

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

**(Reg.No B218246; Address: 44, Rue de la Vallée, L-2661, Luxembourg; Subscribed capital: EUR 12 500)**

Annual accounts for the period from 1 January 2023 until 31 December 2023

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## **MANAGEMENT REPORT**

### **Type of operations**

Amber Beverage Group Holding S.à r.l. (hereinafter also – the Company) is a holding company of Amber Beverage Group (hereinafter – ABG, the Group) - the leading producer, distributor, logistics service provider and retailer of beverages. The Group operates internationally from its headquarters in Luxembourg and through its production and distribution companies all over the world.

The Company has been established in 2017 as the result of reorganisation of SPI Group has grown through organic growth and acquisitions, becoming a global spirits industry player that unites more than 1 500 employees in more than 20 companies in the Baltic States, Austria, Australia, Ireland, Mexico and the United Kingdom. The consolidated Annual Report for 2023, including the detailed performance analysis and corporate governance related matters is presented separately and is published on the Company's website <https://amberbev.com/group/financial-information/>

The principal activities of the Company, which are unchanged from last year, are the holding of investments and provision of financing facilities to its subsidiaries, including any interest earning activities. The Company hasn't established any branches.

Following strategic decision on reviewing its investment portfolio, in 2023 the Company has sold its investment in Amber Permalko AO (company incorporated in Russia) to a third party.

On 21 April 2023, Amber Beverage Group Holding S.à r.l., with the intention of acquiring financing for the construction of a high-bay automated warehouse in Riga, Latvia, issued EUR 30 million in 4-year bonds (ISIN: LV0000870137), which are listed on the Frankfurt Stock Exchange (WKN: A3LE0T). As of 16 October 2023, the bonds are listed on the Nasdaq Riga Stock Exchange Baltic Regulated market (AMBEFLOT27A). The funds obtained from the bond issue have been lent to its subsidiary SIA ABG Real Estate (incorporated in Latvia), which is the manager of the project.

The Company employs 1 employee (2022: 2 employees).

### **Financial performance**

In 2023 the Company has generated net profit of EUR 6.8 million mainly through its investment activities (in form of dividends received) and financing activities (via interest income), which is an increase by EUR 1.6 million to 2022.

As at 31 December 2023 the Company's assets are EUR 358.3 million (31.12.2022: EUR 324.4 million) and its net assets equal to EUR 141.5 million (31.12.2022: EUR 144.7 million). The current liabilities of the Company mainly consist of current portion of bank borrowings and borrowings from related parties. In 2023 the Company has started the refinancing process of its loan portfolio with primary intention to refinance the Credit Suisse AG loan facility. The expected outcome of the refinancing process is expected to improve the liquidity position of the Company. The financial position, development and performance of the Company as presented in these financial statements is considered satisfactory.

## **Financial risk management**

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

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

Financial assets that potentially expose the Company to a certain degree of credit risk concentration are primarily receivables from related companies, and loans. The Company also complies with sanctions regimes imposed by the EU, United Nations, and US, as well as internal procedures.

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

## **Subsequent events**

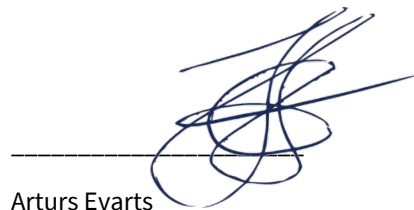
In January 2024, the Company finalized the acquisition process of Amber Beverage Austria GmbH and obtained 100% control over the share capital of Amber Beverage Austria GmbH.

In January 2024, the renaming process of Interbaltija AG AS was finalized and the new company name Interbaltija Amber SIA was registered with the Commerce Register of Latvia.

As part of the refinancing process in January 2024, the Company made partial repayment of outstanding facility towards Credit Suisse AG by EUR 3.5 million and towards Luminor Bank AS Latvian Branch by EUR 1.5 million. The overdraft facility provided by Luminor Bank AS was extended until 30 June 2024, with further extension subject to the development of the refinancing process of Credit Suisse AG facility. In February 2024, the Credit Suisse AG and the Group agreed on further extension of loan facility with the set final repayment date by 20 December 2024.

In January 2024, the Audit Committee of the Company was established as independent supervisory body. Mr. Simon Charles Rowe (as chairman), Mr. Olivier Cagioulis and Ms. Michele Perez were appointed as members of the Audit Committee for the three-year period.

On behalf of the Board:



Arturs Evarts  
Chairman of the Board  
Luxembourg, 27 May 2024

## BALANCE SHEET

	Financial year from	01.01.2023	to	31.12.2023
	Reference(s)	Current year		Previous year
<b>ASSETS</b>				
<b>C. Fixed assets</b>		<b>349 683 659</b>		<b>311 902 073</b>
I. Intangible assets		<b>52 512</b>		<b>79 725</b>
2 Concessions, patents, licences, trade marks and similar rights and assets, if they were		52 512		79 725
a) acquired for valuable consideration and need not be shown under C.I.3		52 512		79 725
II. Tangible assets		<b>45</b>		<b>444</b>
3 Other fixtures and fittings, tools and equipment		45		444
III. Financial assets	<b>3.3</b>	<b>349 631 102</b>		<b>311 821 904</b>
1 Shares in affiliated undertakings		199 849 911		200 769 830
2 Loans to affiliated undertakings		111 951 311		78 688 145
6 Other loans		37 829 880		32 363 929
<b>D. Current assets</b>		<b>7 557 864</b>		<b>12 295 286</b>
II. Debtors	<b>3.4</b>	<b>7 366 477</b>		<b>11 837 058</b>
1 Trade debtors		611 954		-
b) becoming due and payable after more than one year		611 954		-
2 Amounts owed by affiliated undertakings		6 713 100		11 801 613
a) becoming due and payable within one year		6 713 100		11 801 613
4 Other debtors		41 423		35 445
a) becoming due and payable within one year		41 423		35 445
IV. Cash at bank and in hand		191 387		458 228
<b>E. Prepayments</b>		<b>1 059 004</b>		<b>216 981</b>
<b>TOTAL (ASSETS)</b>		<b>358 300 527</b>		<b>324 414 340</b>
<b>CAPITAL, RESERVES AND LIABILITIES</b>				
<b>A. Capital and reserves</b>		<b>141 513 479</b>		<b>144 747 001</b>
I. Subscribed capital	<b>3.5</b>	12 500		12 500
II. Share premium account	<b>3.6</b>	132 553 000		132 553 000
IV. Reserves	<b>3.7</b>	9 678		98 778
1 Legal reserve		1 250		1 250
4 Other reserves, including the fair value reserve		8 428		97 528
b) other non available reserves		8 428		97 528
V. Profit or loss brought forward	<b>3.7</b>	2 082 723		6 879 399
VI. Profit or loss for the financial year	<b>3.7</b>	6 855 578		5 203 324
<b>C. Creditors</b>	<b>3.8</b>	<b>213 287 162</b>		<b>179 667 339</b>
1 Debenture loans		<b>30 000 000</b>		-
b) Non convertible loans		30 000 000		-
ii) becoming due and payable after more than one year		30 000 000		-
2 Amounts owed to credit institutions		<b>57 756 035</b>		<b>63 556 470</b>
a) becoming due and payable within one year		57 756 035		63 556 470
b) becoming due and payable after more than one year		-		-
4 Trade creditors		<b>138 139</b>		<b>422 201</b>
a) becoming due and payable within one year		138 139		422 201
6 Amounts owed to affiliated undertakings		<b>122 035 028</b>		<b>107 549 814</b>
a) becoming due and payable within one year		81 745 585		64 816 953
b) becoming due and payable after more than one year		40 289 443		42 732 861
8 Other creditors		<b>3 357 960</b>		<b>8 138 854</b>
a) Tax authorities		7 316		4 827
b) Social security authorities		9 930		-
c) Other creditors		3 340 714		8 134 027
i) becoming due and payable within one year		215 323		43 170
ii) becoming due and payable after more than one year		3 125 391		8 090 857
<b>D. Deferred income</b>		<b>3 499 886</b>		-
<b>TOTAL (CAPITAL, RESERVES AND LIABILITIES)</b>		<b>358 300 527</b>		<b>324 414 340</b>

## PROFIT AND LOSS ACCOUNT

	Financial year from	01.01.2023	to	31.12.2023
	Reference(s)	Current year		Previous year
<b>1 Net turnover</b>		-		-
<b>4 Other operating income</b>	<b>3.9</b>	<b>1 365 158</b>		<b>622 266</b>
<b>5 Raw materials and consumables and other external expenses</b>		<b>-1 927 931</b>		<b>-1 488 477</b>
a) Raw materials and consumables		-		-
b) Other external expense	<b>3.10</b>	-1 927 931		-1 488 477
<b>6 Staff costs</b>		<b>-221 117</b>		<b>-83 721</b>
a) Wages and salaries		-204 846		-73 418
b) Social security costs		-16 028		-10 303
ii) other social security costs		-16 028		-10 303
c) Other staff costs		-243		-
<b>7 Value adjustments</b>		<b>-27 611</b>		<b>-27 849</b>
a) in respect of formation expenses and of tangible and intangible fixed assets		-27 611		-27 849
<b>8 Other operating expenses</b>		<b>-2 683</b>		<b>-5 500</b>
<b>9 Income from participating interests</b>	<b>3.11</b>	<b>8 771 928</b>		<b>7 993 534</b>
a) derived from affiliated undertakings		8 771 928		7 993 354
<b>11 Other interest receivable and similar income</b>	<b>3.12</b>	<b>9 070 488</b>		<b>4 809 416</b>
a) derived from affiliated undertakings		6 677 073		3 927 960
b) other interest and similar income		2 393 415		881 456
<b>14 Interest payable and similar expenses</b>	<b>3.13</b>	<b>-9 926 593</b>		<b>-6 265 692</b>
a) concerning affiliated undertakings		-2 045 226		-1 598 133
b) other interest and similar expenses		-7 881 367		-4 667 559
<b>15 Tax on profit or loss</b>		-		-
<b>16 Profit of loss after taxation</b>		<b>7 101 639</b>		<b>5 553 977</b>
<b>17 Other taxes not shown under items 1 to 16</b>		<b>-246 062</b>		<b>-350 654</b>
<b>18 Profit of loss for the financial year</b>		<b>6 855 578</b>		<b>5 203 324</b>

## **NOTES TO ANNUAL ACCOUNTS**

### **1. General Information**

Amber Beverage Group Holding S.à r.l. (hereafter the “Company”) was incorporated on 26 September 2017 and is organized under the laws of Luxembourg as a Société à responsabilité limitée for an unlimited period.

The registered office of the Company was established in 44, Rue de Vallée, L-2661, Luxembourg.

The main activity of the Company is management of investments and financing into Amber Beverage Group – one of the leading producers and distributors of alcohol beverages.

As at 31 December 2023 the major shareholder of the Company was SPI Group Holding Limited (registered in Cyprus) owning 94% of Company’s share capital (31.12.2022: 94%).

The SPI Group Holding Limited also prepares consolidated financial statements for the reporting year, which are published according to the provisions of the Cyprus Law.

### **2. Reporting period**

The Company’s financial year starts on 1 January and ends on 31 December 2023. Comparative information shows the balance sheet as at 31 December 2022 and income statement items for period 1 January 2022 to 31 December 2022.

### **3. Summary of Significant accounting policies**

#### **3.1. Basis for preparation**

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation rules are, besides the ones laid down by the law on 19 December 2002, determined and applied by the Board of Managers.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers to exercise judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### **3.2. Significant accounting policies**

The main valuation rules applied by the Company are the following:

#### 3.2.1. Intangible assets

Intangible assets are valued at purchase price including the expenses incidental thereto or at production cost, less cumulated depreciation amounts written off and value adjustments. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

#### 3.2.2. Financial fixed assets

Shares in affiliated undertakings are valued at their historical acquisition cost including the incidental costs of acquisition. Loans to these undertakings are valued at their nominal value. If the Management determines that a permanent impairment has occurred in the value of a financial fixed asset, a value adjustment is made, to reflect that loss. These value adjustments may not be continued if the reasons for which they were made have ceased to apply.

#### 3.2.3. Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for the which the value adjustments were made have ceased to apply.

#### 3.2.4. Trade creditors

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, billed to the Company, unless the effect of discounting is material.

#### 3.2.5. Foreign currency translation

The Company maintains its books and records in euros (EUR).

Transactions expressed in currencies other than euros are translated at the exchange rate effective at the time of the transaction.

Cash at bank is translated at the exchange rate prevailing at the balance sheet date. Exchange gains and losses resulting from this conversion are recorded in the profit and loss account for the year.

The other assets and liabilities are translated individually at the lower, respectively the higher, of their value at the historical exchange rate or at their value determined at the exchange rate prevailing at the balance sheet date. Only the unrealized exchange losses are recorded in the profit and loss account. The exchange gains are recorded in the profit and loss account at the moment of their realisation.

Where there is an economic link between an asset and a liability, they are translated in total, and only the unrealized net exchange losses are accounted for in the profit and loss account.



### **3.2. Significant accounting policies (continued)**

#### 3.2.6. Cash and cash equivalents

Cash and cash equivalents consist of banks' current accounts balances and other highly liquid investments with original maturities up to 90 days.

#### 3.2.7. Net turnover

The net turnover comprises the amounts derived from the provision of services falling within the Company's ordinary activities, after deductions of value added tax and other taxes directly linked to the turnover.

#### 3.2.8. Borrowings

Borrowings are recognised initially at fair value net of transaction costs incurred. Borrowings are subsequently stated at amortised cost using the effective interest method. Any difference between the proceeds and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method. Transaction costs are included in the prepayments and amortised over the borrowing period.

#### 3.2.9. Derivative financial instruments and hedging activities

Derivatives are initially recognized at fair value as at the date when the contract is concluded. Derivatives are subsequently measured at fair value at the end of each reporting period. The method of recognising the resulting gain and loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The effective portion of changes in the fair value of derivatives that are designated and qualify for cash flow hedges is recognised in equity item "Reserves". The gain or loss relating to the ineffective portion is recognised immediately in the profit and loss account.

Amounts accumulated in equity are reclassified in the profit and loss account in the periods when the hedged item effects profit or loss. The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the profit and loss account within "Interest payable and similar expenses". The gain or loss relating to the ineffective portion is recognised in the profit and loss account within "Other operating expenses".

#### 3.2.10. Related party transactions

The parties are considered related when one party has a possibility to control the other or has significant influence over the other party in making financial and operational decisions. Related parties of the Company are subsidiaries, associates, shareholders who could control or who have significant influence over the Company in accepting operating business decision, key management personnel of the Company including the members of Supervisory Board and close family members of any of above-mentioned persons, as well as entities over which those persons have a control or significant influence.

### 3.3. Financial fixed assets

The movement of the financial fixed assets is represented as follows:

	Shares EUR	Loans EUR	TOTAL EUR
Gross book value – opening balance	200 769 830	111 052 074	<b>311 821 904</b>
Additions	4 081 201	-	<b>4 081 201</b>
Disposals	(5 001 120)	-	<b>(5 001 120)</b>
Settlements	-	38 729 117	<b>38 729 117</b>
<b>Gross book value – closing balance</b>	<b>199 849 911</b>	<b>149 781 191</b>	<b>349 631 102</b>
Accumulated value adjustments – opening balance	-	-	-
Allocations for the period	-	-	-
Reversals for the period	-	-	-
Transfers for the period	-	-	-
<b>Accumulated value adjustments – closing balance</b>	-	-	-
<b>Net book value – opening balance</b>	<b>200 769 830</b>	<b>111 052 074</b>	<b>311 821 904</b>
<b>Net book value – closing balance</b>	<b>199 849 911</b>	<b>149 781 191</b>	<b>349 631 102</b>

To secure the liabilities arising from borrowings received from its external lenders (Credit Suisse AG, Luminor Bank AS Latvian Branch, Rietumu Banka AS, bonds) (see Note 3.8), the Company has provided the following collaterals:

- Pledge over shares of Amber Latvijas Balzams AS, Amber Beverage Group SIA, Amber Beverage Australia Pty Ltd (in process of release subsequent to the year-end), Amber Production Tequila SA de CV (in process of release subsequent to the year-end), Interbaltija AG AS (subsequently to year end renamed to Interbaltija Amber SIA) (in process of release subsequent to the year-end), Amber Talvis AO, Amber Distribution Lithuania UAB, Amber Distribution Latvia SIA, ABG Real Estate SIA, Amber Distribution Estonia OU, WW Equity House Holding Ltd.
- Assignment of claim rights against ABG Real Estate SIA and SPI Group Holding Limited.

See also Note 3.15.

### 3.3. Financial fixed assets (continued)

As at 31 December 2023 the Company has ownership in the following undertakings:

Name of undertaking	Registered office	Ownership 31/12/2023	Book value 31/12/2023 EUR	Ownership 31/12/2022	Book value 31/12/2022 EUR	Last balance sheet date
Amber Beverage Group SIA - management services	A.Caka 160, Riga, Latvia	100.00%	4 002 800	100.00%	4 002 800	31.12.2023
Amber Talvis AO - rectification of ethyl alcohol	392515, Tambovskaja oblastj, Tambovskij rajon, r.p. Novaja Lada, U.Sovetskaja 184e, Russia	72.87%	82 966	72.87%	82 966	31.12.2023
Amber Production Remedia OÜ - production of alcoholic beverages	Moisa tee 5, Kiiu, Kuusalu, Harjumaa, 74604, Estonia	100.00%	1 700 000	100.00%	1 700 000	31.12.2023
Amber IP Brands S.a r.l. - management of intellectual property	Avenue Reverdil, Nyon, 1260, Switzerland	100.00%	24 143	100.00%	24 143	31.12.2023
Amber Production Tequila S.A. de C.V. - production of alcoholic beverages	Heroe de Nacozari No.5, Tequila, Jalisco, 46403, Mexico	99.99%	21 320 386	99.99%	21 320 386	31.12.2023
Amber Distribution Latvia SIA - distribution	Noliktavu iela 11, Dreiliņi, Riga, LV-2130, Latvia	100.00%	21 813 000	100.00%	21 813 000	31.12.2023
Interbaltija AG AS - distribution <sup>1</sup>	Lapeņu 3, Riga, LV-1013, Latvia	100.00%	3 200 000	100.00%	3 200 000	31.12.2023
Amber Latvijas balzams AS - production of alcoholic beverages	A.Caka 160, Riga, LV-1012, Latvia	89.99%	41 751 934	89.99%	41 751 934	31.12.2023
Amber Beverage Australia Pty Ltd – distribution	8/30 Park Road, Mulgrave NSW, 2756, Australia	100.00%	5 978 859	100.00%	5 978 859	31.12.2023
Amber Distribution Lithuania UAB - distribution	Metalo str.2B, Vilnius, LT-02190, Lithuania	100.00%	46 427 000	100.00%	46 427 000	31.12.2023
Amber Distribution Estonia OU - distribution	Peterburi tee 46-519, Tallinn, EE-11415, Estonia	100.00%	4 000 000	100.00%	4 000 000	31.12.2023
Amber Permalko AO - production of alcoholic beverages <sup>2</sup>	ul. Okulova, d. 73, Perm, 614990, Russia	-	-	92.60%	5 001 120	31.12.2022

Amber Beverage Group Holding S.à r.l.  
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### 3.3. Financial fixed assets (continued)

Name of undertaking	Registered office	Ownership 31/12/2023	Book value 31/12/2023 EUR	Ownership 31/12/2022	Book value 31/12/2022 EUR	Last balance sheet date
Amber Beverage Austria GmbH - distribution	Gewerbepark, In der Au 2, 6330, Kufstein, Austria	90.00%	965 250	90.00%	965 250	31.12.2023
Indie Brands Ltd - distribution <sup>3</sup>	The White House, Clifton Marine Parade, Kent, Gravesend, DA11 0DY, United Kingdom	100.00%	6 751 165	75.00%	4 169 964	31.12.2023
Think Spirits NL B.V. - management services	Keizersgracht 482, Amsterdam, 1017EG, Netherlands	100.00%	2 500	100.00%	2 500	31.12.2023
ABG Real Estate SIA - real estate management	Aleksandra Čaka iela 160, Riga, LV-1012, Latvia	100.00%	4 002 800	100.00%	4 002 800	31.12.2023
Amber Agave S.A. de C.V. - agriculture	Paseo Royal Country 4596, Torre Cube 2, Zapopan, Jalisco, 45116, Mexico	100.00%	3 911	100.00%	3 911	31.12.2023
Amber Beverage UK Ltd - distribution	100 Beverley Road, B100 East Midlands Airport, Derby, DE74 2SA, United Kingdom	100.00%	16 196 443	100.00%	16 196 443	31.12.2023
WW Equity House Holding Limited - holding activities	Equity House, Deerpark Business Park, Dublin Road, Carlow, R93 K7W4, Ireland	100.00%	21 599 755	100.00%	20 099 755	31.12.2023
Amber Beverage Germany GmbH - distribution	Theresia-Gerhardinger- Str. 7, Geisenhausen, 84144, Germany	100.00%	27 000	100.00%	27 000	31.12.2023
		<b>TOTAL</b>	<b>199 849 911</b>		<b>200 769 830</b>	

1 – With the purpose to strengthen the Group’s position, subsequently to the 2023 year-end Interbaltija AG AS (incorporated in Latvia) was renamed to Interbaltija Amber SIA.

2 – Following the strategic decision on Group’s further development in June 2023 the Company sold its investment in Amber Permalko AO (incorporated in Russia) to an independent party.

3 – In April 2023 the Company acquired 25% of share capital of Indie Brands Ltd (incorporated in the UK).

### 3.3. Financial fixed assets (continued)

Name of undertaking	Net assets at the 31/12/2023 EUR	Profit / (loss) 2023 EUR	Net assets at the 31.12.2022 EUR	Profit / (loss) 2022 EUR
Amber Beverage Group SIA	(248 100)	(496 289)	247 778	(56 807)
Amber Talvis AO	2 340 320	1 976 577	980 163	8 106 929
Amber Production Remedija OÜ	(39 018)	(140 454)	101 436	(337 516)
Amber IP Brands S.a r.l.	(3 471 209)	2 607 790	(6 078 999)	(363 264)
Amber Production Tequila S.A. de C.V.	7 612 757	(1 302 111)	8 028 676	1 919 320
Amber Distribution Latvia SIA	11 952 206	6 068 397	5 896 088	4 747 113
Interbaltija AG AS	3 967 461	747 975	3 218 701	552 633
Amber Latvijas balzams AS	141 278 087	5 164 949	140 611 278	6 332 122
Amber Beverage Australia Pty Ltd	1 318 078	(832 971)	2 200 001	(135 645)
Amber Distribution Lithuania UAB	10 904 838	5 963 447	9 441 392	5 177 427
Amber Distribution Estonia OU	761 661	157 602	604 059	213 047
Amber Permalko AO	-	-	8 884 450	1 655 739
Amber Beverage Austria GmbH	523 382	316 375	206 799	81 962
Indie Brands Ltd	1 324 959	(488 094)	3 218 701	552 633
Think Spirits NL B.V.	43 344	34 501	8 843	5 360
ABG Real Estate SIA	4 228 293	405 631	3 822 661	(48 903)
Amber Agave S.A. de C.V.	(5 312 008)	(2 502 870)	(2 466 657)	(616 538)
Amber Beverage UK Ltd	(670 292)	(1 987 859)	1 292 664	(235 790)
WW Equity House Holding Limited	3 071 370	-	3 071 370	-
Amber Beverage Germany GmbH	(959 045)	(455 666)	(503 379)	(476 089)

### 3.4. Debtors

	31.12.2023 EUR	31.12.2022 EUR
Trade receivables	611 954	-
Receivables from affiliated undertakings	4 987 077	7 812 315
Dividends receivable	1 726 023	3 989 298
Other receivables	41 420	35 445
<b>TOTAL:</b>	<b>7 366 474</b>	<b>11 837 058</b>

### 3.5. Subscribed capital

The share capital of the Company consists of 12 500 shares with par value of EUR 1. As at the balance sheet date all shares have been paid.

### 3.6. Share premium account

The movements of share premium during the period are as follows:

	Share premium EUR	TOTAL EUR
Share premium - opening balance	132 553 000	132 553 000
Movements for the period	-	-
<b>Share premium - closing balance</b>	<b>132 553 000</b>	<b>132 553 000</b>

### 3.7. Movement for the period on the reserves and profit and loss items

The movements for the period are as follows:

	Legal reserve EUR	Other reserves EUR	Profit brought forward EUR	Profit for the financial year EUR	TOTAL EUR
As at 31 December 2022	1 250	97 528	6 879 399	5 203 324	12 181 501
Allocation of prior period profit	-	-	5 203 324	(5 203 324)	-
Dividends declared	-	-	(10 000 000)	-	(10 000 000)
Profit for the period	-	-	-	6 855 578	6 855 578
Other movements	-	(89 100)	-	-	(89 100)
<b>As at 31 December 2023</b>	<b>1 250</b>	<b>8 428</b>	<b>2 082 723</b>	<b>6 855 578</b>	<b>8 947 978</b>

In 2023 the Company according to shareholders decision distributed prior year profits in amount of EUR 10 million. As at 31 December 2023 the amount of unpaid dividends equal to EUR 10 588 000 (31.12.2022: EUR 3 348 000) (see Note 3.8).

### 3.8. Creditors

	Within one year EUR	After one year and within five years EUR	TOTAL EUR
Amounts owed to credit institutions	57 756 035	-	<b>57 756 035</b>
Non-convertible bonds	-	30 000 000	<b>30 000 000</b>
Trade creditors	138 139	-	<b>138 139</b>
Amounts owed to affiliate undertakings	71 157 585	43 414 834	<b>114 572 419</b>
Dividends payable	10 588 000	-	<b>10 588 000</b>
Tax and social security debts	17 246	-	<b>17 246</b>
Other creditors	215 323	-	<b>215 323</b>
<b>TOTAL</b>	<b>139 872 328</b>	<b>73 414 834</b>	<b>213 287 162</b>

Amounts owed to credit institutions:

	31.12.2023 EUR	31.12.2022 EUR	Maturity date
<b>Non-current</b>			
Rietumu banka AS	-	-	10.04.2028
	-	-	
<b>Current</b>			
Luminor Bank AS Latvian branch	1 760 966	5 238 803	31.01.2024
Luminor Bank AS Latvian branch (overdraft facility)	21 453 828	21 297 337	30.06.2024
Credit Suisse AG	25 084 044	27 063 609	20.12.2024
Rietumu banka AS	9 465 624	-	10.04.2028
Signet Bank AS	-	10 054 250	31.03.2027
Derivative instrument	(8 428)	(97 528)	29.12.2024
	<b>57 756 035</b>	<b>63 556 471</b>	
<b>TOTAL</b>	<b>57 756 035</b>	<b>63 556 471</b>	

Amounts owed to credit institutions bears the interest of 1 to 3 months EURIBOR plus 2.3 – 7.50%.

### 3.8 Creditors (continued)

The Company is subject to certain covenants measured at the Group level preliminary related to its borrowings from Luminor Bank AS Latvian branch, Credit Suisse AG, Rietumu Banka AS and bondholders. The Company is constantly monitoring the compliance with financial covenants as agreed with the respective lenders and is communicating on their fulfilment. As per covenant calculation as of 31 December 2023, the covenant Debt/EBITDA ratio as agreed with Rietumu Banka AS has not been met. As the result, for purposes of these annual accounts, the non-current liability of EUR 9 454 090 has been reclassified as current. After the year end, Rietumu Banka AS has confirmed that there are no breaches, due to which the Bank would withdraw from the loan agreement and would utilize its rights to request the early repayment of the loan.

On 21 April 2023 with intention of acquiring financing for the construction of a high-bay automated warehouse in Riga, Latvia, issued EUR 30 million in 4-year bonds (ISIN: LV0000870137), which are listed on the Frankfurt Stock Exchange (WKN: A3LE0T). As of 16 October 2023, the bonds are listed on the Nasdaq Riga Stock Exchange Baltic Regulated market (AMBEFLOT27A). Funds obtained from the bonds issue have been transferred in a form of loan agreement to its subsidiary ABG Real Estate SIA (incorporated in Latvia), which is a company designed for realisation of the high-bay warehouse project. As part of the terms and conditions of the Offering Memorandum, the proceeds from the bond issue can be utilized to fund the construction of the project and to serve the respective debt.

### 3.9. Other operating income

The other operating income is broken down by category of activity as follows:

	<b>2023</b>	<b>2022</b>
	EUR	EUR
Income from management services provided within in EU	1 201 799	533 729
Income from management services provided outside EU	163 359	88 537
<b>TOTAL:</b>	<b>1 365 158</b>	<b>622 266</b>



### 3.10. Other external expenses

	<b>2023</b>	<b>2022</b>
	EUR	EUR
Professional services	1 254 500	1 073 369
Audit fees	180 989	85 357
Legal fees	181 121	47 178
Insurance	35 065	31 867
Lease and office maintenance	13 151	12 116
Bank charges	10 662	8 940
Other costs	252 443	229 650
<b>TOTAL:</b>	<b>1 927 931</b>	<b>1 488 477</b>

### 3.11. Income from participating interests

	<b>2023</b>	<b>2022</b>
	EUR	EUR
Dividend income received	8 771 928	7 993 534
<b>TOTAL:</b>	<b>8 771 928</b>	<b>7 993 534</b>

### 3.12. Other interest receivable and similar income

	<b>2023</b>	<b>2022</b>
	EUR	EUR
Income from loans to affiliated companies	6 677 073	3 927 960
Income from loans to shareholders	2 368 230	881 456
Deposit interest	25 185	-
<b>TOTAL:</b>	<b>9 070 488</b>	<b>4 809 416</b>

### 3.13. Interest payable and similar expenses

	<b>2023</b>	<b>2022</b>
	EUR	EUR
Net loss on disposal of investment in subsidiaries	354 526	-
Net foreign exchange loss	472 834	864 622
Interest to credit institutions	4 005 098	2 781 290
Interest to bond holders	2 298 120	-
Interest to related parties	1 690 700	1 598 132
Interest to shareholders	553 512	655 046
Other interest and similar costs	571 803	366 601
<b>TOTAL:</b>	<b>9 926 593</b>	<b>6 265 692</b>

### 3.14. Compensation to the management of the Company

For the reporting period the Company has one employee. Compensation to the members of the Board of Managers and Supervisory Board for reporting period is presented as follows:

	<b>2023</b>	<b>2022</b>
	EUR	EUR
Members of the Board of Managers	267 291	148 035
Members of the Supervisory Board	163 471	77 000
<b>TOTAL</b>	<b>430 762</b>	<b>225 035</b>

### 3.15. Commitments

The Company has issued guarantees as part of security packages towards external lenders:

- Guarantee to secure liabilities arising from the bonds
- Guarantee to secure liabilities arising by its subsidiary Amber Distribution Latvia SIA towards BluOr Bank AS for the overdraft agreement with maximum amount of EUR 15 million
- Guarantee to secure liabilities arising towards Luminor Bank AS Latvian Branch for the overdraft agreement with maximum amount of EUR 22.7 million
- Guarantee to secure liabilities arising by its subsidiary Indie Brands Ltd towards Ultimate Finance Ltd for the invoice discounting facility with maximum amount of GBP 2 million

### 3.16. Proposal on distribution of current period result

The Board propose to leave the current year profit in amount of EUR 6 855 578 undistributed.

### **3.17. Subsequent events**

In January 2024, the Company finalized the acquisition process of Amber Beverage Austria GmbH and obtained 100% control over the share capital of Amber Beverage Austria GmbH.

In January 2024, the renaming process of Interbaltija AG AS was finalized and the new company name Interbaltija Amber SIA was registered with the Commerce Register of Latvia.

As part of the refinancing process in January 2024, the Company made partial repayment of outstanding facility towards Credit Suisse AG by EUR 3.5 million and towards Luminor Bank AS Latvian Branch by EUR 1.5 million. The overdraft facility provided by Luminor Bank AS was extended until 30 June 2024, with further extension subject to the development of the refinancing process of Credit Suisse AG facility. In February 2024, the Credit Suisse AG and the Group agreed on further extension of loan facility with the set final repayment date by 20 December 2024.

In January 2024, the Audit Committee of the Company was established as independent supervisory body. Mr. Simon Charles Rowe (as chairman), Mr. Olivier Cagioulis and Ms. Michele Perez were appointed as members of the Audit Committee for the three-year period.

There were no other subsequent events since the last date of the financial period until the date of signing these financial statements, which require adjustment to or disclosure in these financial statements.

## **STATEMENT OF THE BOARD OF MANAGERS' RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE FINANCIAL STATEMENTS**

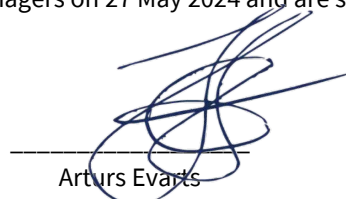
The Board of Managers is responsible for the preparation, publishing and fair presentation of the financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements, and for such internal control as the Board of Managers 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, the Board of Managers 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 the Board of Managers either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

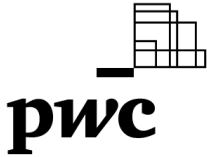
We confirm that to the best of our knowledge and belief:

- The financial statements of Amber Beverage Group S.à r.l. (the 'Company') presented in this Annual Report and established in conformity with Luxembourg GAAP give a true and fair view of the profit or loss account and balance sheet for the year that ended, and notes to the financial statements, including a summary of significant accounting policies; and
- The Directors' Report includes a fair review of the development and performance of the business and position of the Company, together with a description of the principal risks and uncertainties it faces.

The annual report of Amber Beverage Group Holding S.à r.l. for the period from 1 January 2023 until 31 December 2023 has been approved by the Board of Managers on 27 May 2024 and are signed on its behalf by:



Arturs Evarts  
Chairman of the Board of Managers



## AUDIT REPORT

To the Shareholders of  
**Amber Beverage Group Holding S.à r.l.**

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### Report on the audit of the annual accounts

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#### Our opinion

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of Amber Beverage Group Holding S.à r.l. (the “Company”) as at 31 December 2023, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Our opinion is consistent with our additional report to the Audit Committee or equivalent.

#### *What we have audited*

The Company’s annual accounts comprise:

- the balance sheet as at 31 December 2023;
- the profit and loss account for the year then ended; and
- the notes to the annual accounts, which include a summary of significant accounting policies.

#### Basis for opinion

We conducted our audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the “Commission de Surveillance du Secteur Financier” (CSSF). Our responsibilities under the EU Regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the “Responsibilities of the “Réviseur d’entreprises agréé” for the audit of the annual accounts” section of our report.

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

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts. We have fulfilled our other ethical responsibilities under those ethical requirements.

*PricewaterhouseCoopers, Société coopérative, 2 rue Gerhard Mercator, B.P. 1443, L-1014 Luxembourg  
T : +352 494848 1, F : +352 494848 2900, [www.pwc.lu](http://www.pwc.lu)*

*Cabinet de révision agréé. Expert-comptable (autorisation gouvernementale n°10028256)  
R.C.S. Luxembourg B 65 477 - TVA LU25482518*



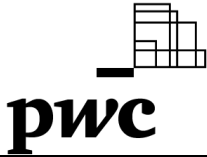
To the best of our knowledge and belief, we declare that we have not provided non-audit services that are prohibited under Article 5(1) of the EU Regulation No 537/2014.

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## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p><i>Recoverability of shares in affiliated undertakings and loans to affiliated undertakings</i></p> <p>The Company has investments in shares in affiliated undertakings in the amount of EUR 199 849 911 and loans granted to affiliated undertakings in the amount of EUR 149 781 191 (see Note 3.3 to the annual accounts).</p> <p>Management's assessment of the recoverable amount of investments in subsidiaries and loans granted to subsidiaries requires significant judgement in the determination of the level at which the investments in affiliated undertakings are tested for impairment taking into account the substance of the business activity, interdependency of the cash flows between the different subsidiaries and their level of integration.</p> <p>Moreover, the determination of the recoverable value requires significant estimates as it relates to the estimation of the forecasted cash flows and of the discount rates and long-term growth rates.</p> <p>We focused on this area due to the inherent complexity and judgement in the estimate for the recoverable amount of the investments in affiliated undertakings and loans granted to affiliated undertakings and the materiality of the balance.</p>	<ul style="list-style-type: none"> <li>• We evaluated the design and implementation of relevant internal controls;</li> <li>• We evaluated Management's methodology used to estimate the recoverable amount of the shares in affiliated undertakings and of loans granted to affiliated undertakings;</li> <li>• We involved valuation experts and checked the appropriateness of the methodology applied by the management and independently recalculated the weighted average cost of capital based on the use of market data and verified the long-term growth rate to market data;</li> <li>• We agreed the forecasted cash flows used for the determination of the recoverable value to 5-years budget as approved by the Board of Managers;</li> <li>• We evaluated management's ability to reasonably estimate cash flow forecasts by comparing actual results to management's historical forecasts;</li> <li>• We evaluated and challenged significant assumptions used by management in CGUs recoverable amount calculations, such as the sales growth, EBITDA growth, replacement capital expenditure, long-term growth, and discount rates;</li> <li>• We performed sensitivity analysis of the models to changes in the key assumptions;</li> <li>• We considered the appropriateness of the disclosures in Note 3.3 to the annual accounts.</li> </ul>



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**Other matter**

The comparative information of the Company has not been audited in accordance with International Standards on Auditing as adopted for Luxembourg by the CSSF.

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**Other information**

The Board of Managers is responsible for the other information. The other information comprises the information stated in the management report and the Corporate Governance Statement but does not include the annual accounts and our audit report thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, 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.

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**Responsibilities of the Board of Managers and those charged with governance for the annual accounts**

The Board of Managers is responsible for the preparation and fair presentation of the annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Managers determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Managers 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 the Board of Managers either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

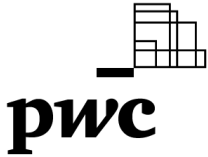
Those charged with governance are responsible for overseeing the Company's financial reporting process.

The Board of Managers is responsible for presenting the annual accounts in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format ("ESEF Regulation").

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**Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the annual accounts**

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit 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 the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF 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 annual accounts.



As part of an audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

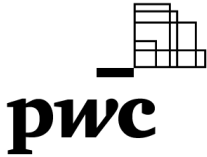
- identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material 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 the Board of Managers;
- conclude on the appropriateness of the Board of Managers' 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 audit report to the related disclosures in the annual accounts 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 audit 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 annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key





audit matters. We describe these matters in our audit report unless law or regulation precludes public disclosure about the matter.

We assess whether the annual accounts have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

## **Report on other legal and regulatory requirements**

The management report is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement, as published on the Company's website <https://amberbev.com/group/financial-information/>, is the responsibility of the Board of Managers. The information required by Article 68ter Paragraph (1) Letters c) and d) of the Law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent, at the date of this report, with the annual accounts and has been prepared in accordance with applicable legal requirements.

We have been appointed as "Réviseur d'Entreprises Agréé" by the General Meeting of the Shareholders on 5 December 2023 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 1 year.

We have checked the compliance of the annual accounts of the Company as at 31 December 2023 with relevant statutory requirements set out in the ESEF Regulation that are applicable to annual accounts.

For the Company it relates to the requirement that annual accounts are prepared in a valid XHTML format.

In our opinion, the annual accounts of the Company as at 31 December 2023 have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

PricewaterhouseCoopers, Société coopérative  
Represented by

Luxembourg, 27 May 2024

Andrei Chizhov