	FY'2021
Revenue	4'427	6'517
Cost of goods sold	(2'196)	(2'998)
Gross profit	2'231	3'519
Selling expenses	(1'943)	(2'622)
Administrative expenses	(217)	(600)
Other operating income	9	603
Other operating expense	(15)	(90)
Earnings before interest & tax	66	811
Interest income	1	3
Interest expense	(196)	(330)
Corporate income tax	(10)	(0)
Profit for the period	**(141)**	**484**
EBITDA	702	1'650

1. FY 2021 - the highest revenue in GIVEN's history, by 47% higher than in 2020.
2. Improvement of gross margin resulting from efficiencies in pricing policies and procurement terms.

[1]Consolidated unaudited income statement of AS Given Jewellery, SIA GIVEN Latvia and OÜ GIVEN Estonia and UAB GIVEN Lithuania prepared according to IFRS

STATEMENT OF FINANCIAL POSITION[1]

EURk	FY'2020	FY'2021
Intangible assets	62	134
Fixed assets	837	1'162
Right-of-use assets	2'428	2'705
Financial investment	110	40
Total non-current assets	**3'438**	**4'040**
Inventory	3'491	6'068
Advance payments for goods	20	153
Debtors	252	823
Cash and cash equivalents	41	694
Total current assets	**3'804**	**7'737**
TOTAL ASSETS	**7'241**	**11'778**

EURk	FY'2020	FY'2021
Share capital & subordinated debt	3'131	3'950
Retained earnings	(617)	(133)
Total equity	**2'514**	**3'818**
Loans & Borrowings	820	3'077
Non-current lease liabilities	1'785	1'965
Long-term liabilities	**2'604**	**5'042**
Loans & borrowings	1'161	1'296
Current lease liabilities	704	855
Taxes & other payables	690	751
Total short-term liabilities	**2'123**	**2'918**
TOTAL EQUITY & LIABILITIES	**7'241**	**11'778**

[1]Consolidated unaudited statement of financial position of AS Given Jewellery, SIA GIVEN Latvia and OÜ GIVEN Estonia and UAB GIVEN Lithuania prepared according to IFRS

GROUP'S INVENTORY ANALYSIS

STRONG COLLATERAL – BACKED BY LIQUID INVENTORY WITH STABLE VALUE:

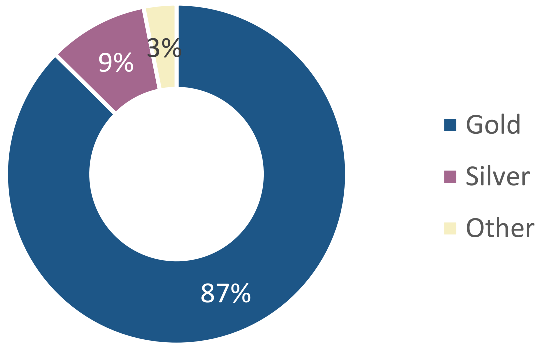
Healthy stock levels:
achieved by efficient inventory management

Stability:
gold – long-standing value

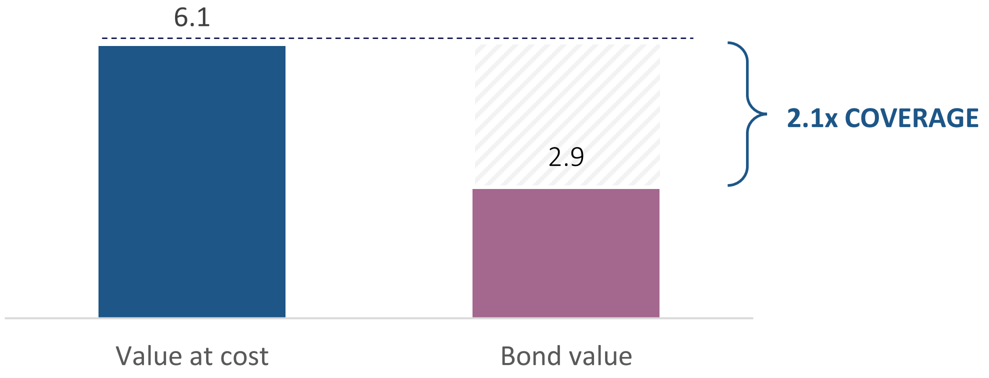
Liquidity:
possibility to remelt gold products and sell at spot price on stock exchange

Precision:
monthly inventory audits in retail locations to ensure precise monitoring of inventory

INVENTORY BY KEY METALS AS OF DECEMBER 31, 2021



INVENTORY VALUE (€M) AS OF DECEMBER 31, 2021[1]



[1]Auditor opinion received confirming the count and value of the inventory of SIA GIVEN Latvia as of September 30, 2021

GIVEN

INVESTMENT HIGHLIGHTS

FASTEST GROWING RETAIL CHAIN IN THE BALTIC STATES[1]	46 SHOPS	22 CITIES
UNIQUE BRANDS AND ESTABLISHED LONG-TERM PARTNERSHIPS	6 UNIQUE BRANDS	~45 LONG-TERM PARTNERS
STRONG COLLATERAL – BACKED BY LIQUID INVENTORY	3.0 €M[2] BOND ISSUE	6.1 €M INVENTORY AT COST AS OF DEC 31, 2021
STRONG FINANCIAL AND OPERATIONAL PERFORMANCE	32% EQUITY RATIO AS AT DEC 31, 2021	25% STRONG EBITDA MARGIN (2021)

[1]Number of shops in the Baltic States as of March 31, 2022
[2]As of the date of listing the bonds


AGENDA

TERM-SHEET

ISSUER	AS GIVEN JEWELLERY
Type of notes	**Senior secured bonds**
Collateral	Commercial pledge on assets of SIA GIVEN Latvia
Seniority of notes	SNDB - Senior Debt
Guarantors	Corporate guarantee from SIA GIVEN Latvia, GIVEN Estonia OÜ
ISIN	LV0000860054
Issue size	EUR 3,000,000
Coupon rate	**6.00%, paid quarterly**
Maturity	30 April 2024, bullet
Nominal value	EUR 1,000
Use of proceeds	Refinancing of the Group's existing liabilities, investment in working capital
Call options	@101% after 1st year, @100 last 3 months before maturity
Financial covenants (based on consolidated data)	• To maintain inventory coverage ratio of at least 1.4x[1] • To maintain consolidated interest coverage ratio of at least 2x[2] • To maintain consolidated equity ratio of at least 30%[3]
Arranger and Certified Adviser	Signet Bank AS
Collateral Agent	ZAB Vilgerts SIA
Admission to trading	Nasdaq Riga First North Bond list

[1] Inventory coverage ratio = (Inventory + Cash) / Financial indebtedness,
[2] Interest coverage ratio = EBITDA / Interest expense,
[3] Equity ratio = (Equity + Subordinated debt) / Assets

CERTIFIED ADVISER

Signet Bank AS acts as the First North Certified Adviser for «AS GIVEN JEWELLERY»

Official name: Signet Bank AS
Registration number: 40003076407
Main field of activity: Banking services
Address: Antonijas iela 3, Riga, LV-1010, Latvia
Web page: https://www.signetbank.com/

Representative

Kristiāna Janvare, CFA
E-mail: Kristiana.Janvare@signetbank.com
Phone: +371 67 081 128

Signet Bank AS is advising «AS GIVEN JEWELLERY» with the preparation of admission documents. The agreement is valid from the day of submitting the application for admission to trading on First North to Nasdaq Riga until the actual first trading day of the Notes on First North platform.

Certified Adviser and employees of the Certified Adviser do not have any direct or indirect shareholdings in the Issuer and are not represented in Board of the Issuer.

INVESTOR RIGHTS[1]

Any Noteholder has the right to receive Coupon and Nominal Value payments in accordance with the Clause 3.2.14 "Coupon payments" and 3.2.15 "Procedure of the Notes repayment", as well as exercise other rights fixed in the Terms of the Notes Issue and Legal Acts of the Republic of Latvia.

Status of the Notes: The Notes rank pari passu with other senior secured obligations of the Issuer. In case of the insolvency of the Issuer, the Noteholders will be entitled to recover their investment on the same terms as other senior secured creditors in the respective claims' group according to the relevant Legal Acts.

Early redemption: Noteholders shall not have rights to demand early redemption of Notes (put option), except in case of occurrence of the events of default in accordance with the Clause 4.2. "Event of default".

Restrictions on free circulation of the Notes: The Notes are freely transferable securities and can be pledged. However, the Notes cannot be offered, sold, resold, transferred or delivered in such countries or jurisdictions or otherwise in such circumstances in which it would be unlawful or require measures other than those required under the Legal Acts.

Representation of the Noteholders: Collateral Agent holds the Collateral on behalf of the new and the existing Noteholders and is authorized to act with the Collateral in favour of all the Noteholders in accordance with the Terms of the Notes Issue and the Collateral Agent Agreement. Noteholders have no rights to act with the Collateral directly, yet at the same time there are no restrictions set for Noteholders' right to create and/or authorize an organization/person that represents the legal interests of all Noteholders or part thereof. In case of the insolvency of the Issuer, every Noteholder has the right to represent their own interests in creditors' meetings. The Noteholders will have equal rights for satisfaction of their claims with other creditors in the same claims' group.

RIGHTS IF ISSUER BREACHES ITS OBLIGATIONS[1]

If the Issuer receives a written notification from the Noteholders representing at least 10% (ten) per cent of the outstanding Notes issue, stating that the Notes owned by the relevant Noteholder(s) have become due and payable, at any time after the event of default has occurred (and as long as the event of default exists), the Issuer shall pay the Nominal value of Notes along with the accrued Coupon and contractual penalty in accordance with Clause 4.3 "Contractual penalty" within 10 (ten) Business Days after the receipt of the notification.

Each of the events or circumstances set out in below shall constitute an event of default:

- Non-payment (Clause 4.2.1.);
- Breach of covenants (Clause 4.2.2.);
- Cross default (Clause 4.2.4.);
- Insolvency or insolvency proceedings (Clause 4.2.5.).

[1]For full overview, please refer to the Terms of the Issue.

RISK FACTORS

IMPORTANT NOTE

BELOW IS A DESCRIPTION OF THE RISK FACTORS THAT ARE MATERIAL FOR THE ASSESSMENT OF THE MARKET RISK ASSOCIATED WITH THE NOTES AND RISK FACTORS THAT MAY AFFECT THE ISSUER'S ABILITY TO FULFIL ITS OBLIGATIONS UNDER THE NOTES. SHOULD ONE OR MORE OF THE RISKS DESCRIBED BELOW MATERIALISE, THIS MAY HAVE A MATERIAL ADVERSE EFFECT ON THE CASH FLOWS, RESULTS OF OPERATIONS, AND FINANCIAL CONDITION OF THE ISSUER AND THE GROUP. MOREOVER, IF ANY OF THESE RISKS MATERIALISE, THE MARKET VALUE OF THE NOTES AND THE LIKELIHOOD THAT THE ISSUER WILL BE IN A POSITION TO FULFIL ITS PAYMENT OBLIGATIONS UNDER THE NOTES MAY DECREASE, IN WHICH CASE THE PROSPECTIVE INVESTORS COULD LOSE ALL OR PART OF THEIR INVESTMENTS.

BEFORE DECIDING TO PURCHASE THE NOTES, PROSPECTIVE INVESTORS SHOULD CAREFULLY REVIEW AND CONSIDER THE FOLLOWING RISK FACTORS, IN ADDITION TO ALL OTHER INFORMATION PRESENTED IN THE TERMS OF ISSUE, AND CONSULT WITH THEIR OWN PROFESSIONAL ADVISORS IF NECESSARY. MOREOVER, PROSPECTIVE INVESTORS SHOULD BEAR IN MIND THAT SEVERAL OF THE DESCRIBED RISK FACTORS CAN OCCUR SIMULTANEOUSLY AND TOGETHER WITH OTHER CIRCUMSTANCES COULD HAVE A POTENTIALLY STRONGER IMPACT ON THE ISSUER OR THE GROUP. THIS IS NOT AN EXCLUSIVE LIST OF RISK FACTORS, AND ADDITIONAL RISKS, OF WHICH THE ISSUER IS NOT PRESENTLY AWARE, COULD ALSO HAVE A MATERIAL ADVERSE EFFECT ON THE ISSUER AND THE GROUP.

IMPORTANT NOTE

THE RISKS INDICATED IN THIS SECTION, IF SOME OR ALL OF THEM MATERIALISE, MAY REDUCE THE ISSUER'S ABILITY TO FULFIL ITS OBLIGATIONS OR CAUSE ITS INSOLVENCY OR RESTRUCTURING IN THE WORST-CASE SCENARIO. THIS SECTION MAY NOT FEATURE ALL THE POTENTIAL RISKS, WHICH MAY AFFECT THE ISSUER AND THE GROUP.

RISK FACTORS (1)

RISKS RELATED TO THE ECONOMIC & REGULATORY ENVIRONMENT

MACROECONOMIC RISK

Changes or a downturn in economic conditions in the Group's principal markets may affect consumer demand for discretionary items due to a decline in disposable income and could have a material adverse effect on the Group's business, financial performance, operating results, liquidity and cash flows.

The Group is engaged in the jewellery retail business with a direct presence in two countries – Latvia and Estonia. However, in the near future the Issuer plans to also start operations in Lithuania, covering all three Baltic countries.

In 2020, the majority of the Group's revenue (94%) was generated in Latvia, while Estonia made up the remaining 6%. During 6 months of 2021, the Group generated 90% of the revenue in Latvia and 10% in Estonia. Therefore, the Group is currently largely dependent on revenue generated in Latvia and, by extension, more dependent on the macroeconomic situation in Latvia. Furthermore, as the Group's plan is to continue operating in the Baltic market only for the foreseeable future, it puts the Group in a position of high geographic concentration, being exposed to only a single market that has similar characteristics within it.

The Baltics, however, are not immune to regional and global macroeconomic fluctuations. Baltic economies are closely linked with the economies of the EU and the euro area. A slowdown in the EU may negatively affect the economies of the Baltic states, causing an adverse effect on the Group's business operations.

The global economy and most industries have seen strong headwinds since the first quarter of 2020, driven by the outbreak of the novel coronavirus Covid-19. Although the Baltic countries also experienced an economic downturn as a result of the Covid-19 pandemic, the recession in Lithuania, Latvia and Estonia was among the lowest in the EU. In 2020, Lithuania, Estonia, and Latvia showed real GDP contraction of 0.8%, 3.0%, and 3.6%, respectively.

While the Baltic economies have demonstrated faster than expected recovery during 2021 and economists generally expect solid economic performance in 2022 as well, overall uncertainty in light of the Covid-19 pandemic remains elevated and actual economic growth rates could turn out to be significantly lower and/or inflation could become higher, resulting in lower than expected demand for the Group's products and/or higher cost base, and thus lower business and financial performance of the Group.

COVID-19 RISK

The Covid-19 pandemic has materially adversely impacted and disrupted, and may continue to materially adversely impact and cause disruption to the Group's business, financial performance, operating results, liquidity and cash flows . For instance, during Q1 2021 there was a full lockdown where all GIVEN shops in Latvia were closed. Starting from April 2021, 65% of GIVEN shops in Latvia were open, while shops in larger shopping malls were opened two months later. While the Group is mitigating the risk of complete business disruption by having shops in different regions, it is not possible to exclude similar or even greater negative effects from Covid-19 in the future.

The retail segment has been one of the most significantly affected by the pandemic. Covid-19 poses a risk to the Group's employees, customers, suppliers, and communities in which the Group operates. Lockdown measures and other similar restrictions have resulted in temporary shop closures, modified shop operating hours, a decrease in customer traffic, work stoppages, slowdowns and delays, as well as travel restrictions, cancellation of events and disruptions to the Group's supply chain, among other effects, thereby negatively impacting the Group's operations.

Fully or partially closed shops due to waves of restrictions imposed by the government have left a significant negative impact on the revenue of the Group. During the lockdown and periods when only a limited number of shops were open, the increase in revenue from the Group's e-commerce platform was not sufficient to fully offset the overall decline in revenue due to shop closures.

The vaccination rates in the Baltics, especially in Latvia, have been among the lowest in the European Union and, thus, the current or next waves of the Covid-19 pandemic may hit the region disproportionately harder. Therefore, the likelihood of future lockdowns or severe restrictive measures may not be ruled out. Even if the shops are allowed to remain open, social distancing and other policies implemented to slow the spread of Covid-19 may impact the operation and appeal of the Group's shops. Thus, any further closures of retail shops or other restrictions as a result of government actions, could have an adverse effect on the Group's financial position and cash flows, and may affect its ability to meet the financial obligations. Furthermore, since people spend more time at home and are not socialising, the demand for jewellery may also decrease, as people are not dressing up to meet others.

There may be a further decrease in demand for the Group's products in the event of further resurgences of Covid-19 or the occurrence of other pandemics, public health emergencies or threats, any of which may necessitate regulatory responses, resulting in temporary shop closures, modified shop operating hours, a decrease in customer traffic, work stoppages, slowdowns and delays, any of which may materially adversely affect the Group's business, financial condition and results of operations.

REGULATORY RISK

The Group is subject to Latvian and Estonian national and EU laws and regulations that regulate retailers generally, consumer rights protection, personal data processing, prevention of money laundering and terrorism and proliferation financing or govern the industry in which the Group operates. Any uncertainty as to regulatory trends or changes in policies in relation to the Group's industry may delay or prevent the achievement of the strategic plans or increase the cost of implementing such plans. The sale of the Group's products and the provision of services are subject to a high level of regulation and oversight applicable to the consumer sector.

The Group complies with all legislative requirements and other regulations as at the date of the Terms of Issue. Legislation and other regulations may change however, and the Management cannot guarantee that in such cases it would be able to comply immediately, without material measures, with the requirements of changed legislation or other regulations. Adapting the Group's operations to any of the changes described above may incur costs for the Group that are difficult to anticipate, which in turn may have a material adverse effect on the Group's business, results of operations, and financial condition.

RISK FACTORS (2)

RISKS RELATED TO THE ECONOMIC & REGULATORY ENVIRONMENT

CHANGES IN CUSTOMS REGULATIONS

The majority of the Group's products are manufactured in Italy, Russia, Turkey and Hong Kong . With respect to the import of goods from countries that are not members of the European Union, the Group must comply with national and European foreign trade and customs regulations and, inter alia, pay statutory custom duties when the products enter the territory of the EU.

The change in legal acts and interpretation of regulations by various state agencies in the respective countries may cause delay, penalties and in the worst-case scenario the arrest of cargo. The event of changes in customs regulations may have an adverse effect on the Group's business and financial condition.

TAXATION RISK

The Group currently operates in two countries (Latvia and Estonia) with different sets of tax regimes and plans to start operations in a third country (Lithuania). Changes to local tax regimes, particularly in payroll taxes, or challenges to the current tax structures of the Group's business could have a material adverse effect on its business, financial condition, or results of operations. Additionally, certain tax positions taken by the Group require the judgement of Management and, thus, could turn out to be inefficient or challenged by tax authorities due to the possible erroneous interpretation of tax legislation.

ANTI-MONEY LAUNDERING BREACH RISK

The Issuer is subject to anti-money laundering laws and related compliance obligations in most of the jurisdictions in which it does business. The Group has put in place an anti-money laundering policy, which the Group applies in all of its countries of operation. The Group has also adopted local anti-money laundering policies and procedures in all of its countries of operation. However, these policies and procedures may not prevent all possible breaches of law. Country managers and other appointed persons in each jurisdiction are responsible for money laundering prevention and compliance. The Group is required to comply with anti-money laundering regulations that are generally less restrictive than those that apply to banks. If the Group is not in compliance with relevant anti-money laundering laws, it may be subject to criminal and civil penalties and other remedial measures.

Although the Issuer invests significant resources in its anti-money laundering program and tools, any penalties, remedial measures or investigations into any potential violations of anti-money laundering laws could harm the Group's reputation and may have a material adverse effect on its business, financial condition, results of operations, prospects and cash flows. Further, anti-money laundering regulations may become at least as restrictive as those that apply to the banks, which will have a material adverse effect on the Group's business, financial condition, results of operations, prospects and cash flows.

PRIVACY AND DATA PROTECTION BREACH RISK

The Group's business is subject to a variety of laws and regulations that regulate user privacy issues, data protection, advertising, marketing, disclosures, distribution, electronic contracts and other communications, consumer protection and online payment services. Severity of consequences in case of non-compliance with the said privacy laws may differ from country-to-country.

The introduction of new products or the expansion of the Group's activities in certain jurisdictions may subject the Group to additional obligations under privacy-related laws and regulations.

Existing and proposed laws and regulations can be costly to comply with and can delay or impede the development of new products, the expansion into new markets, result in negative publicity, increase the Group's operating costs, require significant management time and attention, and subject the Group to inquiries or investigations, claims or other remedies, including demands which may require the Group to modify or cease existing business practices and/or pay fines, penalties or other damages. This may have a material adverse effect on the Group's business, financial condition, results of operations, prospects and cash flows.

Although the Group has adopted and continues to adopt appropriate technical and organizational measures (for instance, adopting internal documents (policies, procedures, risk assessments, etc.) regulating privacy matters, conducting trainings od employees, appointing personal data protection officers, etc.) to ensure compliance with applicable privacy laws and regulations, the Group cannot guarantee that its employees will comply at all times with such laws and regulations. If the Group's employees fail to comply with such laws and regulations in the future, the Group may become subject to fines or other penalties which may have an adverse impact on its reputation, business, financial condition, results of operations, prospects and cash flows.

RISK FACTORS (3)

RISKS RELATED TO THE GROUP'S BUSINESS AND INDUSTRY

RISK OF FLUCTUATIONS OF PRICES OF PRECIOUS METALS

The jewellery industry is subject to fluctuations in the prices of gold, silver and diamonds and, to a lesser extent, other precious and semi-precious stones. Even though the Group does not generally directly purchase the metals and other components of the jewellery it sells, price increases and the availability of gold, silver, diamonds and other precious metals are reflected in the manufacturing and assembling prices that the Group pays to its suppliers and could have a material adverse effect on the Group's business, financial condition and results of operations.

Variations in gold prices have the greatest impact on the Group, as gold made up 80% of the Group's inventory, while silver constituted only 17% of the Group's inventory as of 30 September 2021.

Furthermore, the proportion of the price of gold in the total price that the Group pays for a given piece of jewellery is higher than the proportion of the price of silver and other precious metals. The Group does not enter into any hedging arrangements related to the price of precious metals.

The price of gold has significantly increased during 2020 - from USD 1522.8 at the end of 2019 to USD 1894.4 at the end of 2020. As on 30 September 2021, the spot price of gold was USD 1758.3. While the rising gold price positively affects the value of the Group's inventory, in the event of a continued increase in the price of gold, the Group may be unable to continue to find new ways to sell affordable jewellery or may be unable to pass on the increasing costs to its customers. Increases in the prices of precious metals could threaten to price some of the Group's customers out of this market segment. These customers may decide to switch to the more accessible goods or non-precious segment at a lower price point. This would negatively affect the revenue, financial position and cash flows of the Group.

RISK OF AVAILABLE RETAIL SPACE

As on 30 September 2021, 37 of the 38 Group's shops were located in shopping centres, with the remaining located in other standalone locations with relatively high consumer traffic.

In cases when the Group's shops are located near other retail shops, they benefit from the latter's ability to generate consumer traffic in the vicinity of the Group's shops. In particular, the Group's sales are subject to a significant degree to the volume of customer traffic in shopping centres where its shops are located. A shopping centre's failure to attract popular retail brands could lead to low traffic into the centre and consequently to the Group shops. Similarly, vacancies in shopping centres or shop closures by other retailers may also decrease customers' interest in visiting particular shopping centres. This in turn would have an adverse effect on the Group's customer traffic, sales and consequently its financial position.

Furthermore, the Group may not be able to continue to secure strategic locations for its shops in shopping centres or other desired locations. The performance of the Group's shops depends on the location of such shopping centres and the customer traffic they generate. In order to generate customer traffic, the Group places many of its shops in prominent locations within shopping centres, favouring locations that are positioned strategically to best capture customer flows. However, the Group cannot control the availability of appropriate locations or their cost. The Group also faces competition for prominent locations from other retailers who may be preferred by shopping centre operators or property owners.

If the financial condition of the Group deteriorates or if the relationship with key shopping centre operators or property owners is adversely affected, the Group may not have the opportunity, or be able, to obtain new key locations and continue to maintain existing ones. The Group may be unable to renew the current lease agreements on favourable terms or at all in the future.

All of these factors relating to the Group's ability to secure high-quality locations could have a material adverse effect on the reputation, business, financial condition and results of operations of the Group.

SEASONALITY RISK

The Group has historically achieved and also expects to achieve in the future, higher sales and profitability in the fourth quarter of the calendar year due to the end-of-year holiday season. Sales in December for the Group are usually two times higher than in other months. This affects the Group's working capital, liquidity and inventory levels.

Furthermore, demands on the Group's product distribution and delivery network also fluctuate during the year in response to seasonal trends in the business. If the Group experiences lower-than-average results during the usual peak periods, for example due to extreme weather discouraging or preventing customers from visiting the shops or other effects beyond the Group's control, such as the Covid-19 pandemic, the adverse impact on the full-year results may be substantial.

In addition, if sales during the Group's peak trading periods are significantly lower than expected, the Group may not be able to adjust its expenses in a timely fashion and thus end up with relatively high inventory levels that could leave a negative impact on the Group's liquidity position. As a result, the Group may take certain actions, such as reducing inventory purchases for the forthcoming quarters, which may reduce the bargaining position with some of the suppliers and have an adverse effect on the financial position of the Group.

RISK OF CHANGES IN CONSUMER PREFERENCES

Jewellery is subject to changing consumer tastes and preferences. The Group's success depends in large on its ability to gauge, react and adapt to changing consumer demands in a timely manner and adjust the assortment accordingly. The products must appeal to a range of customers whose preferences cannot always be predicted with certainty.

The Group positions itself as more accessible and modern brand than most of the other competitors, however, this segment could still be susceptible to changes in fashion trends and customer preferences and such changes could adversely impact the Group's business and financial results.

Any failure to anticipate, identify or respond effectively and swiftly to changes in consumer preferences and demand could adversely affect sales and the results of the Group's operations.

RISK FACTORS (4)

RISKS RELATED TO THE GROUP'S BUSINESS AND INDUSTRY

In addition, customers' attitudes toward gold, silver, other precious metals and gemstones could also influence the Group's sal es. Attitudes could be affected by a variety of factors, including concern over the source of raw materials, the impact of mining and refining of minerals on the environment, labour conditions in the supply chain. Any of these factors could adversely affect customers' perceptions of and preferences for precious jewellery and hence have a material adverse effect on the Group's bus iness, financial condition and results of operations.

RISK FROM USE OF SOCIAL MEDIA AND INFLUENCERS

There has been a marked increase in the use of social media platforms and similar devices or other forms of internet-based communications which allow individual access to a broad audience of consumers and other interested persons. Consumers value readily available information concerning retailers, manufacturers and their goods and services and often act on such information without further investigation, authentication and without regard to its accuracy.

Therefore, the opportunity for the dissemination of information, including inaccurate information, is significant. Information concerning or affecting the Group may be posted on such platforms and devices at any time. Such information posted may be inaccurate and convey negative information about the Group, and may harm its brand image and business. Often the harm may be immediate without affording the Group an opportunity to redress or correct this issue before there has been a reaction from the public. Additionally, the Group bears a reputation risk from social media influencers with whom the Group has worked or is working, regardless of whether it is connected to their sponsorship of the Group's products, and the worsening of their reputation may negatively impact the reputation or the perception of the Group's brand.

The Group also uses social media platforms as marketing tools. For example, the Group maintains an official Instagram account where it posts updates regarding its newest products and events. However, as laws and regulations rapidly evolve to govern the use of these platforms and devices, the failure by the Group to abide by applicable laws and regulations in the use of these platforms and devices could adversely impact the business or subject the Group to reputational damage, fines or other penalties. Any of these risks could have a material adverse effect on the Group's business, results of operations and financial condition.

RELATIONS WITH KEY VENDORS AND SUPPLY CHAIN RISK

The Group does not manufacture its products, but instead sources them from various third-party manufacturers, mainly in Italy, Russia, Hong Kong, and Turkey, which produce the merchandise according to the Group's specifications . In total, the Group has around 50 different partners from 14 countries around the world. In 2020 approximately 61% of Given Group's supply by value was manufactured by 15 suppliers. The Group also relies on arrangements with third-party shipping companies for the delivery of its products.

Accordingly, the Group relies on third parties to manufacture and transport its products over large geographical distances. Any disruption to the supply chain caused by issues with the Group's suppliers can have an adverse effect on its inventory levels, assortment of products, revenues, financial condition and the Group's competitive position.

Delays in manufacturing of the Group's products or in shipment, or interruption of delivery of the products due to the unavaila bility of input materials, personnel, factory capacity or transportation, work stoppages, delays in customs inspections, political i nstability, security requirements or other factors beyond the Group's control, and costs and delays associated with transitionin g between suppliers, could adversely impact the Group's ability to meet consumer demand and may result in fewer sales. Any of these risks could have a material adverse effect on the Group's business, results of operations and financial condition.

INVENTORY MANAGEMENT RISK

The Group maintains a certain level of inventory in order to ensure the optimal flow of the inventory and the ability to satisfy customer demands. In the jewellery industry, the inventory can typically move slowly with a high number of inventory days. Therefore, it is important for the Group to optimise the inventory levels accordingly.

The Group's inventory level as of 30 September 2021 was EUR 4.8 m, constituting around 70% of the Group's total assets.

In the event of high levels of unsold stock, the Group could be required to sell some of its products at lower prices, which could negatively affect the Group's operating profits and have a materially adverse impact on its business and financial condition.

Alternatively, the Group may underestimate the popularity of one product compared to another and stock its shops inadequately as a result. To be responsive to shifting customer tastes, the Group must manage its product selection and inventory levels closely. The Group often places orders with its suppliers several months prior to delivery and frequently before market factors are known. If the Group misjudges, fails to identify or fails to react swiftly to changes in consumer preferences, its sales could decrease and the Group could see a significant increase in its inventories. Conversely, if the Group underestimates consumer interest in its products, it may experience inventory shortages, unfulfilled orders, increased distribution costs and lower revenue and profitability than the Group could otherwise have achieved.

Nevertheless, the Group also has the possibility to remelt and then sell its inventory of gold items in the secondary market, ma inly to dealers of precious metals. However, there is no guarantee that the selling price of the remelted stock will be equivalen t to the cost if purchasing the stock.

RISK OF THEFT OR MISAPPROPRIATION OF FUNDS AND PRODUCTS IN THE SHOPS

In the ordinary course of the Group's business, the Group is exposed to risks of theft of products in its shops and at its warehouses. Products may also be misappropriated during transportation. If a theft incident takes a violent turn, the Group may suffer reputational damage and its customers may become less inclined to visit the Group's shops, which could have an adverse impact on the business. Furthermore, the Group could suffer financial losses resulting in the loss of inventory, and the value of the Collateral Notes would also decline.

RISK FACTORS (5)

RISKS RELATED TO THE GROUP'S BUSINESS AND INDUSTRY

In addition, from time to time the Group may experience the misappropriation of funds in its shops or at other levels of the business, including by the employees. The Group may fail to put the requisite level of monitoring and systems of internal control in place to enable the Group to detect any such theft or misappropriation. This could have a material adverse effect on the Group's business, financial condition, results of operations, value of Collateral, as well as reputation.

INTELLECTUAL PROPERTY RISK

The Group has brands and intellectual property rights that cover the products and services the Group offers, including trademarks and domain names. Therefore, the Group is dependent on its ability to protect and promote its brands and other intellectual property rights. At the moment, the Group has a registered figurative trademark in Latvia containing the verbal part "G Given by Grenardi" and submitted an application of a figurative and a verbal trademark containing the brand name "Given".

The Group cannot guarantee that it is aware of all intellectual property rights of third parties that its products and services may infringe upon, and that its intellectual property rights may not be challenged by third parties in the future, including competitors. The Group may, for instance, be subject to intellectual property claims with respect to products that resemble some of its competitors' designs and models.

If a court were to determine that one or more of the Group's products or services infringe upon intellectual property rights held by others, the Group could be required to cease providing these products or services or pay damages or royalties to holders of such intellectual property rights. Given Group also cannot guarantee that third parties will not infringe upon its intellectual property rights, for instance by using its trade names.

Should the Group's intellectual property rights be challenged or infringed upon, or should the Group infringe upon the intellectual property rights of others, this may have an adverse effect on its business, results of operations and financial condition.

FINANCIAL LEVERAGE RISK

Historically, the operations of the Group have mainly been financed through shareholder funds and bank loans. The bank loan will be repaid from the proceeds from the Notes, while majority of loans from shareholders will be subordinated to the Notes.

Nevertheless, while the capitalization as at 30 June, 2021 was 62%, the financial leverage of the Group will increase as a result of the Notes issue, which could result in negative consequences for the business and operations. Such consequences would include, but are not limited to: requiring the Group to dedicate a substantial portion of its cash flow to payments on the debt, increasing vulnerability to a downturn in business or general economic conditions, placing the Group at a competitive disadvantage relative to competitors with lower leverage, limiting flexibility in reacting to competition or changes in the business or industry.

Any of these or other consequences or events could have a material adverse effect on the Group's ability to satisfy its obligations on Financial Indebtedness.

DEPENDENCE ON MANAGING EMPLOYEE RISK

Retention of senior management is important in the Group's business due to the limited availability of experienced and talented retail executives. If the Group were to lose the services of members of its senior management team and be unable to employ suitable replacements in a timely manner, its business, results of operations and financial condition could be materially and adversely affected.

In the future, the Group's activities will be affected by its ability to attract, preserve, and motivate highly qualified and experienced personnel. There is relatively high competition for personnel with the relevant skills and experience in the Baltics. To retain and motivate its employees, the Group plans to grant employee stock options to its key senior management.

OPERATIONAL RISKS

Operational risk is a possibility of experiencing losses due to insufficient or unsuccessful internal processes, personnel management, systems, or external circumstances. Thorough personnel selection is carried out, accurate descriptions of job duties are compiled, division of duties is coordinated, which allows the Group and Management to reduce operational risks.

GROWTH AND EXPANSION RISK

The Group is in an active expansion phase – over the past 12 months the Group opened 12 new shops, and it also plans to continue rapid expansion by opening new shops throughout the Baltics during the coming few years. Implementing the Group's growth strategy requires significant additional investments, primarily in inventory. If the new shops do not prove to be as successful as expected, the Group could face liquidity problems and challenges in serving its Financial Indebtedness.

Additionally, the Group competes with other regional retailers for shop locations. As a result, the Group may not be able to secure attractive sites for new shops. If the Group fails to identify and lease attractive shop locations, attract and hire skilled sales staff or implement the required infrastructure, the Group's expansion plans may slow down, and the intended increase of the Group's market share may fail to materialise.

The Group expects the complexity of its operations to increase as the Group continues to implement the growth strategy. Such increased complexity will require the Group to further expand and develop its operational capabilities and grow, train and manage its new employee base. Developing and refining the internal management systems, compliance tools, risk monitoring structures and financial controls required to manage the Group's future growth could place high demands on the Group and strain its resources.

Delays in improving these systems and in reaching an appropriate level of staffing may result in business and administrative oversights and errors, which may also lead to higher operating expenses.

RISK FACTORS (5)

RISKS RELATED TO THE GROUP'S BUSINESS AND INDUSTRY

Future growth could make it difficult for the Group to adequately predict the expenditures it will need to make in the future. Any such growth may also place increased burdens on the Group's suppliers, as the Group will likely increase the size of the orders. The Group may not be able to anticipate all the demands that its expanding operations will impose on the Group's business, personnel, systems and controls and procedures, and the Group's failure to appropriately address such demands could have a material adverse effect on the business.

COMPETITION RISK

While the Group has found its unique market segment and positioning, becoming one of the largest retail chains in Latvia, the overall competition in the Baltic jewellery market is relatively high. There is a risk that any of the Group's existing competitors could change their market positioning, directly targeting the Group's market segment and/or pursue a more aggressive expansion strategy, thus leaving an adverse impact on the Group's business and financial performance. Additionally, there is a risk that new notable market players not yet present in the Baltics could enter the market, thus creating additional competition for the local market players.

BRAND IMAGE RISK (REPUTATION RISK)

Brand image has significant importance in the jewellery industry and can contribute to the success of the business by attracting customers to the shops and generating visits to the e-commerce platform. Brand image is also important for a successful expansion strategy. It requires the Group to make additional investments in areas such as marketing and advertising, as well as the day-to-day investments required for shop operations, website operations and employee training. Maintaining, promoting and positioning the Group's banners will largely depend on the success of the Group's design, marketing and merchandising efforts, and the ability to provide a good customer experience and identify products and fashion trends that meet the expectations of the Group's target customers. The Group's brands could be adversely affected if the Group fails to achieve these objectives or if its public image or reputation were to be affected by negative publicity.

IT SYSTEMS RISK

The Group depends on IT systems for conducting several aspects of its operations, including processing customer transactions, managing purchases, inventory, "buy now, pay later" process, monitoring the performance of the Group's shops, managing the Group's internal financial operations and administrating the e-commerce platforms .

Accordingly, any failures and disruptions in the Group's key information systems may cause revenue to decrease and operating expenses to increase, which could have a material adverse effect on the Group's business, financial condition and results of operations.

E-COMMERCE RISK

The Group believes that its E-commerce platforms will play an increasingly important role in its business in the future..The Group faces certain risks related to E-commerce. E-commerce activity relies on third-party computer hardware and software services.

The Group's E-commerce platform may become unstable or unavailable due to necessary upgrades or the failure of IT systems caused by computer viruses, telecommunication failures, cyberattacks and similar disruptions, or the disruption of internet service, whether for technical reasons or due to other causes.

Any such failure or disruption could undermine customer confidence in the reliability of GIVEN Group's E-commerce platform services and place it at a competitive disadvantage.

There is also a need to keep up-to-date with rapid technological changes and implement new functionalities on the Group's e-commerce platforms, which creates a risk of unexpected costs being incurred in connection with the development of the Group's E-commerce platform. There is a risk that customers will find the Group's E-commerce websites difficult to use and thus use them less than expected.

Furthermore, the Group bears liability for online content published on its E-commerce platforms. The Group is also liable for any security breaches, consumer privacy concerns, online credit card fraud and problems with adequately securing our payment systems related to the operation of its E-commerce platforms.

Failure to respond accordingly to these risks and uncertainties could reduce E-commerce revenue as well as have a detrimental effect on the brands, reputation and prospects.

CREDIT RISK OF CLIENTS

Similar to some of the Group's peers in developed countries, the Group also offers a "buy now, pay later" service to its clients. In Q3 2021, the Group plans to introduce its service "buy now, pay later" on its e-commerce platforms. During the first 6 months of 2021, such sales only constituted 2% of the Group's sales; however, the share of the Group's customers using this service could increase in the future.

The Group uses an internal scoring model to evaluate the customer's creditworthiness and always makes sure that the first down-payment exceeds the cost of the product to the Group, thus limiting its credit risk exposure. Nevertheless, this service exposes the Group to the credit risk of its customers, as the Group is subject to the risk that its customers will not pay or will delay payment for the products and services purchased. Worsening payment discipline among the Group's customers could have a material adverse effect on the Group's financial condition and results of operations.

RISK OF NATURAL DISASTERS AND OTHER BUSINESS DISRUPTION

The Group's operations are vulnerable to damage or interruption from various natural disasters and business disruptions, such as fire, flood, power losses, telecommunication failures, terrorist attacks, acts of war, human error, and other events. A significant natural disaster could have a material adverse impact on the Group's ability to conduct business, and its insurance coverage may be insufficient to compensate losses that may occur. Although the Group has implemented business continuity plans, acts of terrorism, war, civil unrest, violence or human error could cause disruptions to the Group's business or the economy as a whole. Any of these occurrences may have a material adverse effect on the Group's business, financial condition, results of operations and cash flows.

RISK FACTORS (6)

RISKS RELATED TO THE GROUP'S BUSINESS AND INDUSTRY

EMPLOYEE RISK

As on 30 September 2021, the Group operates with 118 full-time employees, of whom 110 are located in Latvia and 8 in Estonia.

The Group's employees are a significant part of the overall customer experience and brand image of the Group, thus it is of high importance for the Group to have a professional and highly skilled team of employees with low employee turnover rate. To retain and motivate its personnel, the salary of sales personnel consists of a fixed part and variable part tied to the monthly sales made by the seller and its team. In addition, employees are offered special prices on its products.

Additionally, considering the Group's expansion plans, it will be necessary to attract a relatively large number of new employees. The Group may be unable to attract enough skilled employees that would fit the needs and the corporate culture of the Group. Training of the new employees also takes time and resources. As the Group operates in various regions and cities, it might be difficult to source employees locally for the respective job roles due to a mismatch of skills and job requirements. Additionally, the Group plans to expand its operations in Lithuania, where the Group has no previous presence and has not yet established its brand name. In this case, the Group faces risks related to entering a new labour market.

Any difficulties in attracting new employees could have an adverse effect on the Group's service quality and reputation, business, results of operations and financial condition.

RISK FACTORS (7)

RISKS RELATED TO NOTES

NOTES REPAYMENT RISK

The Notes will rank pari-passu with other senior Secured Financial Indebtedness of the Issuer. After the Notes issue, the Group's only Secured Financial Indebtedness apart from the Notes will be a bank guarantee in the amount of EUR 250,000; however, the Group is not prohibited from pledging assets in favour of other creditors in the future if the Financial Covenants under the Terms of the Issue are met.

In the case of the Issuer's insolvency, Noteholders have the same right to receive their investment as other creditors of the relevant group in accordance with applicable local regulatory enactments. There are no contracts or other transaction documents, which would subordinate the claims of Noteholders to other secured obligations of the Group.

The Issuer may not have the ability to repay or refinance these obligations. If the maturity date occurs at a time when other arrangements prohibit the Issuer from repaying the Notes, it could try to obtain waivers of such prohibitions from the lenders and holders under those arrangements, or the Issuer could attempt to refinance the borrowings that contain the restrictions. If the Issuer fails to obtain the waivers or refinance these borrowings, it would be unable to repay the Notes.

LIQUIDITY RISK

Neither the Issuer nor any other person guarantees the minimum liquidity of the Notes. Thus, the Potential Investors should take into account the fact that they may not be able to sell or may face difficulties in selling their Notes on the secondary market at their fair market value or at all.

DELISTING RISK

After registration of the Notes the Issuer plans to request admission to trading of the Notes on the Multilateral Trading Facility (MTF) First North operated by Nasdaq Riga.

There is a risk that Nasdaq Riga will not accept the Notes to be admitted to trading on First North or order that the Notes are delisted from First North before maturity after admission to trading has taken place due to changes in legal acts, including Nasdaq Riga regulations, or recommendations by the FCMC.

PRICE RISK

The development of market prices of the Notes depends on various factors, such as changes of interest rates, central bank policies, overall economic development, or demand for the Notes.

The Notes bear a fixed interest rate. Thus, Potential Investors who seek to sell the Notes before their final maturity are exposed to interest rate risk: if the market interest rate increases, the price of fixed rate Notes typically declines.

Neither the Issuer, nor any other person undertakes to maintain a certain price level of the Notes. The Potential Investors are thus exposed to the risk of unfavourable price development of their Notes if they sell the Notes prior to final maturity. If Potential Investor decides to hold the Notes until maturity, the Notes will be redeemed at their Nominal Value.

EARLY REDEPMTION RISK

According to the Terms of Issue, the Notes may be redeemed prematurely at the initiative of the Issuer. If the early redemption right is exercised by the Issuer, the rate of return from the investment into the Notes may be lower than initially expected, as the Potential Investor might not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on such Notes being redeemed. The Group's redemption right may also adversely impact the Potential Investor's ability to sell such Notes.

TAX RISK

Tax rates and tax payment procedure applicable at the moment of purchase of Notes to the tax residents, non-residents of Latvia, and residents of other countries may change. The Issuer will not compensate the increase in taxes to Potential Investors, therefore Potential Investors may receive smaller payments related to Notes.

RESOLUTIONS OF NOTEHOLDERS RISK

The majority resolution of the Noteholders is binding on all Noteholders. Thus, a Noteholder is subject to the risk of being outvoted by a majority resolution of the other Noteholders. As such, certain rights of such Noteholder against the Issuer may be amended or reduced, or even cancelled, without its consent.

RISK FACTORS (8)

RISKS RELATED TO COLLATERAL AND GUARANTEES

RISKS ASSOCIATED WITH THE COLLATERAL AGENT AGREEMENT

The Noteholders are represented by the Collateral Agent in all matters relating to the Collateral. There is a risk that the Collateral Agent, or anyone appointed by it, does not properly fulfil its obligations in terms of perfecting, maintaining, enforcing or taking other necessary actions in relation to the Collateral. Subject to the terms of the Collateral Agent Agreement, the Collateral Agent is entitled to enter into agreements with a third party or take any other actions necessary for the purpose of maintaining, releasing or enforcing the Collateral or for the purpose of settling, among others, the Noteholders rights to the Collateral.

RISKS ASSOCIATED WITH VALUE OF THE COLLATERAL

The value of the Collateral is not fixed and is subject to changes in several factors, primarily, changes in gold and precious metal prices, which can be unpredictable and are out of the Group's control. Thus, the value of the Collateral might decline along with the fluctuations of prices of gold and other precious metals.

Additionally, if a sudden necessity to sell the Collateral were to arise, the Group might be forced to sell the Collateral at a discount on its market value and derive less value than expected from it.

Moreover, the Collateral structure could change over time due to changes in the Group's inventory and overall asset structure. Additionally, the Collateral is subject to damage defects, and the risk of theft. The jewellery can get damaged which could affect the resale value, if such a necessity were to arise. Any of these risks related to the Collateral can negatively affect the value of the Collateral and the Group's ability to meet its obligations under the Notes.

THE COLLATERAL AND THE GUARANTEES WILL BE SUBJECT TO CERTAIN LIMITATION ON ENFORCEMENT AND MAY BE LIMITED BY APPLICABLE LAW OF SUBJECT TO CERTAIN DEFENCES THAT MAY LIMIT ITS VALIDITY AND ENFORCEABILITY

The Collateral and the Guarantees provide the Collateral Agent, acting for the benefit of the Noteholders, with a claim against the relevant Collateral Provider and the Guarantor. However, the Collateral and the Guarantees will be limited to the maximum amount that can be guaranteed by the relevant Collateral Provider without rendering the relevant Collateral and Guarantee voidable or otherwise ineffective under applicable law, and enforcement of each Collateral and Guarantee would be subject to certain generally available defenses.

Enforcement of any of the Collateral and the Guarantees against any Collateral Provider will be subject to certain defences available to Collateral Providers in the relevant jurisdiction. Although laws differ among jurisdictions, laws and defences generally include those that relate to corporate purpose or benefit, fraudulent conveyance or transfer, voidable preference, insolvency or bankruptcy challenges, financial assistance, preservation of share capital, thin capitalization, capital maintenance or similar laws, regulations or defenses affecting the rights of creditors generally. If one or more of these laws and defenses are applicable, a Collateral Provider may have no liability or decreased liability under its Collateral and Guarantee depending on the amounts of its other obligations and applicable law.

There is a possibility that the entire Guarantee or Collateral may be set aside, in which case the entire liability may be extinguished. If a court decided that a Guarantee or Collateral was a preference, fraudulent transfer or conveyance and voids such Guarantee or Collateral, or holds it unenforceable for any other reason, the Noteholder may cease to have any claim in respect of the relevant Guarantor or Collateral Provider and would be a creditor solely of the Issuer and, if applicable, of any other Guarantor or Collateral Provider under the relevant Guarantee or Collateral which has not been declared void or held unenforceable.

The Notes will be guaranteed by the Guarantors, which are organized or incorporated under the laws of two jurisdictions. In the event of a bankruptcy, insolvency or similar event of a Guarantor, bankruptcy, insolvency or similar proceedings could be initiated against that Guarantor in any of the relevant jurisdictions.

The rights of Noteholders under the Guarantees will thus be subject to the laws of a number of jurisdictions, and it may be difficult to enforce such rights in two bankruptcy, insolvency and other similar proceedings. Moreover, such multi-jurisdictional proceedings are typically complex and costly for the creditors. In addition, the bankruptcy, insolvency, administration and other laws of the jurisdiction of organization of the Issuer or the Guarantors may be materially different from, or in conflict with, one another, including in relation to the creditor's rights, the priority of creditors, the ability to obtain post-petition interest and the duration of the insolvency proceeding. The application of these various laws in multiple jurisdictions could trigger disputes over laws of which jurisdiction(s) should apply and could adversely affect the ability to realize any recovery under the Notes and the Guarantees.

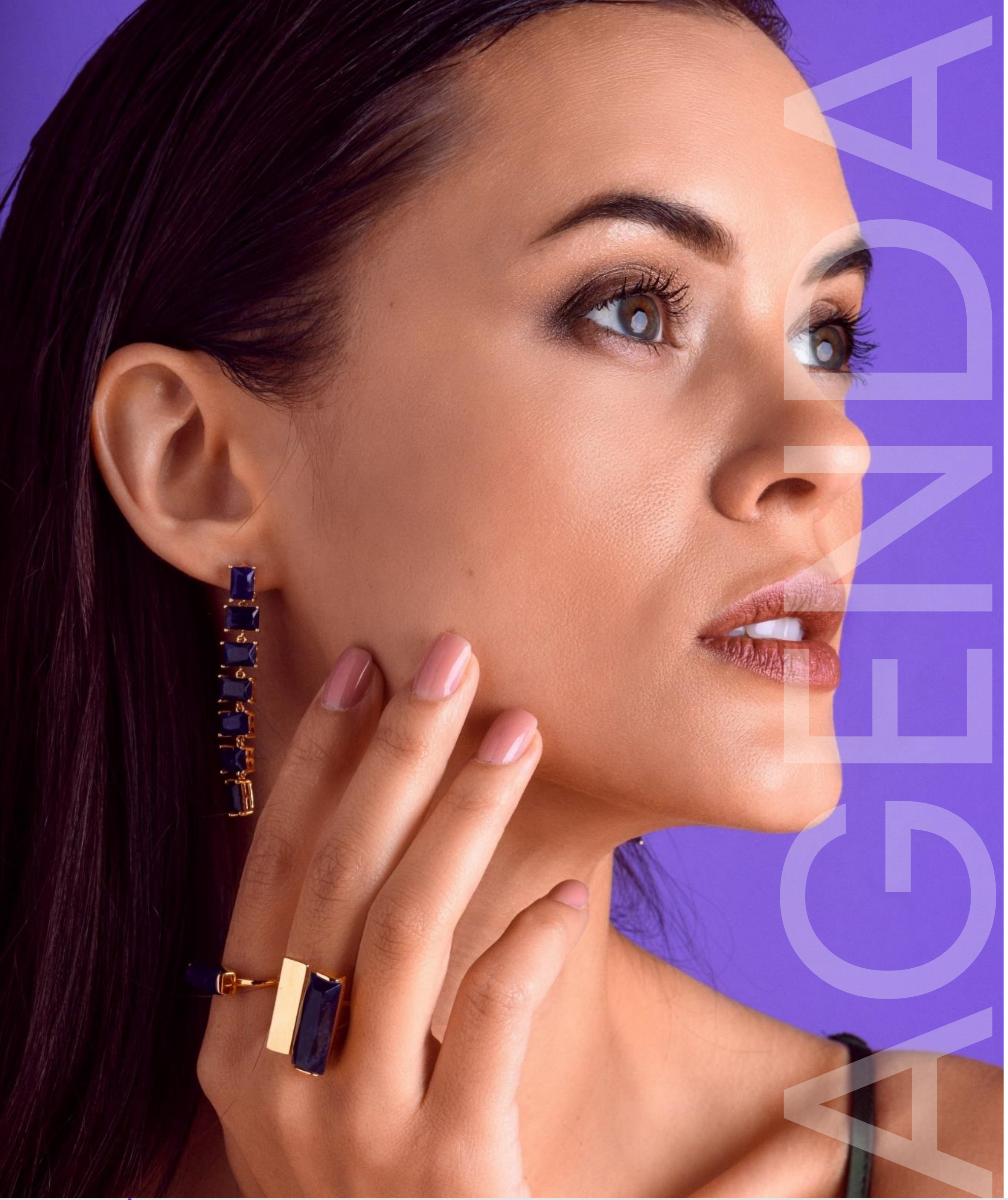
THE ENFORCEMENT OF THE GUARANTEE AND THE COLLATERAL WILL BE SUBJECT TO THE PROCEDURES AND LIMITATIONS SET OUT IN THE COLLATERAL AGENT AGREEMENT AND THESES TERMS OF THE ISSUE

Even when the Collateral is enforceable, the enforcement is subject to the procedures and limitations agreed in the Collateral Agent Agreement and the these Terms of the Issue. There can be no assurance as to the ability of the Noteholders to instruct the Collateral Agent to initiate any enforcement procedures. Furthermore, any enforcement of security may be delayed due to the provisions of the Collateral Agent Agreement and these Terms of the Issue.

THE RIGHTS OF THE NOTEHOLDERS DEPEND ON THE COLLATERAL AGENT'S ACTIONS AND FINANCIAL STANDING

By subscribing for, or accepting the assignment of, any Note, each Noteholder will accept the appointment of the Collateral Agent as the agent and representative of the Noteholders, to represent and act for such secured creditors, i.e., Noteholders, in relation to the Collateral.

Only the Collateral Agent is entitled to exercise the rights under the Collateral and enforce the same. Any failure by an agent to perform its duties and obligations properly, or at all, may adversely affect the enforcement of the rights of the Noteholders due to, for example, inability to enforce the security and/or receive any or all amounts payable from the security in a timely and effective manner.



GIVEN AT A GLANCE

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- **NASDAQ FIRST NORTH LISTING DISCLOSURES**

APPENDICES

TRANSACTIONS WITH RELATED PARTIES

As per unaudited interim consolidated financial statements for the period ending 31 December 2021 or for period of 2021

EURk	Intra-group entities[1]	Companies controlled by beneficial owner[2]	Other related parties[3]
Receivables from related parties:			
Loans issued	5’916	-	-
Trade and other receivables	471	67	6
Borrowings and payables:			
Loans received	5’916	87	2’801
Trade and other payables	471	641	2
Income and expenses:			
Sales to related parties	465	162	-
Purchases from related parties	465	1’437	-
Interest income	96	0	-
Interest expense	96	0	131

[1]Intra-group entities: Subsidiaries of AS GIVEN Jewellery - SIA GIVEN Latvia, OÜ GIVEN Estonia ad UAB GIVEN Lithuania.

[2]Companies controlled by beneficial owner: SIA Goldwork, SIA Grenardi, OÜ GRENARDI GROUP ESTONIA, SIA A.S. Capital.

[3]Other related parties are entities which are under control or joint control of the shareholders of the Group, but not part of the Group.

TRANSACTIONS WITH RELATED PARTIES

As per unaudited interim consolidated financial statements for the period ending 31 December 2021.

Liabilities towards shareholders	Interst rate per annum (%)	Maturity	31.12.2021
Bonds[1]	6%	30 November 2026	€M 2.6
Loans[2]	6%	31 August 2022	€M 0.2

[1]On December 2021 AS GIVEN Jewellery registered with the Latvian Central Depositary a subordinated bond facility through which it can raise up to EUR 5 million. As of March 31, 2022 AS GIVEN Jewellery has raised a total of €M 2.7. The notes are issued at par, have a maturity of five years and carry a fixed coupon of 6% per annum, paid monthly.

[2]Shareholders` loan in a form of credit line. As of March 31, 2022 AS GIVEN Jewellery has loans from shareholders of €M 0.1.

OTHER STATEMENTS

Legal proceedings

At the moment of preparing the Company Description and Securities Note, none of the Group companies is involved in:

- any ongoing legal proceedings or any historical legal proceedings from the previous reporting periods against the Issuer or any Group company,
- any insolvency applications, insolvency proceedings or legal protection proceedings,
- any legal proceedings in connection with fraud or other economic violation in which management board members or supervisory board members of the Group or directors of the Issuer have been involved.

Significant contracts

To retain and motivate its employees, the Group has introduced employee share options to its key management personnel. Share options are given as potential shares in AS GIVEN JEWELLERY AND OU GIVEN Estonia and UAB GIVEN Lithuania.

Important agreements

The Issuer has no knowledge of any other important agreements or internal decisions that could have been concluded within the company or between the Issuer and any related company and that could affect the Issuer's capability to fulfil its liabilities due to Noteholders regarding the issued Notes.

Substantial changes in financial situation of the Group

As of the publication of the last financial statement, the financial situation or performance of the Issuer has not worsened. The Issuer is unaware of any factors, claims, obligations, or events which would negatively affect the financial situation or performance of the Issuer in the future.

Significant recent and known trends

During 2020 and 2021, many economic sectors, including the retail, were affected by the outbreak of the global pandemic.

GIVEN AT A GLANCE

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• **APPENDICES**

APPENDICES

1. Terms of the Notes Issue signed on 28 October, 2021
2. Audited financial report of SIA Given Latvia for the year 2021
3. Audited financial report of AS GIVEN Jewellery for the year 2021

Riga, May 10, 2022

GIVEN Latvia SIA

Reg. No. 40203166474

Lielirbes iela 17A-11, Rīga, LV-1046

Annual report for year 2021

and an Independent Auditor's Report

CONTENT

COMPANY INFORMATION

Name of the Company	GIVEN Latvia SIA			
Legal status of the Company	Limited liability company			
Registration No., place and date	Registration No.40203166474, Rīga, 05.09.2018			
Registered office	Lielirbes iela 17A–11, Rīga, LV-1046			
Major shareholders	AS GIVEN Jewellery - 100%			
Members of the Board	Ģirts Rudzītis	from 23.07.2021	–	Board Member
	Spriņģis Ainārs	till 23.07.2021	–	Chairman of the Board
Annual report prepared by	Lilija Adejeva		–	Chief Accountant
Reporting year	from	01.01.2021	to	31.12.2021
Previous reporting year	from	01.01.2020	to	31.12.2020
Type of company's activity	Retail sale of watches and jewellery in specialized stores			
NACE classification code	47,77			
Auditors	Grant Thornton Baltic Audit Ltd Blaumana str. 22 Riga, LV - 1011 License No. 183			Certified Auditor Raivis Irbītis Certificate No. 205

MANAGEMENT REPORT

Type of activity
SIA GIVEN Latvia (hereinafter - the Company) is the leading jewellery retail chain in Latvia. At the end of 2021, the Company operated 41 retail shops in 20 different cities of Latvia, as well as an online shop www.given.lv. The Company offers a wide range of jewellery at affordable prices.

Performance and Financial Situation of the Company
In 2021 the Company's operations were significantly affected by restrictions related to the Covid-19 pandemic. Due to the restrictions, all retail shops were closed in the 1st quarter of 2021, as well as various restrictions related to working hours and customer flow were in force in the remaining nine months of 2021, which significantly affected the Company's operations. Nevertheless, in 2021 the Company managed to open 14 new retail shops, become the largest jewellery retail chain in Latvia, as well as achieve its historically highest turnover. In 2021 the Company's turnover was EUR 6.37 million, which is by 51% more than in 2020. The Company closed the reporting year with a profit of EUR 370’025.

Future Development Plans
In 2022 the Company plans to continue expanding its retail chain in Latvia, developing its online shop, expanding the assortment, and promoting brand awareness.

Financial risk management
The Company’s activities expose it to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, and credit risk.

Foreign currency risk
The Company’s financial assets and liabilities, which are exposed to foreign currency risk, comprise cash and cash equivalents, trade receivables, trade payables, as well as current and non-current borrowings. The Company is mainly exposed to foreign currency risk of the US dollar (USD).

Interest rate risk
Interest rate risk arises from changes in interest rates that affect the Company's net profit and future cash flows. At the end of the year all of the Company's liabilities are interest bearing borrowings with a fixed interest rate. The Company’s policy is to ensure that the majority of its borrowings are at a fixed rate. The interest rate payable on the Company’s borrowings is disclosed in Note 15.

Liquidity risk
Liquidity risk is related to the Company's ability to meet short-term and long-term liabilities in a timely manner.
The Company manages its liquidity risk by arranging an adequate amount of committed credit facilities with banks, planning the repayment terms of trade receivables, and developing and analysing future cash flows.

Credit risk
The Company is exposed to credit risk through its trade receivables, issued current loans, as well as cash and cash equivalents. The Company manages its credit risk by continuously assessing the credit history of customers and assigning credit terms on an individual basis. In addition, receivable balances are monitored on an ongoing basis to ensure that the Company’s exposure to bad debts is minimised.

Ģirts Rudzītis (Board Member)	____________________ *signature*	May 10, 2022

INCOME STATEMENT
(classified per function of expenditure)

	Note number	2021 EUR	2020 (corrected)* EUR
Net turnover	3	6 371 005	4 205 691
Cost of sales	4	(3 144 515)	(2 093 390)
Gross profit or loss		**3 226 490**	**2 112 301**
Selling costs	5	(2 361 978)	(1 783 732)
Administrative costs	6	(576 872)	(282 093)
Other revenue from economic activities	7	316 038	6 864
Other costs of economic activity	8	(38 572)	(30 135)
Other revenue from interest and similar revenue		3 036	527
Interest payments and similar costs:		(198 063)	(76 682)
a) for related undertakings		*(93 284)*	-
b) for other persons		*(104 779)*	*(76 682)*
Profit or loss before corporate income tax		**370 079**	**(52 950)**
Corporate income tax for the reporting year		(54)	(10 394)
Profit or losses for the reporting year		**370 025**	**(63 344)**

Notes on pages 10 to 23 form an integral part of these financial statements.

*Corrected, see note 2

Ģirts Rudzītis
(Board Member) *signature*

May 10, 2022

Annual report prepared by:

Lilija Adejeva
(Chief Accountant) *signature*

BALANCE SHEET

ASSETS	Note number	31.12.2021 EUR	31.12.2020 (corrected)* EUR
Long-term investments			
Intangible assets			
Concessions, patents, licences, trademarks and similar rights		115 666	55 851
Advance payments for intangible investments		3 939	2 132
Total intangible assets	9	**119 605**	**57 983**
Fixed assets, investment properties, and biological assets:			
Long-term investments in rented fixed assets		361 927	292 989
Other fixed assets and inventory		592 089	455 242
Costs of the establishment of fixed assets and unfinished building objects		57 946	18 305
Advance payments for fixed assets		12 850	26 073
Total fixed assets	10	**1 024 812**	**792 609**
Long-term financial investments			
Loans to associated entities		-	110 000
Total long-term financial investments		**-**	**110 000**
Total long-term investments		**1 144 417**	**960 592**
Current assets			
Inventories			
Finished goods and goods for sale		5 517 931	3 292 541
Advance payments for inventories		130 089	20 243
Total inventories		**5 648 020**	**3 312 784**
Receivables			
Trade receivables	11	169 681	90 439
Receivables from related parties		428 434	-
Receivables from associated entities		68 192	50 675
Other receivables	12	191 825	88 282
Deferred expenses		56 985	2 163
Accrued income		9 852	-
Total receivables		**924 969**	**231 559**
Cash	13	**542 553**	**13 755**
Total current assets		**7 115 542**	**3 558 098**
TOTAL ASSETS		**8 259 959**	**4 518 690**

*Corrected, see note 2

BALANCE SHEET

EQUITY AND LIABILITIES	Note number	31.12.2021 EUR	31.12.2020 *(corrected) EUR
Equity			
Stock or share capital (fixed capital)	14	925 000	925 000
Retained earnings or uncovered losses from previous years		(440 650)	(377 306)
Profit or losses for the reporting year		370 025	(63 344)
Total equity		**854 375**	**484 350**
Liabilities			
Long-term liabilities			
Loans from credit institutions		-	536 843
Other loans		-	2 131 343
Debts to related parties	15	5 734 045	-
Total long-term liabilities		**5 734 045**	**2 668 186**
Short-term liabilities			
Received advance payables		60 913	38 325
Trade payables		564 657	340 856
Payables to related parties		29 986	-
Payables to associated entities		417 516	751 168
Taxes and State mandatory social insurance payments	16	284 757	138 973
Other liabilities	17	133 454	59 526
Accrued liabilities	18	180 256	37 306
Total short-term liabilities		**1 671 539**	**1 366 154**
Total liabilities		**7 405 584**	**4 034 340**
TOTAL EQUITY AND LIABILITIES		**8 259 959**	**4 518 690**

Notes on pages 10 to 23 form an integral part of these financial statements.

*Corrected, see note 2

Ģirts Rudzītis
(Board Member) *signature* May 10, 2022

Annual report prepared by:

Lilija Adejeva
(Chief Accountant) *signature*

CASH FLOW STATEMENT
(indirect method)

	Note number	2021 EUR	2020 EUR
Cash flow of principal activity			
Profit or loss before corporate income tax		**370 079**	**(52 950)**
Corrections:			
Corrections of decrease in value of fixed assets		215 705	136 494
Corrections of decrease in value of intangible assets		19 323	5 592
Profit or loss from fluctuations of foreign currency rates		(1 401)	(4 097)
Other revenue from interest and similar revenue		(3 036)	(527)
Interest payments and similar costs		186 392	67 745
Profit or loss before corrections of influence of changes in balances of current assets and short-term creditors		**787 062**	**152 257**
Corrections:			
Increase or decrease in balances recievables		(693 410)	136 241
Increase or decrease in balances of inventories		(2 335 236)	(1 017 173)
Increase or decrease in balances of payables		305 386	465 552
Gross cash flow of principal activity		**(1 936 198)**	**(263 123)**
Expenses for interest payments		(186 392)	(67 745)
Expenses for corporate income tax payments		(54)	(10 394)
Net cash flow of principal activity		**(2 122 644)**	**(341 262)**
Investment activity cash flow			
Acquisition of fixed assets and intangible assets		(532 834)	(514 247)
Revenue from sale of fixed assets and intangible investments		3 980	19 825
Loans issued		-	(110 000)
Income from repayment of loans		110 000	-
Interest received		3 036	527
Investment activity cash flow		**(415 818)**	**(603 895)**
Financing activity cash flow			
Income from stock and debenture issue or investments of capital participatory shares		-	325 000
Loans received		6 507 341	2 105 880
Repayment of loans		(3 441 482)	(1 541 684)
Financing activity cash flow		**3 065 859**	**889 196**
Result of fluctuations of foreign currency exchange rates		1 401	4 097
Net cash flow of the reporting year		**528 798**	**(51 864)**
Balance of cash and its equivalents at the beginning of the reporting year		**13 755**	**65 619**
Balance of cash and its equivalents at the end of the reporting year	13	**542 553**	**13 755**

Notes on pages 10 to 23 form an integral part of these financial statements.

Ģirts Rudzītis
(Board Member) *signature*

May 10, 2022

Annual report prepared by:

Lilija Adejeva
(Chief Accountant) *signature*

STATEMENT OF CHANGES IN EQUITY

	Stock or share capital (fixed capital)	Retained earnings or uncovovered loses*	Total equity
	EUR	EUR	EUR
As at 31.12.2019	**600 000**	**(349 166)**	**250 834**
Correction of the amount indicated in the balance sheet of the previous year	-	(28 140)	**(28 140)**
Increase in stock (fixed capital)	325 000	-	**325 000**
Decrease in retained profit	-	(63 344)	**(63 344)**
As at 31.12.2020	**925 000**	**(440 650)**	**484 350**
Increase in retained profit	-	370 025	**370 025**
As at 31.12.2021	**925 000**	**(70 625)**	**854 375**

Notes on pages 10 to 23 form an integral part of these financial statements.

*Corrected, see note 2

Ģirts Rudzītis
(Board Member) *signature* May 10, 2022

Annual report prepared by:

Lilija Adejeva
(Chief Accountant) *signature*

NOTES TO THE FINANCIAL STATEMENTS

(1) Corporate information

SIA GIVEN Latvia (hereinafter - the Company) is registered in the Register of Enterprises of the Republic of Latvia on September 5, 2018. The legal address of the Company is Lielirbes iela 17A-11, Rīga, Latvia. The Company is mainly engaged in the retail sale of jewellery and watches in specialized stores.

The participant of the Company that prepares the consolidated annual report and includes the Company as its subsidiary is AS GIVEN Jewellery, Reg. no. 40203279291, Lielirbes Street 17A - 11, Riga, LV-1046. Copies of the consolidated annual report are available from AS GIVEN Jewellery.

(2) Significant accounting principles

Principles of preparation of financial statements

The annual report has been prepared in accordance with the Law of the Republic of Latvia on Accounting and the Law on Annual Accounts and Consolidated Annual Accounts. Items in the financial statements are valued in accordance with the following accounting principles:
1) It is assumed that the company will continue to operate.
2) The same valuation methods were used as in the previous year.
3) The assessment was performed with due care:
 a. only the profit earned up to the balance sheet date is included in the report;
 b. all expected amounts of risk and losses incurred in the reporting year or in previous years have been taken into account, even if they became known in the period between the balance sheet date and the date of preparation of the annual report;
 c. all amounts of impairment and depreciation have been calculated and taken into account, regardless of whether the reporting year is closed with profit or loss.
4) Revenues and expenses related to the reporting year are taken into account regardless of the date of payment and the date of receipt or issue of the invoice. Costs are reconciled with revenues during the reporting period.
5) The components of assets and liabilities are valued separately.
6) In the balance sheet and profit and loss account items, the amounts shall be indicated taking into account the content of economic transactions
and substance, not just legal form;
7) Items in the balance sheet and profit and loss account shall be valued at acquisition cost or production cost. Purchase cost is the purchase price of a good or service (less discounts received) plus additional costs associated with the purchase. Production costs are the costs of purchasing raw materials, basic materials and consumables and other expenses that are directly attributable to the construction of the item. Production costs may also include parts of costs that are indirectly related to the production of the facility, provided that these costs are attributable to the same period.
8) The opening balance sheet of the reporting year coincides with the closing balance sheet of the previous year.
9) All items that significantly affect the assessment or decision-making of the users of the annual report are indicated, insignificant items are combined and their details are provided in the appendix.

The statement of profit or loss has been prepared according to the function of expense method.

The statement of cash flows has been prepared under the indirect method.

Reporting period

The reporting period is 12 months	01.01.2021	to	31.12.2021
The previous reporting period is 12 months from	01.01.2020	to	31.12.2020

Accounting principles

These financial statements are prepared on the going concern basis, the accounting and measurement methods applied are consistent with those of the previous financial year, and prudent estimates have been made in preparing these financial statements.

Transactions in foreign currencies

The presentation currency of the Company is the euro (EUR), the monetary unit of the European Union.
Transactions in foreign currencies are translated into the euro at the euro foreign exchange reference rate published by the European Central Bank at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the euro applying the euro foreign exchange reference rate published by the European Central Bank at the last day of the reporting year.

	31.12.2021	31.12.2020
USD	1,1326	1,2271

Foreign exchange gains and losses are recognised in the statement of profit or loss for the respective reporting period.

Related parties

A related party is a person or an entity that is related to the reporting Company.
A person or a close member of that person's family is related to the reporting Company if that person has control, joint control or significant influence over the reporting Company or is a member of the key management personnel of the reporting Company or of a parent of the reporting Company.
An entity is related to the reporting Company if both are members of the same group. Besides, an entity is related to the reporting Company if the entity is controlled, jointly controlled or significantly influenced by a related party of the reporting Company or this related party of the reporting Company is a member of the key management personnel of that entity or of a parent of that entity.

Intangible assets and fixed assets

Fixed assets are displayed in their acquisition value less depreciation. The acquisition value of fixed assets consists of purchase price, import duties and non-refundable purchase taxes, other costs directly attributable to delivery of the assets to their location and getting in the working condition pursuant to the suggested use. Depreciation and amortisation is calculated over the useful life of the asset according to the linear method applying the following depreciation rates as the basis of calculation:

Buildings and structures	5-10%
Technological equipment	20-35%
Computer hardware	20-35%
Other fixed assets	20-35%

Intangible assets are displayed in their acquisition value less depreciation. Depreciation has been calculated within the period of useful life of an asset according to the linear method, applying the following depreciation rates:

Licenses	10-20%
Other intangible investments	20-35%

Gains or losses from sales of fixed assets are displayed in the income statement of the respective period. Repair or renovation expenses that increase the useful life of fixed assets or their value are capitalised and written off within the period of useful life of assets. Other repair or renovation expenses are recognised as the loss of the accounting period.

Expenses related to leasehold improvements are capitalised and displayed in the fixed assets. Depreciation is calculated over the lease period using the linear method. Loan issue expenses that are directly related to formation of fixed assets and construction in progress are capitalised, if such expenses are reasonably attributable and directly related. Loan issue expenses are capitalised before putting the fixed assets into operation.
Research costs are recognized in the statement of profit and loss of the reporting year they are incurred. The Company’s development costs are capitalized if their recoverability in the future may be substantially proved. Amortisation is calculated during the whole recovery period of development costs.

Long-term financial investments

Associated entities
Associated entities is a company over which the group has direct or indirect significant influence (at least 20% but not more than 50% of the shareholders' voting rights in this company) but has no control over financial and operating policy. The company recognizes income from investments only in case if it receives distribution of profit from the related company after the purchase date. The received distribution which exceeds this profit shall be considered as investment recovery costs and is recognized as a decrease of purchase costs in the related company's investment.

Valuation of Inventories

Inventory cost price is determined using FIFO method. Inventories are stated at the lower of cost or net realizable value at the balance date.

If necessary, obsolete, slow-moving or damaged inventories are written down. Stock balances are checked in the inventory.

Receivables

Debtors are recognized according to the amount of initial invoices, less allowances for doubtful debts. An allowance for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts. Receivables are written off if their recovery is considered as impossible.

Provisions for bad and doubtful debtors
Provisions for bad and doubtful debtors are estimated over the whole year based on expected budget created as for proportional income and expense flows. Accounts receivables can be written off from the provisions if their recovery is considered to be impossible. At the end of the year the Company evaluates all account receivables - bad debts are written off, but doubtful debts are assigned to Provisions for doubtful debts.

Deferred expenses

The deferred expenses reflect the payments made during the accounting year, but the use of expenditure is referring to the following reporting periods. The balance value of the balance sheet asset is assessed to the extent that the expected economic benefit is expected in the following reporting periods.

Cash

Cash is cash in hand and non-cash in payment accounts and deposit accounts.

Loans and borrowings
All borrowings are recognized initially at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. In subsequent periods, borrowings are recognized at amortized cost.

A borrowing is classified as long-term if the payment or write-off occurs later than one year after the end of the respective reporting year. Amounts payable or written off during the year are presented under short-term borrowings.

Financial leasing liabilities

Leases of assets under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased asset or the present value of the minimum lease payments at the inception of the lease. Lease interest payments are included in the income statement for the period in order to reflect a constant rate of lease liability.

Lease is classified as a financial lease if in fact all risks and remunerations that are a characteristic of ownership are transferred to a tenant and if it corresponds to at least one of the following conditions:

a) ownership to the leased asset will be transferred to the tenant upon expiration of the leasing term;
b) the lease term includes the majority of the asset's time of useful life;
c) the leased assets are so specific that only the tenant is entitled to use them without a significant modification.

The assets for financial lease are initially recognised as the Company's assets after their true value or after the current value of the minimum leasing payments if it is lower than the true value. Each of these values are determined on the date of acquiring the lease asset. Lease liabilities are included in the balance sheet as long-term and short-term liabilities of financial lease. Financial expenditure are reflected in the income statement on the relevant period so that a regular and periodic cost rate from the liability surplus would be provided for each reporting period.

Operative lease

Lessee
Leases of assets under which the lessor assumes substantially all the risks and rewards of ownership are classified as operating leases. Lease payments under an operating lease are recognized as an expense over the term of the lease period using the linear method. The Company's liabilities arising from operating leases are recognized as off-balance sheet liabilities.
Costs of operating lease are charged to the income statement on a linear method basis over the period of the lease.

Accrued liabilities

Accrued liabilities are clearly known trade liability sums for the goods or services received within the reporting year when a relevant payment document (an invoice) has failed to be received on the date of drawing up the balance sheet. The liability sums are calculated, based on the price, which is defined in the relevant agreement, and on the documents that approve actual receipt of the goods or services.

Accrued liabilities for unused vacation compensation
Accrued liabilities for unused vacation compensations are established by multiplying the average wage for the last six months of the reporting period with the number of days of unused annual leaves on the end date of the reporting period, including also the mandatory state social insurance contributions made by the employer.
Accrued liabilities for not received expense invoices
Accrued liabilities for unreceived invoices are clearly known trade liability sums for the goods or services received within the reporting year when a relevant payment document (an invoice) has failed to be received on the date of drawing up the balance sheet. The liability sums are calculated, based on the price, which is defined in the relevant agreement, and on the documents that approve actual receipt of the goods or services.

Accrued liabilities for bonus compensation
Accrued liabilities for bonus payments are made according to the operational results of the reporting year. The accrued liabilities are diminished by making actual money payments to employees.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, less value added tax and sales-related discounts. Revenue is recognized by reference to the economic nature and substance of the transaction rather than its legal form.

Sale of goods
Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, and amounts of income earned and expense incurred in connection with the sale of the relevant goods can be measured reliably.
Rendering of services
Revenue from services is recognized in the period in which the services are rendered. Revenue from services and related costs are recognized by reference to the stage of completion of the transaction at the balance sheet date.
If the outcome of a transaction involving a service cannot be estimated reliably, revenue is recognized only to the extent of the costs recognized that are recoverable.

Corporate income tax

The corporate income tax for the reporting period consists of the calculated tax for such period. The corporate income tax is recognised in the profit or loss statement. The tax for the reporting period is calculated according to the provisions of the law “Enterprise Income Tax Law”.

Corporate income tax is calculated for distributed profit (dividends) and conditionally distributed profit by applying the rate of 20%. Corporate income tax is recognised at the moment when the participants of the Company make a decision on distribution of profit, or when the costs not promoting further development of the Company (conditionally distributed profit) is recorded.

Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expense, and disclosure of contingencies. Future events occur which cause the assumptions used in arriving at the estimates to change. The effect of any changes in estimates will be recorded in the financial statements, when determinable. The actual results may ultimately differ from those estimates (e.g., vacation pay reserve, etc.).
The Company based its assumptions and estimates on the parameters available when the financial statements were prepared. However, the current circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.
Any gain or loss arising on derecognition of the asset is calculated as the difference between the net disposal proceeds and the carrying amount of the item and is included in the statement of profit or loss in the year the item is derecognized.
The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount. The recoverable amount of property, plant and equipment is the higher of an asset’s net selling price and its value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in the statement of profit or loss.
An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the statement of profit or loss in the year the item is derecognized.

Reclassification

Certain items in financial reports of 2020 have been reclassified to correspond to the form of reflecting this year's report.

Year 2020*	**Initial balance, EUR**	**Correction, EUR**	**Corrected balance, EUR**
Selling costs	(1 962 349)	200 990	(1 761 359)
Administrative costs	(72 877)	(200 990)	(273 867)

** Reclassified administrative costs*

Information on errors and adjustments of previous years

Point of error	**Initial balance, EUR**	**Correction, EUR**	**Corrected balance, EUR**
Year 2020			
BALANCE SHEET			
ASSETS			
1. Long-term investments in rented fixed assets	301 235	(8 246)	292 989
2. Other fixed assets and inventory	486 924	(31 682)	455 242
3. Concessions, patents, licences, trademarks and similar rights	57 310	(1 459)	55 851
LIABILITIES			
4. Accrued liabilities	-	37 306	37 306
STATEMENT OF CHANGES IN EQUITY			
Retained earnings or uncovered losses from previous years	(349 166)	(28 140)	(377 306)
INCOME STATEMENT			
Selling costs	(1 962 349)	(29 080)	(1 991 429)
Administrative costs	(72 877)	(8 226)	(81 103)
Other costs of economic activity	(10 181)	(19 954)	(30 135)

** Explanation on the reasons when the error impact cannot be defined, and the date when determination of general impact of the accounting policy change was initiated*
1. write-offs, depreciation of fixed assets and intangible assets shall be performed
2. write-offs, depreciation of fixed assets and intangible assets shall be performed
3. write-offs, depreciation of fixed assets and intangible assets shall be performed
4. provisions for unused leave have been made

Subsequent events

Post-year-end events that provide additional information about the Company's position at the balance sheet date (adjusting events) are reflected in the financial statements. Post-year-end events that are not adjusting events are disclosed in the notes when material.

(3) Net turnover

Net turnover - proceeds from Company's major activity - rendering of services without value added tax.

Type of activity	NACE code	2021 EUR	2020 EUR
Operating income	47.77	6 371 005	4 205 691
Total	**X**	**6 371 005**	**4 205 691**

(4) Cost of sales

	2021 EUR	2020 EUR
Cost of goods purchased	3 144 515	2 093 390
Total	**3 144 515**	**2 093 390**

(5) Selling costs

	2021 EUR	2020 (corrected) EUR
Personnel costs	978 629	754 050
Retail space rental & utilities	570 356	-
Payment for services	283 986	674 249
Depreciation of property, plant and equipment and intangible assets	235 483	142 087
Advertising expenses	205 816	-
Transport costs	11 439	-
Other selling expenses	76 269	213 346
Total	**2 361 978**	**1 783 732**

(6) Administrative costs

	2021 EUR	2020 (corrected) EUR
Personnel costs	438 755	146 786
Bank charges	52 384	64 578
Office costs	20 373	-
Professional services expenses	14 087	1 132
Other administration costs	51 273	69 597
Total	**576 872**	**282 093**

(7) Other revenue from economic activities

	2021 EUR	2020 EUR
Recieved financial support*	300 000	-
Revenue from foreign currency fluctuations	1 401	890
Proceeds from sale of fixed assets	-	1 744
Other income	14 637	4 230
Total	**316 038**	**6 864**

(8) Other costs of economic activity

	2021	2020 (corrected)
	EUR	EUR
Provisions for bad and doubtful debts	31 145	-
Loss from disposal and sale of fixed assets**	3 981	21 569
Donations	2 580	2 453
Loss from exchange rate fluctuations	-	4 997
Other costs	866	1 116
Total	**38 572**	**30 135**

*** Clarification on financial assistance received during the reporting year and previous years**

Provider of financial support	Year of receipt	Sum, EUR	Receipt objective	Conditions	The sum to be paid back in the reporting year if any of the conditions is not reached
State revenue service	2021	100 000	One-off aid to the company to ensure working capital	The funding must be used from the moment of submitting the application until July 31, 2021.	-
State revenue service	2021	100 000	One-off aid to the company to ensure working capital	The funding must be used from the moment of submitting the application until July 31, 2021.	-
State revenue service	2021	100 000	One-off aid to the company to ensure working capital	The funding must be used from the moment of submitting the application until July 31, 2021.	-

**** Information on profit or loss from disposal of long-term investment objects during the reporting year**

Long-term investment object	Balance value at the moment of exclusion	Alienation income	Alienation expenses	Gross income or profit	Profit or loss from the object's alienation
	EUR	EUR	EUR	EUR	EUR
Object No. 1	5 678	7 981	-	2 303	2 303
Object No. 2	516	-	-	(516)	(516)
Object No. 3	5 768	-	-	(5 768)	(5 768)
Total	**11 446**	**7 981**	**-**	**(3 981)**	**(3 981)**

(9) Intangible assets

		Concessions, patents, licences, trademarks and similar rights	Advance payments for intangible investments	Total intangible assets
		EUR	EUR	EUR
Acquisition value	**01.01.2021**	**63 558**	**2 132**	**65 690**
Additions		65 940	15 521	**81 461**
Disposal		(1 290)	-	**(1 290)**
Reclassified		13 714	(13 714)	**-**
Acquisition value	**31.12.2021**	**141 922**	**3 939**	**145 861**
Accumulated amortization	**01.01.2021**	**7 707**	**-**	**7 707**
Amortization charge		19 323	-	**19 323**
Amortization of intangible assets that have been liquidated or reclassified		(774)	-	**(774)**
Accumulated amortization	**31.12.2021**	**26 256**	**-**	**26 256**
Net book value	**01.01.2021**	**55 851**	**2 132**	**57 983**
Net book value	**31.12.2021**	**115 666**	**3 939**	**119 605**

(10) Fixed assets, investment properties, and biological assets:

		Long-term investments in rented fixed assets	Other fixed assets and inventory	Costs of the establishment of fixed assets and unfinished building objects	Advance payments for fixed assets	Total fixed assets
		EUR	EUR	EUR	EUR	EUR
Acquisition value	**01.01.2021**	**363 318**	**566 225**	**18 305**	**26 073**	**973 921**
Additions		100 150	219 734	157 679	101 431	578 994
Disposal		(7 248)	(18 464)	(4 985)	-	(30 697)
Reclassified		55 476	57 577	(113 053)	(114 654)	(114 654)
Acquisition value	**31.12.2021**	**511 696**	**825 072**	**57 946**	**12 850**	**1 407 564**
Accumulated depreciation	**01.01.2021**	**70 329**	**110 983**	**-**	**-**	**181 312**
Depreciation charge		83 780	131 925	-	-	215 705
Amortization of intangible assets that have been liquidated or reclassified		(4 340)	(9 925)	-	-	(14 265)
Accumulated depreciation	**31.12.2021**	**149 769**	**232 983**	**-**	**-**	**382 752**
Net book value	**01.01.2021**	**292 989**	**455 242**	**18 305**	**26 073**	**792 609**
Net book value	**31.12.2021**	**361 927**	**592 089**	**57 946**	**12 850**	**1 024 812**

(11) Trade receivables

	31.12.2021	31.12.2020
	EUR	EUR
Trade receivables carrying amount	200 826	90 439
Provisions for bad and doubtful debtors	(31 145)	-
Total	**169 681**	**90 439**

	31.12.2021	31.12.2020
Changes in provisions	EUR	EUR
Increase	31 145	-
Provisions at the end of the year	**31 145**	**-**

(12) Other receivables

	31.12.2021	31.12.2020
	EUR	EUR
Guarantee instalments	179 272	61 879
Other debtors	12 553	26 403
Total	**191 825**	**88 282**

(13) Cash

	31.12.2021	31.12.2021
	EUR	EUR
Cash in bank accounts (EUR)	514 708	1 914
Cash on hand	27 845	11 841
Total	**542 553**	**13 755**

(14) Stock or share capital (fixed capital)

On 31 December 2021, the share capital has been fully paid. It consists of 925 000 shares with the nominal value of EUR 1 each.

(15) Debts to related parties

	% rate	Date of payment	31.12.2021 EUR	31.12.2020 EUR
Long-term loans (from 1 to 5 years)				
AS GIVEN Jewellery (EUR)	6%	31.12.2023	5 734 045	-
Total long-term borrowings	**X**	**X**	**5 734 045**	**-**

(16) Taxes and State mandatory social insurance payments

	31.12.2021	31.12.2020
	EUR	EUR
Value added tax	174 140	16 509
Personal income tax	32 940	33 671
Social contributions	70 172	65 728
Corporate income tax	7 295	23 065
Risk duty	43	-
Natural resources tax	167	-
Total	**284 757**	**138 973**

Including:	31.12.2021	31.12.2020
	EUR	EUR
Tax surplus	-	-
Tax debt	284 757	138 973

(17) Other liabilities

	31.12.2021	31.12.2020
Short-term other creditors	EUR	EUR
Wages and salaries	128 187	57 876
Settlements with other creditors	5 267	1 650
Total short-term other creditors	**133 454**	**59 526**

(18) Accrued liabilities

	31.12.2021	31.12.2020 (corrected)
	EUR	EUR
Accrued vacation pay	105 892	37 306
Accrued liabilities for employee bonuses	49 495	-
Accrued liabilities to suppliers	24 869	-
Total	**180 256**	**37 306**

(19) Transactions with related parties

	Services rendered and goods sold	Services rendered and goods purchased	Amounts owed by related parties	Payables to related parties
Related party	**2021**	**2021**	**31.12.2021**	**31.12.2021**
	EUR	EUR	EUR	EUR
SIA Grenardi	159 088	1 728 582	33 147	410 144
AS GIVEN Jewellery	-	-	-	5 764 031
OÜ GIVEN Estonia	455 876	-	428 434	-
Other	48 483	53 581	44 897	7 372
Total	**663 447**	**1 782 163**	**506 478**	**6 181 547**

Transactions are made at market prices

(20) Average number of employees

	2021	2020
Members of the Board	1	1
Other employees	100	65
Average number of employees	**101**	**66**

(21) Personnel costs

	2021	2020
	EUR	EUR
Wages and salaries	1 152 322	728 382
Mandatory state social insurance contributions	265 062	172 454
Other personnel expenses	**1 417 384**	**900 836**

(22) Information on the payments for members of the council and the board

Members of the Board of the Company do not receive remuneration for the work perfomed.

(23) Information on issued guarantees, warranties, and other possible liabilities and pledged assets

All the property belonging to SIA GIVEN Latvia as a joint property at the time of the pledge, as well as the subsequent components of the joint property, establishing a first-order commercial pledge on it, have been pledged in 2021 in favor of ZAB VILGERTS SIA, Registration No. 40203309933 as a collateral for bonds (ISIN: LV0000860054) issued by the parent company of SIA GIVEN Latvia AS GIVEN Jewellery, as well as establishing the second and third order commercial pledges on the same collateral in favor of Signet Bank AS, registration No. 40003076407, to secure the guarantees issued by Signet Bank AS to the lessors of the retail premises of SIA GIVEN Latvia and OÜ GIVEN Estonia. The commercial pledge agreements concluded with Baltic International Bank SE in 2020 are no longer valid after the full repayment of the granted credit line and cancellation of the issued guarantees.

(24) Information on lease and rent agreements, that have important influence on company's activity

The company's stores are located in rented premises. The company has entered into long-term lease agreements with shopping centers. At the end of the year the Company has 41 long-term lease agreements with shopping centers.

(25) Operating lease arrangements (The Company as lessee)

General description of lease agreement

The company leases three cars for 5 years on an operating lease basis. The company has the opportunity to purchase cars at the end of the lease term.

Future payments of irrevocable operating leases

	31.12.2021	**31.12.2020**
	EUR	EUR
From one to five years	27 788	-
Up to one year	7 478	-
Total future payments	**35 266**	**-**

(26) Important events after the end of the report year

We have carefully considered all the information available to us, including the impact of the COVID-19 crisis and the Russian invasion of Ukraine that began on February 24, 2022. Currently there is high uncertainty on how the war in Ukraine will impact the world's economy and the development of financial markets, including the availability of resources, inflation, and the purchasing power of population. However, no significant impact on the Company's financial performance was observed in the first quarter of 2022, and we believe that the going concern basis is fully applicable in the financial statements.

In the period from the last day of the reporting year to the date of signing these financial statements, there have been no other events that would result in adjustments to these financial statements or that should be explained in these financial statements.

(27) Proposal for Distribution of Profit or Covering of Loss

The proposal of the Board is to leave the Company's profit of the reporting year undistributed and use it to cover the losses of previous years.

(28) Going concern

The financial statements are prepared with the assumption that the Company will continue as a going concern.

Ģirts Rudzītis (Board Member)	signature	May 10, 2022

Annual report prepared by:

Lilija Adejeva (Chief Accountant)	signature

THIS DOCUMENT IS SIGNED ELECTRONICALLY WITH A SECURE ELECTRONIC SIGNATURE AND CONTAINS TIMESTAMP

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INDEPENDENT AUDITORS' REPORT

To the shareholder of "GIVEN Latvia" SIA

Our Opinion on the Financial Statements

We have audited the accompanying financial statements of SIA "**GIVEN Latvia**" ("the Company") set out on pages 5 to 23 of the accompanying annual report, which comprise:

- the balance sheet as at 31 December 2021,
- the profit and loss statement for the year then ended,
- the statement of changes in equity for the year then ended,
- the statement of cash flows for the year then ended, and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of SIA "GIVEN Latvia" as at 31 December 2021, and of its financial performance and its cash flows for the year then ended in accordance with the 'Law On the Annual Reports and Consolidated Annual Reports' of the Republic of Latvia.

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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) and independence requirements included in the Law on Audit Services of the Republic of Latvia that are relevant to our audit of the financial statements in the Republic of Latvia. We have also fulfilled our other professional ethics responsibilities and objectivity requirements in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) and Law on Audit Services of the Republic of Latvia.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Reporting on Other Information

The Company's management is responsible for the other information. The other information comprises:

- Information about the Company, as set out on page 3 of the accompanying Annual Report,
- the Management Report, as set out on page 4 of the accompanying Annual Report.

Our opinion on the financial statements does not cover the other information included in the 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 section of our report.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 entity 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

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:

- the information given in the Management Report for the financial year for which the financial statements are prepared is consistent with the 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 Financial Statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with the 'Law On the Annual Reports and Consolidated Annual Reports' of the Republic of Latvia 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.

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 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 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 Company'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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a fair presentation.

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.

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Silvija Gulbe
Member of the Board

Raivis Irbītis
Sworn auditor
Certificate No. 205

Riga, May 17, 2022

GIVEN Jewellery AS

Reg. No. 40203279291

Lielirbes Street 17A–11, Riga, LV-1046

Annual report for reporting period from 11.12.2020 to 31.12.2021

and an Independent Auditor's Report

CONTENT

COMPANY INFORMATION

Name of the Company	GIVEN Jewellery AS		
Legal status of the Company	Join stock company		
Registration No., place and date	40203279291, Riga, 11.12.2020		
Registered office	Lielirbes Street 17A-11, Rīga, LV-1046		
Members of the Board	Ģirts Rudzītis	–	Member of the Board from 19.07.2021
	Ainārs Spriņģis	–	Member of the Board from 11.12.2020 to 19.07.2021
Members of the Council	Ainārs Spriņģis	–	Chairman of the Council from 13.08.2021
	Alberts Pole	–	Council Member from 11.12.2020
	Māris Keišs	–	Council Member from 11.12.2020
	Andrejs Grigoļunovičs	–	Council Member from 11.12.2020 to 13.08.2021
Annual report prepared by	Lilija Adejeva	–	Chief Accountant
Reporting period	from 11.12.2020	to	31.12.2021
Information on group's subsidiary companies	GIVEN LITHUANIA UAB, Reg. No. 305936789, Lithuania, Krokuvos g.53-3, Vilnius, 09305		
	SIA GIVEN Latvia, Reg. No. 40203166474, Riga, Lielirbes Street 17A - 11, LV-1046		
	Given Estonia OÜ, Reg. No. 14505229, Estonia, Peterburi tee 46, Tallinn 11415		
Information on group's associated companies	SIA ALPPES Capital, Reg. No. 52103097551, Liepaja, Jūras Street 12, LV-3401		
	SIA "A.S. Capital", Reg. No. 40103855894, Riga, Lielirbes Street 17A – 11, LV-1046		
Type of company's activity	Activities of holding companies		
NACE classification code	64.20		
Auditors	"Grant Thornton Baltic Audit" SIA Blaumana Street 22 Riga, LV - 1011 License No. 183		Certified Auditor Raivis Irbītis Certificate No. 205

MANAGEMENT REPORT

Type of activity
AS GIVEN Jewellery (hereinafter - the Company) is a holding Company, established on December 11, 2020. The main activity of the Company's subsidiaries is retail sale of watches and jewellery in specialized stores.

Performance and Financial Situation of the Company
In the reporting period, the Company acquired companies in Latvia (SIA GIVEN Latvia) and Estonia (OÜ GIVEN Estonia), and on 15 November 2021 established a subsidiary in Lithuania (UAB GIVEN Lithuania) (hereinafter all together - the Group). At the end of 2021, the Group had a total of 44 retail stores, of which forty in Latvia and four in Estonia.

The Company, a parent company, manages the Group's companies and provides financing for the development of the Group's companies. During the reporting period, the Company attracted more than EUR 5.6 million in financing in the form of bonds and loans to develop the retail chain in Latvia and Estonia, as well as to start operations in Lithuania.

In the reporting period from 11.12.2020 to 31.12.2021 the Company's interest income was 96'649 EUR, but the Company closed the reporting year with a loss of 35'101 EUR.

Future Development Plans
The Company intends to continue to provide and attract financing to the Group so that it can develop its retail network and e-commerce in the Baltics, expand its product range, as well as promote the network.

Financial risk management
The Company’s activities expose it to a variety of financial risks: interest rate risk, liquidity risk, and credit risk.

Interest rate risk
Interest rate risk arises from changes in interest rates that affect the Company's net profit and future cash flows.
At the end of the year all of the Company's liabilities are interest bearing borrowings with a fixed interest rate. The Company’s policy is to ensure that the majority of its borrowings are at a fixed or floating rate. The average interest rate payable on the Company’s borrowings is disclosed in Note 9, 10 and 11.

Liquidity risk
Liquidity risk is related to the Company's ability to meet short-term and long-term liabilities in a timely manner.
The Company manages its liquidity risk by arranging an adequate amount of committed credit facilities with banks, planning the repayment terms of trade receivables, and developing and analysing future cash flows.
At the end of the reporting period, the Company's current liabilities do not exceed the Company's current assets.

Credit risk
The Company controls its credit risk by setting credit terms for each borrower separately, as well as by monitoring their liquidity and assessing the current economic situation in the country and in the world.

Ģirts Rudzītis May 17, 2022
(Member of the Board)

INCOME STATEMENT

(classified per function of expenditure)

	Note number	**11.12.2020 - 31.12.2021** EUR
Administrative costs	3	(34 422)
Other revenue from interest and similar revenue:	4	96 469
a) from related parties		*96 469*
Interest payments and similar costs:	5	(97 148)
b) for other persons		*(97 148)*
Profit or loss before corporate income tax		**(35 101)**
Profit or losses for the reporting period		**(35 101)**

Notes on pages 10 to 16 form an integral part of these financial statements.

Ģirts Rudzītis
(Member of the Board)

May 17, 2022

Annual report prepared by:

Lilija Adejeva
(Chief Accountant)

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BALANCE SHEET

ASSETS	Note number	31.12.2021 EUR
Long-term financial investments		
Participation in the capital of related parties	6	1 010 000
Loans to related parties	7	5 916 045
Other loans and other long-term debtors		39 724
Total long-term financial investments		**6 965 769**
Total long-term investments		**6 965 769**
Current assets		
Inventories		
Advance payments for inventories		300
Total inventories		**300**
Debtors		
Receivables from related parties		33 019
Other debtors	8	6 400
Deffered expenses		29 793
Total debtors		**69 212**
Cash		**3 226**
Total current assets		**72 738**
TOTAL ASSETS		**7 038 507**

BALANCE SHEET

EQUITY AND LIABILITIES	Note number	**31.12.2021** EUR
Equity		
Stock or share capital (fixed capital)		1 000 000
Stock (share) issue premium		347 408
Profit or losses for the reporting period		(35 101)
Total equity		**1 312 307**
Liabilities		
Long-term creditors		
Loans against Bonds	9	5 481 483
Loans from related parties	10	100 000
Other loans	11	98 400
Total long-term creditors		**5 679 883**
Short-term creditors		
Trade payables		2 564
Other creditors		31
Accrued liabilities	12	43 722
Total liabilities		**46 317**
Total creditors		**5 726 200**
TOTAL EQUITY AND LIABILITIES		**7 038 507**

Notes on pages 10 to 16 form an integral part of these financial statements.

Ģirts Rudzītis
(Member of the Board)

May 17, 2022

Annual report prepared by:

Lilija Adejeva
(Chief Accountant)

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CASH FLOW STATEMENT

(indirect method)

	Note number	11.12.2020 - 31.12.2021 EUR
Cash flow of principal activity		
Profit or loss before corporate income tax		**(35 101)**
Corrections:		
Other revenue from interest and similar revenue		(96 469)
Corrections of reduction in value of long-term and short-term financial investments		32 276
Interest payments and similar costs		97 148
Profit or loss before corrections of influence of changes in balances of current assets and short-term creditors		**(2 146)**
Corrections:		
Increase or decrease in balances of receivables		(69 213)
Increase or decrease in balances of inventories		(300)
Increase or decrease in balances of trade payables, and other creditors		46 317
Gross cash flow of principal activity		**(25 342)**
Expenses for interest payments		(97 148)
Net cash flow of principal activity		**(122 490)**
Investment activity cash flow		
Long-term investments in leased fixed assets		(72 000)
Investments in subsidiaries		(1 010 000)
Loans issued		(5 916 045)
Interest received		96 469
Investment activity cash flow		**(6 901 576)**
Financing activity cash flow		
Issue or investments in capital		1 347 408
Loans received		5 679 884
Financing activity cash flow		**7 027 292**
Net cash flow of the reporting year		**3 226**
Balance of cash and its equivalents at the beginning of the reporting		**-**
Balance of cash and its equivalents at the end of the reporting year		**3 226**

Notes on pages 10 to 16 form an integral part of these financial statements.

Ģirts Rudzītis May 17, 2022
(Member of the Board)

Annual report prepared by:

Lilija Adejeva
(Chief Accountant)

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STATEMENT OF CHANGES IN EQUITY

	Stock or share capital (fixed capital)	Stock (share) premium account	Retained earnings or uncovered loss	Total equity
	EUR	EUR	EUR	EUR
As at 11.12.2020	**-**	**-**	**-**	**-**
Increase in stock or share capital (fixed capital)	1 000 000	347 408	-	**1 347 408**
Decrease in retained profit	-	-	(35 101)	**(35 101)**
As at 31.12.2021	**1 000 000**	**347 408**	**(35 101)**	**1 312 307**

Notes on pages 10 to 16 form an integral part of these financial statements.

Ģirts Rudzītis
(Member of the Board)

May 17, 2022

Annual report prepared by:

Lilija Adejeva
(Chief Accountant)

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NOTES TO THE FINANCIAL STATEMENTS

(1) Corporate information

GIVEN Jewellery AS (hereinafter – the Company) was registered with the Republic of Latvia Enterprise Register on December 11, 2020. The registered office of the Company is at Lielirbes Street 17A-11, Riga, LV-1046. The core business activity of the Company is activities of a holding company.

(2) Significant accounting principles

Principles of preparation of financial statements

The annual report has been prepared in accordance with laws of the Republic of Latvia – the "Law on Accounting" and the "Annual Reports and Consolidated Annual Reports Law".
The statement of profit or loss has been prepared according to the function of expense method.
The statement of cash flows has been prepared under the indirect method.

Reporting period

The reporting period is 12,6 months	11.12.2020	to	31.12.2021

The Company started its activity on 11.12.2020. There are no comparative figures as the Company started operations on 11.12.2020 and in accordance with Section 24 (3) of the Accounting Law, the first accounting year of a newly created company may cover a shorter or longer period, but not more than 18 months.

Accounting principles

These financial statements are prepared on the going concern basis, and prudent estimates have been made in preparing these financial statements.

Related parties

A related party is a person or an entity that is related to the reporting Company.

A person or a close member of that person's family is related to the reporting Company if that person has control, joint control or significant influence over the reporting Company or is a member of the key management personnel of the reporting Company or of a parent of the reporting Company.

An entity is related to the reporting Company if both are members of the same group. Besides, an entity is related to the reporting Company if the entity is controlled, jointly controlled or significantly influenced by a related party of the reporting Company or this related party of the reporting Company is a member of the key management personnel of that entity or of a parent of that entity.

Long-term financial investments

Related undertakings
A related undertaking is a company which is directly or indirectly controlled by another company (the parent company – more than 50% of the shareholders' voting rights in this company). The parent company controls the subsidiary company's financial and business policy. The company recognizes income from investments only in case if it receives distribution of profit from the related company after the purchase date. The received distribution which exceeds this profit shall be considered as investment recovery costs and is recognized as a decrease of purchase costs in the related company's investment.

Associated undertakings

Associated undertaking is a company over which the group has direct or indirect significant influence (at least 20% but not more than 50% of the shareholders' voting rights in this company) but has no control over financial and operating policy. The company recognizes income from investments only in case if it receives distribution of profit from the related company after the purchase date. The received distribution which exceeds this profit shall be considered as investment recovery costs and is recognized as a decrease of purchase costs in the related company's investment.

Financial instruments

Long-term loans and claims

A financial asset created by the Company by lending money or providing service directly to the debtor; not created with the purpose to sell it immediately or in the near future. Initially loans are recognised in their initial value set by adding the expenses related to issue of the loan to the fair value of the loan amount. After initial recognition the loans are recognised in their amortised value, applying the effective interest rate method. The amortised value is calculated with the account of the loan issue expenses as well as any loan-related discounts and bonuses. The profit or loss due to amortisation is displayed in the profit and loss statement as interest income and expenses. If active decrease in the value has occurred respective reserves are made.

Debtors

Debtors are recognized according to the amount of initial invoices, less allowances for doubtful debts. An allowance for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts. Receivables are written off if their recovery is considered as impossible.

Deffered expenses

The deffered expenses reflect the payments made during the accounting year, but the use of expenditure is referring to the following reporting periods. The balance value of the balance sheet asset is assessed to the extent that the expected economic benefit is expected in the following reporting periods.

Cash

Cash is non-cash in payment accounts and deposit accounts.

Loans and borrowings

All borrowings are recognized initially at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. In subsequent periods, borrowings are recognized at amortized cost.

A borrowing is classified as long-term if the payment or write-off occurs later than one year after the end of the respective reporting year. Amounts payable or written off during the year are presented under short-term borrowings.

Accrued liabilities

Accrued liabilities are clearly known trade liability sums for the goods or services received within the reporting year when a relevant payment document (an invoice) has failed to be received on the date of drawing up the balance sheet. The liability sums are calculated, based on the price, which is defined in the relevant agreement, and on the documents that approve actual receipt of the goods or services.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, less value added tax and sales-related discounts. Revenue is recognized by reference to the economic nature and substance of the transaction rather than its legal form.

Corporate income tax

The corporate income tax for the reporting period consists of the calculated tax for such period. The corporate income tax is recognised in the profit or loss statement. The tax for the reporting period is calculated according to the provisions of the law "Corporate Income Tax Law".

Corporate income tax is calculated for distributed profit (dividends) and conditionally distributed profit by applying the rate of 20%. Corporate income tax is recognised at the moment when the participants of the Company make a decision on distribution of profit, or when the costs not promoting further development of the Company (conditionally distributed profit) is recorded.

Subsequent events

Post-year-end events that provide additional information about the Company's position at the balance sheet date (adjusting events) are reflected in the financial statements. Post-year-end events that are not adjusting events are disclosed in the notes when material.

(3) Administrative costs

	11.12.2020 - 31.12.2021 EUR
Bank charges	12 021
Professional services expenses	22 318
Other administration costs	83
Total	**34 422**

(4) Other revenue from interest and similar revenue:

	11.12.2020 - 31.12.2021 EUR
Interest income	96 469
Total	**96 469**

(5) Interest payments and similar costs:

	11.12.2020 - 31.12.2021 EUR
Interest costs	97 148
Total	**97 148**

(6) Participation in the capital of related parties

	31.12.2021
	EUR
Investments in the beginning of period	**-**
Acquisition (+)	675 000
Investments (+)	335 000
Investments in the beginning of period	**1 010 000**

Change of investments:
On 11.12.2020, AS GIVEN Jewellery acquired the subsidiary SIA Given Latvia with a share capital of EUR 600'000. On 15.12.2020 the decision of the sole member was made to increase the share capital of SIA Given Latvia by 325'000 EUR, in total amount 925'000 EUR. The main activity of the subsidiary is the retail sale of watches and jewellery in specialized stores. On 28.12.2020, AS GIVEN Jewellery acquired the subsidiary Given Estonia OÜ with a share capital of EUR 75'000. The main activity of the subsidiary is the retail sale of watches and jewellery in specialized stores. On 21.10.2021, the incorporation deed was signed on the founding of GIVEN LITHUANIA UAB in the Republic of Lithuania with a share capital of EUR 20'000, from which 10'000 EUR payment has been made till 31.12.2021.

Company`s name	Owned shares	Acquisition (including investments) value	Investment book value	Profit or loss	Equity value as at 31.12.2021
	%	EUR	EUR	EUR	EUR
SIA GIVEN Latvia	100	925 000	925 000	370 025	854 375
GIVEN LITHUANIA UAB*	100	10 000	10 000	(22 493)	(12 493)
OÜ Given Estonia*	100	75 000	75 000	(35 173)	(72 484)
Total	**X**	**1 010 000**	**1 010 000**	**312 359**	**769 398**

**As of this reporting date, the company's data has not been audited.*

(7) Loans to related parties

	% rate	Due date	Amount, EUR	Changes within the reporting period	31.12.2021
Long-term loans			EUR	EUR	EUR
SIA GIVEN Latvia	6%	31.12.2023	5 734 045	5 734 045	5 734 045
OÜ Given Estonia	6%	31.12.2023	182 000	182 000	182 000
Total long term loans			**5 916 045**	**5 916 045**	**5 916 045**

The loans have been issued without security for the purpose of borrower's business financing.

(8) Other debtors

	31.12.2021
	EUR
Overpayments to suppliers	6 400
Total	**6 400**

(9) Loans against Bonds

	% rate	Due date	31.12.2021 EUR
Subordinated bonds[1]	6%	30.11.2026	2 603 000
Covered bonds[2]	6%	30.04.2024	2 878 483
Total			**5 481 483**

[1] On November 30, 2021, GIVEN Jewelery AS issued subordinated bonds, which enables to attract financing in the amount of five million euros (with a nominal value of 1'000 EUR). The annual interest rate of the issues is 6% and their maturity is 5 years.

[2] On November 2, 2021 the Company issued covered bonds in the amount of three million euros. The annual interest rate of the issues is 6% and their maturity is 2,5 years. All the property belonging to SIA GIVEN Latvia as a joint property at the time of the pledge, as well as the subsequent components of the joint property, establishing a first-order commercial pledge on it, have been pledged in 2021 in favor of ZAB VILGERTS SIA, Registration No. 40203309933 as a collateral for bonds issued by GIVEN Jewellery AS (ISIN: LV0000860054).

(10) Loans from related parties

	% rate	Due date	31.12.2021 EUR
Long-term loans (from 1 to 5 years)			
SIA ALPPES Capital	6%	31.12.2023	100 000
Total	**X**	**X**	**100 000**

(11) Other loans

	% rate	Due date	31.12.2021 EUR
Long-term loans (from 1 to 5 years)			
AS Avole Holdings**	6%	31.12.2023	32 934
AS Novo Holdings**	6%	31.12.2023	32 733
SIA EMK Ventures**	6%	31.12.2023	32 733
Total			**98 400**

**Long - term unsecured loans with a fixed annual rate.

(12) Accrued liabilities

	31.12.2021 EUR
Accrued interest expense	32 640
Accrued liabilities to suppliers	11 082
Total	**43 722**

(13) Important events after the end of the report year

The Russian invasion in Ukraine started in February 2022 has significantly changed the political and economic situation in the world, and it will certainly affect the economies of the Baltic States. Sanctions, trade restrictions and resource prices are expected to affect the economy. The management and the owners of the Company follow the situation and believe that the Company will continue to operate stably. This conclusion is based on information available at the time of approval of these financial statements and the impact of future events on future operations may differ from the current assessment. In the period between the last day of the accounting year to the date of signing the financial report no other events have occured, as a result of which these financial statements should be adjusted.

(14) Going concern

The financial statements are prepared on the assumption that the Company will continue as a going concern.

Ģirts Rudzītis
(Member of the Board) May 17, 2022

Annual report prepared by:
Lilija Adejeva
(Chief Accountant)

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INDEPENDENT AUDITORS' REPORT

Grant Thornton Baltic Audit SIA
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LV-1011 Riga
Latvia

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To the shareholder of "GIVEN Jewellery" AS

Our Opinion on the Financial Statements

We have audited the accompanying financial statements of AS "GIVEN Jewellery" ("the Company") set out on pages 5 to 16 of the accompanying annual report, which comprise:

- the balance sheet as at 31 December 2021,
- the profit and loss statement for the year then ended,
- the statement of changes in equity for the year then ended,
- the statement of cash flows for the year then ended, and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of AS "GIVEN Jewellery" as at 31 December 2021, and of its financial performance and its cash flows for the year then ended in accordance with the 'Law On the Annual Reports and Consolidated Annual Reports' of the Republic of Latvia.

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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) and independence requirements included in the Law on Audit Services of the Republic of Latvia that are relevant to our audit of the financial statements in the Republic of Latvia. We have also fulfilled our other professional ethics responsibilities and objectivity requirements in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) and Law on Audit Services of the Republic of Latvia.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Reporting on Other Information

The Company's management is responsible for the other information. The other information comprises:

- Information about the Company, as set out on page 3 of the accompanying Annual Report,
- the Management Report, as set out on page 4 of the accompanying Annual Report.

Our opinion on the financial statements does not cover the other information included in the 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 section of our report.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 entity 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

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:

- the information given in the Management Report for the financial year for which the financial statements are prepared is consistent with the 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 Financial Statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with the 'Law on the Annual Reports and Consolidated Annual Reports' of the Republic of Latvia 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.

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 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 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 Company'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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a fair presentation.

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.

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Silvija Gulbe
Member of the Board

Raivis Irbītis
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Riga, 17th of May, 2022