20230728112690

Årsredovisning

för

Thalamus AB

556305-9483

Räkenskapsåret

2022

Fastställelseintyg

Undertecknad styrelseledamot i Thalamus AB intygar att resultaträkningen och balansräkningen i årsredovisningen har fastställts på årsstämma 2023-05-24. Årsstämman beslutade att godkänna styrelsens förslag till resultatdisposition.

Jag intygar också att innehållet i årsredovisningen och revisionsberättelsen stämmer överens med originalen.

Malmö 2023-05-24

Thomas Larsson

20230728112691

Årsredovisning

för

Thalamus AB

556305-9483

Räkenskapsåret

2022

Innehållsförteckning

Förvaltningsberättelse	2
Resultaträkning	4
Balansräkning	5
Noter	7
Underskrifter	10

S1c8LjfBh-BJqLLjMBh

20230728112692

Styrelsen och verkställande direktören för Thalamus AB avger följande årsredovisning för räkenskapsåret 2022.

Årsredovisningen är upprättad i svenska kronor, SEK. Om inte annat särskilt anges, redovisas alla belopp i hela kronor (kr). Uppgifter inom parentes avser föregående år.

Förvaltningsberättelse

Verksamheten

Allmänt om verksamheten

Företagets verksamhet är att äga och förvalta fast egendom.

Företaget har sitt säte i Malmö.

Väsentliga händelser under räkenskapsåret

Bolaget har per 1 december 2022 förvärvat samtliga aktier i Corem Kajan AB, n.ä.t. Limhamn Kajan 37 AB. Övertag har skett av koncernskuld till tidigare moderbolaget i samband med förvärvet. Mindre justering av slutlig köpeskilling kommer fastställas under 2023.

Återbetalning har skett av lånefordran på koncernbolag i utländsk valuta i sin helhet.
Bolaget har reverslån i utländsk valuta. Sammantaget förekommer en valutavinst för året som har redovisats i Övriga ränteintäkter och liknande resultatposter.

Efterskänkning har skett av lång- och kortfristiga lån och upplupen ränta till ett dotterbolag om sammanlagt 18,8 mkr. Eftergiften utgör ett aktieägartillskott. Nedskrivning har skett av andelarna med motsvarande belopp. Nedskrivningen är redovisad under Resultat från andelar i koncernföretag.

Flerårsöversikt (Tkr)	**2022**	**2021**	**2020**	**2019**
Nettoomsättning	7 608	6 761	7 619	7 457
Resultat efter finansiella poster	-12 703	5 853	-7 679	2 800
Soliditet (%)	19	24	20	32

För definitioner av nyckeltal, se Not 1 Redovisningsprinciper.

Förändringar i eget kapital

	Aktie-kapital	**Reserv-fond**	**Balanserat resultat**	**Årets resultat**	**Totalt**
Belopp vid årets ingång	500 000	100 000	58 651 460	2 819 865	**62 071 325**
Disposition enligt beslut av årsstämman:					
Balanseras i ny räkning			2 819 865	-2 819 865	**0**
Årets resultat				-15 223 724	**-15 223 724**
Belopp vid årets utgång	**500 000**	**100 000**	**61 471 325**	**-15 223 724**	**46 847 601**

S1c8LjfBh-BJqLLjMBh

20230728112693

Resultatdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	61 471 325
årets förlust	-15 223 724
	46 247 601
disponeras så att	
i ny räkning överföres	46 247 601
	46 247 601

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

S1c8LjfBh-BJqLLjMBh

20230728126944

Resultaträkning

	Not	2022-01-01 -2022-12-31	2021-01-01 -2021-12-31
Rörelseintäkter, lagerförändringar m. m.			
Nettoomsättning		7 608 423	6 761 406
Summa rörelseintäkter, lagerförändringar m.m.		**7 608 423**	**6 761 406**
Rörelsekostnader			
Övriga externa kostnader		-3 140 421	-2 344 684
Personalkostnader	2	-39 426	-370 604
Avskrivningar av materiella anläggningstillgångar		-2 018 879	-2 226 903
Summa rörelsekostnader		**-5 198 726**	**-4 942 191**
Rörelseresultat		**2 409 697**	**1 819 215**
Finansiella poster			
Resultat från andelar i koncernföretag	3	-18 762 266	0
Övriga ränteintäkter och liknande resultatposter	4	4 947 285	6 224 075
Räntekostnader och liknande resultatposter	5	-1 297 472	-2 190 721
Summa finansiella poster		**-15 112 453**	**4 033 354**
Resultat efter finansiella poster		**-12 702 756**	**5 852 569**
Bokslutsdispositioner			
Förändring av periodiseringsfonder		-1 400 000	-1 100 000
Förändring av överavskrivningar		-200 000	-1 200 000
Summa bokslutsdispositioner		**-1 600 000**	**-2 300 000**
Resultat före skatt		**-14 302 756**	**3 552 569**
Skatter			
Skatt på årets resultat		-920 968	-732 704
Årets resultat		**-15 223 724**	**2 819 865**

S1c8LjfBh-BJqLLjMBh

20230728126935

Balansräkning

	Not	2022-12-31	2021-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Materiella anläggningstillgångar			
Byggnader och mark	6	15 319 810	16 612 005
Byggnadsinventarier	7	2 422 272	3 148 956
Summa materiella anläggningstillgångar		**17 742 082**	**19 760 961**
Finansiella anläggningstillgångar			
Andelar i koncernföretag	8	126 032 870	95 634 803
Fordringar hos koncernföretag	9	100 164 317	140 278 398
Summa finansiella anläggningstillgångar		**226 197 187**	**235 913 201**
Summa anläggningstillgångar		**243 939 269**	**255 674 162**
Omsättningstillgångar			
Kortfristiga fordringar			
Kundfordringar		572 172	1 558 920
Fordringar hos koncernföretag		416 666	4 146 763
Övriga fordringar		69 266	315 502
Förutbetalda kostnader och upplupna intäkter		398 043	127 897
Summa kortfristiga fordringar		**1 456 147**	**6 149 082**
Kassa och bank			
Kassa och bank		14 463 321	7 912 115
Summa kassa och bank		**14 463 321**	**7 912 115**
Summa omsättningstillgångar		**15 919 468**	**14 061 197**
SUMMA TILLGÅNGAR		**259 858 737**	**269 735 359**

S1c8LjfBh-BJqLLjMBh

20230728126696

Balansräkning

	Not	2022-12-31	2021-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital		500 000	500 000
Reservfond		100 000	100 000
Summa bundet eget kapital		**600 000**	**600 000**
Fritt eget kapital			
Balanserat resultat		61 471 325	58 651 460
Årets resultat		-15 223 724	2 819 865
Summa fritt eget kapital		**46 247 601**	**61 471 325**
Summa eget kapital		**46 847 601**	**62 071 325**
Obeskattade reserver			
Periodiseringsfonder		2 500 000	1 100 000
Ackumulerade överavskrivningar		1 400 000	1 200 000
Summa obeskattade reserver		**3 900 000**	**2 300 000**
Långfristiga skulder	10		
Övriga skulder till kreditinstitut		0	328 000
Skulder till koncernföretag		205 150 303	201 464 572
Summa långfristiga skulder		**205 150 303**	**201 792 572**
Kortfristiga skulder			
Övriga skulder till kreditinstitut		328 000	1 008 000
Leverantörsskulder		953 890	98 809
Skulder till koncernföretag		126 583	174 762
Övriga skulder		258 954	358 832
Upplupna kostnader och förutbetalda intäkter		2 293 406	1 931 059
Summa kortfristiga skulder		**3 960 833**	**3 571 462**
SUMMA EGET KAPITAL OCH SKULDER		**259 858 737**	**269 735 359**

S1c8LjfBh-BJqLLjMBh

20230728122697

Noter

Not 1 Redovisningsprinciper

Allmänna upplysningar
Årsredovisningen är upprättad i enlighet med årsredovisningslagen och Bokföringsnämndens allmänna råd (BFNAR 2016:10) om årsredovisning i mindre företag.

Avskrivning

Tillämpade avskrivningstider (antal år):

Materiella anläggningstillgångar	
Kontorsbyggnader	50
Industribyggnader	25
Markanläggningar	7
Byggnadsinventarier	7

Nyckeltalsdefinitioner
Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

Resultat efter finansiella poster
Resultat efter finansiella intäkter och kostnader men före bokslutsdispositioner och skatter.

Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutning.

Not 2 Medelantalet anställda

	2022	2021
Medelantalet anställda	0	1

Medelantalet anställda bygger på av bolaget betalda närvarotimmar relaterade till en normal arbetstid.

Not 3 Resultat från andelar i koncernföretag

	2022	2021
Nedskrivningar	18 762 266	0
	18 762 266	**0**

S1c8LjfBh-BJqLLjMBh

20230728126698

Not 4 Övriga ränteintäkter och liknande resultatposter

	2022	2021
Valutakursjusteringar	1 842 233	2 890 141
Ränteintäkter från koncernföretag	2 851 182	3 333 036
Övriga ränteintäkter	253 869	898
	4 947 284	**6 224 075**

Not 5 Räntekostnader och liknande resultatposter

	2022	2021
Räntekostnader till koncernföretag	-1 278 546	-1 603 162
Övriga räntekostnader	-18 926	-587 559
	-1 297 472	**-2 190 721**

Not 6 Byggnader och mark

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	45 940 959	45 940 959
Utgående ackumulerade anskaffningsvärden	**45 940 959**	**45 940 959**
Ingående avskrivningar	-29 328 954	-28 036 759
Årets avskrivningar	-1 292 195	-1 292 195
Utgående ackumulerade avskrivningar	**-30 621 149**	**-29 328 954**
Utgående redovisat värde	**15 319 810**	**16 612 005**

Not 7 Byggnadsinventarier

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	9 824 902	9 824 902
Utgående ackumulerade anskaffningsvärden	**9 824 902**	**9 824 902**
Ingående avskrivningar	-6 675 946	-5 741 238
Årets avskrivningar	-726 684	-934 708
Utgående ackumulerade avskrivningar	**-7 402 630**	**-6 675 946**
Utgående redovisat värde	**2 422 272**	**3 148 956**

S1c8LjfBh-BJqLLjMBh

20230728112699

Not 8 Andelar i koncernföretag

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	95 634 803	95 634 803
Inköp	30 398 067	0
Lämnade tillskott	18 762 266	0
Nedskrivning	-18 762 266	0
Utgående ackumulerade anskaffningsvärden	**126 032 870**	**95 634 803**
Utgående redovisat värde	**126 032 870**	**95 634 803**

Not 9 Fordringar hos koncernföretag

	2022-12-31	2021-12-31
Ingående anskaffningsvärden	140 278 398	164 373 293
Årets lämnade lån	98 822 011	2 602 621
Årets amorteringar	-133 746 523	-29 799 228
Efterskänkta lån	-17 813 600	0
Omklassificeringar	3 106 055	0
Årets valutakursdifferenser	9 517 976	3 101 712
Utgående ackumulerade anskaffningsvärden	**100 164 317**	**140 278 398**
Utgående redovisat värde	**100 164 317**	**140 278 398**

Not 10 Långfristiga skulder

	2022-12-31	2021-12-31
Förfaller senare än 5 år	-104 709 566	-109 017 757
	-104 709 566	**-109 017 757**

Not 11 Ställda säkerheter

	2022-12-31	2021-12-31
Fastighetsinteckning	44 000 000	44 000 000
Andra ställda säkerheter	95 065 492	95 065 492
	139 065 492	**139 065 492**

Not 12 Eventualförpliktelser

	2022-12-31	2021-12-31
Borgensförbindelse	45 189 000	49 593 000
(varav till förmån för koncernföretag)	*(45 189 000)*	*(49 593 000)*
	45 189 000	**49 593 000**

S1c8LjfBh-BJqLLjMBh

20230728127700

Not 13 Uppgifter om moderföretag

Bolaget är moderbolag, med stöd av ÅRL 7 kap 2§ upprättas inte någon koncernredovisning.

Moderbolag i den minsta koncern där företaget ingår och som upprättar koncernredovisning är Sastre Holding S.A. med organisationsnummer CHE-101.392.364, med säte i Zürich, Schweiz.

Malmö 2023-

Kristian Lundius
Ordförande

Jan Paulsen

Thomas Larsson
Verkställande direktör

Vår revisionsberättelse har lämnats 2023-

BDO Sweden AB

Jakob Tenselius
Auktoriserad revisor

S1c8LjfBh-BJqLLjMBh

SEALED BY Verified S1C8LJFBH-BJQLLJMBH

20230728127O1

Document history

COMPLETED BY ALL:
22.05.2023 10:49

SENT BY OWNER:
Sandra Hassén • 17.05.2023 21:09

DOCUMENT ID:
BJqLLjMBh

ENVELOPE ID:
S1c8LjfBh-BJqLLjMBh

DOCUMENT NAME:
ÅR Thalamus AB 2022.pdf
10 pages

Activity log

RECIPIENT	ACTION*	TIMESTAMP (CET)	METHOD	DETAILS
1. KJELL THOMAS LARSSON	**Signed**	**17.05.2023 21:43**	**eID**	**Swedish BankID (DOB: 1956/02/21)**
Thomas.Larsson@ferring.com	Authenticated	17.05.2023 21:40	Low	IP: 213.65.245.245
2. KRISTIAN LUNDIUS	**Signed**	**17.05.2023 23:21**	**eID**	**Swedish BankID (DOB: 1956/05/18)**
kristian@lundius.eu	Authenticated	17.05.2023 23:18	Low	IP: 94.234.114.135
3. Jan Frederik Paulsen	**Signed**	**18.05.2023 22:43**	**eID**	**MitID DK E-Ident (DOB: 27/06/67)**
jan.paulsen.67@gmail.com	Authenticated	18.05.2023 22:41	Low	IP: 195.192.249.156
4. JAKOB TENSELIUS	**Signed**	**22.05.2023 10:49**	**eID**	**Swedish BankID (DOB: 1979/09/11)**
jakob.tenselius@bdo.se	Authenticated	22.05.2023 10:47	Low	IP: 217.119.170.26

* Action describes both the signing and authentication performed by each recipient. Authentication refers to the ID method used to access the document.

Custom events

No custom events related to this document

Verified ensures that the document has been signed according to the method stated above.
Copies of signed documents are securely stored by Verified.

To review the signature validity, please open this PDF using Adobe Reader.

GDPR compliant | eIDAS standard | PAdES sealed

20230728127702

REVISIONSBERÄTTELSE

Till bolagsstämman i Thalamus Aktiebolag
Org.nr. 556305-9483

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Thalamus Aktiebolag för år 2022.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Thalamus Aktiebolags finansiella ställning per den 31 december 2022 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Thalamus Aktiebolag enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om beslut har fattats om att avveckla verksamheten.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.
- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

ByWvRnODV2-S1YA3dPV2

20230728812703

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning för Thalamus Aktiebolag för år 2022 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Thalamus Aktiebolag enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Stockholm den

BDO Sweden AB

Jakob Tenselius

Auktoriserad revisor

ByWvRnODV2-S1YA3dPV2



20230728127O4

COMPLETED BY ALL:
22.05.2023 10:48

SENT BY OWNER:
Saga Olsson • 09.05.2023 09:57

DOCUMENT ID:
S1YA3dPV2

ENVELOPE ID:
ByWvRnODV2-S1YA3dPV2

Document history

DOCUMENT NAME:
RB Thalamus AB.pdf
2 pages

Activity log

RECIPIENT	ACTION*	TIMESTAMP (CET)	METHOD	DETAILS
1. JAKOB TENSELIUS	**Signed**	**22.05.2023 10:48**	**eID**	**Swedish BankID (DOB: 1979/09/11)**
Jakob.Tenselius@bdo.se	Authenticated	22.05.2023 10:48	Low	IP: 217.119.170.26

* Action describes both the signing and authentication performed by each recipient. Authentication refers to the ID method used to access the document.

Custom events

No custom events related to this document

Verified ensures that the document has been signed according to the method stated above.
Copies of signed documents are securely stored by Verified.

To review the signature validity, please open this PDF using Adobe Reader.

GDPR compliant | eIDAS standard | PAdES sealed

20231206053872

SASTRE HOLDING SA

Annual report 31 December 2022

CONTENTS

Directors' Report	3
Consolidated financial statements	6
Consolidated statement of profit or loss	*6*
Consolidated statement of profit or loss and other comprehensive income	*7*
Consolidated statement of financial position	*8*
Consolidated statement of changes in equity	*10*
Consolidated statement of cash flows	*12*
Notes to the consolidated financial statements	*13*
Report of the statutory auditor	54

20231206058873

DIRECTORS' REPORT
for the year ended 31 December 2022

Overview

Sastre Holding SA (the 'Company') is a Swiss public limited company based in Zug, Switzerland and is a fully owned subsidiary of The Paulsen Familiae Foundation.

The Company is a holding company and has no direct trading activities, other than the holding, financing and management of its subsidiaries (together the 'Group'). The Group has subsidiaries in Austria, Denmark, France, Georgia, Germany, Japan, the Netherlands, Russia, South Africa, Sweden, Switzerland, Ukraine, the United Kingdom, and the United States of America. The Group is engaged in multiple sectors of activity, the primary ones being the production and sale of alcoholic beverages, publishing activities, real estate investments, as well as the provision of logistical and tourist services to the polar regions.

Review of operations

Total income for 2022 amounted to EUR 354.2 million, as compared to EUR 305.8 million in 2021, representing an increase of 15.8%. The net result for the year amounted to a loss of EUR 38.5 million, as compared to a loss of EUR 22.6 million in 2021.

The result of the Group's divisions is as follows.

Marussia Beverages

The Marussia Group is engaged in the production and distribution of wines and spirits in Austria, France, Georgia, Germany, Japan, the Netherlands, Russia, Ukraine, the United Kingdom and the United States of America.

The Marussia Group's total income for 2022 amounted to EUR 342.6 million, as compared to EUR 278.2 million in 2021, representing an increase of 23.1%. The operating loss decreased from EUR 31.2 million in 2021 to EUR 5.1 million in 2022. Whilst the development of Marussia remains encouraging, the Group remains heavily impacted by political and economic instability in Eastern Europe.

Ney Investments

With effect from 1 January 2021, Haydn Holding AB acquired all remaining shares in Ney Investments BV and thus became its sole shareholder. During the year the total value of the Group's investment property portfolio decreased from EUR 377.6 million as at 31 December 2021 to EUR 372.4 million as at 31 December 2022. This net decrease of EUR 5.2 million mainly relates to negative changes in fair value in the amount of EUR 40.1 million, currency translation losses of EUR 4.8 million, investments of EUR 39.6 million.

The Group's net result for the year amounted to a loss of EUR 23.0 million (2021: profit of EUR 8.2 million).

On 10 May 2022, the fifth amendment to the Business Lease Agreement between the Company's subsidiary Soundport A/S and a related party with respect to the Danish investment property project was entered into. In this amendment the parties agreed upon an extension of the lease term from 15 to 25 years at a lower annual rent than originally agreed upon as a result of the delays and an increase in budgeted costs resulting in an approximately 7% lower fair value of the project as at the completion date.

Furthermore, as a result of the final hearing in July 2022 in regards of claims from a supplier against the Company's subsidiary Soundport A/S, the arbitration court ruled in favour of the Group (cf. Note 27 in the consolidated financial statements).

Izvarino Farma

With effect from 1 January 2021, Haydn Holding AB divested its entire financial interest in Izvarino Farma AB, which was engaged in the development, production, marketing and sale of pharmaceutical products. However, since the transaction closed in May 2022 total revenues of EUR 17.7 million and a net profit of EUR 2.0 million were included in the 2021 IFRS financial statements.

Paulsen Media

The Paulsen Media group of companies ('Paulsen Media') is engaged in multi-media activities. Paulsen Media's total income for 2022 amounted to EUR 2.5 million (2021: EUR 2.6 million) and the net result for the year amounted to a loss of EUR 0.8 million (2021: loss of EUR 1.2 million).

Polar Services

The division's net result for the year amounted to a loss of EUR 8.9 million, as compared to a loss of EUR 4.7 million in 2021.

Employees

During 2022 the average number of people employed world-wide by the Group was 1,104 (2021: 1,092) expressed as full-time equivalents. Management expects the number of employees to increase in line with the development of the Group.

Cash management

Since its inception, the Group has been funded through a combination of shareholder' s equity, shareholder loans and bank borrowings. The Group's total loans increased from EUR 380.1 million as at 31 December 2021 to EUR 516.7 million as at 31 December 2022. This net increase of EUR 136.6 million is further explained in Note 20 in the consolidated financial statements.

Risk appetite and risk management

Risk appetite

Major changes in the current business environment, including economic, financial and regulatory conditions, have increased the importance of appropriate risk-taking practices. The Group needs to be accurate in its perception of the business environment and the risks involved in order to be rigorous in its risk management. From a strategic and business risk perspective, the Group has a strategy and wishes to pursue sustainable growth. The Group is prepared to take risk in a responsible way. The overall policy with respect to risk appetite is to maintain a sufficient level of capital in order to support sustainable growth.

Operational risks relate to losses resulting from external events or inadequate or failed internal processes, people and systems, and include legal risk. The Group tries to create an environment in which these kinds of risks will be balanced by the related rewards. Compliance risk is the risk of legal penalties due to failure to comply with laws or regulations. The Group strives to comply with laws and regulations in all countries in which it is active. The Group's policy for financial risk management is generally based upon results generated by its operations, not on investments in financial instruments. However, in view of the magnitude of a specific investment in the Company's real-estate subsidiary Soundport A/S, management entered into a financial derivative (cf. Note 12 and 23 in the consolidated financial statements).

Risk management

The purpose of risk management is to identify, quantify and reduce or eliminate risks. The Board is responsible for robust internal risk management and control systems that are geared towards the Group's business activities. The Board is, however, aware of the fact that there is no risk management and control system that can provide absolute guarantees in terms of preventing significant errors and fraud.

The instruments for the Group's internal control and risk management consist of an administrative organization in which effective internal controls are embedded. Both contracting and payment take place based on the 'four-eyes' principle. Furthermore, the Group has strict procedures in place for the periodic preparation of half-year and annual figures based upon approved accounting policies. The Group has no formal risk management strategy but mitigates a large part of its business risks via diversification, whereby risks are spread over multiple countries and different business sectors.

Outlook

The Directors' outlook on the future growth and profitability of the Group remains very positive, and the Group's growth strategy remains unchanged from prior years. Growth of the Group's activities will be achieved both through organic growth of the existing businesses and through acquisitions of assets or companies that will complement the Group's current activities and bring further expertise into the management of the Group.

The global alcoholic beverage market is expected to witness reduced growth in coming years. Increased demand for non- or low-alcoholic beverages in countries with a large consumer base, as well as reduced disposable income in existing markets, are restricting industry growth. Group emphasis will be placed on expansion by way of acquisition of beverage producers (wines and spirits); the development of its proprietary beverage production

2023120605874

capabilities, the expansion of its distribution capabilities, and the conclusion of strategic alliances with more established partners.

Europe's commercial real estate industry remains moderately positive about the long-term outlook. The Group has a diversified real estate portfolio, and management has a positive outlook on the future, anticipating continued moderate growth as a result of further investments in real-estate projects.

Going concern

At the end of February 2022, Russia launched a military incursion into Ukraine. In addition, the sanctions imposed on Russia might have an impact on the Group being able to access the assets and maintain any liabilities related to subsidiaries and operations located in Russia. Due to the volatility of the situation, however, management is not yet able to fully assess the impact on the Group. As a result, Group management decided that there is substantial doubt about the ability to continue as a going concern of the businesses located in Russia and Ukraine and therefore impaired all assets related to Russian and Ukrainian operations as of 31 December 2022 and 2021, which had an negative impact of EUR 6.4 million on the Group's equity and profit or loss for the financial year ended 31 December 2022 (2021: EUR 31.6 million) (cf. Note 2.4 in the consolidated financial statements).

Group management continues to consider the future of its Russian investments and is closely monitoring announcements so as to ensure compliance with all international sanctions imposed on Russia.

Post Balance Sheet Events

On 31 July 2023, Marussia Beverages USA Inc acquired 100% of the share capital of the Bourbon manufacturer Watershed Distillery LLC, USA for a consideration of USD 34 million.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

for the year ended 31 December

in thousands of EUR	Notes	**2022**	**2021**
Revenue	4	337,949	298,557
Rental income	5	16,226	7,232
Total revenue		**354,175**	**305,789**
Cost of sales	6	(274,158)	(246,541)
Gross profit		**80,017**	**59,248**
Other operating income	7	24,364	25,850
Decrease in fair value of investment properties	12	(41,931)	-
Marketing and sales expenses	6	(38,157)	(49,642)
Research and development expenses	6	(388)	(1,107)
General and administrative expenses	6	(62,388)	(49,282)
Operating loss		**(38,483)**	**(14,933)**
Finance income	8	25,274	7,988
Finance expenses	8	(28,471)	(9,229)
Share of profit from equity accounted investees, net of tax	14	(91)	-
Loss before tax		**(41,771)**	**(16,174)**
Income taxes	9	3,281	(6,387)
Loss for the year		**(38,490)**	**(22,561)**
Attributable to:			
Owner of Sastre Holding SA		(39,917)	(24,111)
Non-controlling interests		1,427	1,550
Loss for the year		**(38,490)**	**(22,561)**

The notes on pages 13 to 53 are an integral part of these consolidated financial statements.

20231206058875

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December

in thousands of EUR	Notes	2022	2021
Loss for the year		**(38,490)**	**(22,561)**
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		(1,341)	(8,906)
Changes in fair value of cash flow hedge	23	3,309	2,284
Income tax relating to these items		(748)	(501)
Total items that are or may be reclassified subsequently to profit or loss		**1,220**	**(7,123)**
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit obligations		345	(53)
Income tax relating to these items		(33)	11
Total items that will not be reclassified to profit or loss		**312**	**(42)**
Other comprehensive income for the year, net of tax		**1,532**	**(7,165)**
Total comprehensive income for the year		**(36,958)**	**(29,726)**
Attributable to:			
Owner of Sastre Holding SA		(38,362)	(31,267)
Non-controlling interests		1,404	1,541
Total comprehensive income for the year		**(36,958)**	**(29,726)**

The notes on pages 13 to 53 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ASSETS

in thousands of EUR	Notes	31 December 2022	31 December 2021
Non-current assets			
Property, plant and equipment	10	100,194	84,858
Intangible assets and goodwill	11	51,332	50,027
Investment property	12	372,360	377,602
Right-of-use assets	13.1	9,967	10,825
Financial assets	14	33,545	12,123
Other non-current assets		572	488
Deferred tax assets	9	1,175	284
Total non-current assets		**569,145**	**536,207**
Current assets			
Inventories	15	104,364	81,461
Trade receivables	16	51,154	42,301
Financial assets		224	18
Current income tax assets		813	351
Other current assets	17	15,859	14,802
Derivative financial instrument	23	4,122	-
Cash and cash equivalents	18	103,517	86,941
Total current assets		**280,053**	**225,874**
TOTAL ASSETS		**849,198**	**762,081**

The notes on pages 13 to 53 are an integral part of these consolidated financial statements.

20231206058876

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

EQUITY AND LIABILITIES

in thousands of EUR	Notes	31 December 2022	31 December 2021
Equity			
Share capital	19.1	19,424	19,424
Capital reserve	19.2	162,825	162,825
Translation reserve	19.3	(15,603)	(14,314)
Other reserve	19.4	(935)	(3,496)
Retained earnings		6,074	43,439
Equity attributable to owner of Sastre Holding SA		**171,785**	**207,878**
Non-controlling interests		3,470	5,673
Total equity		**175,255**	**213,551**
Non-current liabilities			
Financial liabilities	20	207,189	49,280
Employee benefits liabilities		1,187	1,475
Other non-current liabilities	22	6,366	13,073
Deferred tax liabilities	9	28,201	32,581
Total non-current liabilities		**242,943**	**96,409**
Current liabilities			
Financial liabilities	20	24,715	141,396
Financial liabilities due to shareholder	20	294,526	199,926
Derivative financial instruments	23	-	4,056
Trade payables		30,649	38,013
Provisions	21	3,619	4,925
Current income tax liabilities		3,433	2,530
Other current liabilities	22	74,058	61,275
Total current liabilities		**431,000**	**452,121**
Total liabilities		**673,943**	**548,530**
TOTAL EQUITY AND LIABILITIES		**849,198**	**762,081**

The notes on pages 13 to 53 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

		Equity attributable to owner of Sastre Holding SA							
in thousands of EUR	Notes	**Share capital**	**Capital reserve**	**Translation reserve**	**Other reserve**	**Retained earnings**	**Total**	**Non-controlling interests**	**Total equity**
Balance as at 1 January 2022		**19,424**	**162,825**	**(14,314)**	**(3,496)**	**43,439**	**207,878**	**5,673**	**213,551**
Comprehensive income									
Loss for the year		-	-	-	-	(39,917)	**(39,917)**	1,427	**(38,490)**
Other comprehensive income for the year		-	-	(1,289)	2,561	283	**1,555**	(23)	**1,532**
Total comprehensive income for the year		**-**	**-**	**(1,289)**	**2,561**	**(39,634)**	**(38,362)**	**1,404**	**(36,958)**
Transactions with owners									
Contributions and distributions									
- Capital contribution		-	-	-	-	-	-	110	**110**
- Dividends		-	-	-	-	-	-	(1,448)	**(1,448)**
Changes in ownership interests									
- Disposal of minority interests		-	-	-	-	494	**494**	(494)	**-**
- Reclassification		-	-	-	-	1,775	**1,775**	(1,775)	**-**
Total transactions with owners		**-**	**-**	**-**	**-**	**2,269**	**2,269**	**(3,607)**	**(1,338)**
Balance as at 31 December 2022		**19,424**	**162,825**	**(15,603)**	**(935)**	**6,074**	**171,785**	**3,470**	**175,255**

The notes on pages 13 to 53 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

		Equity attributable to owner of Sastre Holding SA							
in thousands of EUR	Notes	**Share capital**	**Capital reserve**	**Translation reserve**	**Other reserve**	**Retained earnings**	**Total**	**Non-controlling interests**	**Total equity**
Balance as at 1 January 2021		**19,424**	**162,810**	**(8,365)**	**(3,998)**	**70,928**	**240,799**	**36,023**	**276,822**
Comprehensive income									
Loss for the year		-	-	-	-	(24,111)	**(24,111)**	1,550	**(22,561)**
Other comprehensive income for the year		-	-	(8,906)	1,783	(33)	**(7,156)**	(9)	**(7,165)**
Total comprehensive income for the year		-	-	**(8,906)**	**1,783**	**(24,144)**	**(31,267)**	**1,541**	**(29,726)**
Transactions with owners									
Contributions and distributions									
- Transfer of legal reserve	19.2	-	15	-	-	(15)	-	-	-
- Capital contribution		-	-	-	-	-	-	22	**22**
- Dividends		-	-	-	-	-	-	(1,002)	**(1,002)**
Changes in ownership interests									
- Demerger of subsidiaries		-	-	2,957	-	(4,790)	**(1,833)**	(13)	**(1,846)**
- Acquisition of minority interests	24	-	-	-	(1,281)	1,460	**179**	(30,898)	**(30,719)**
Total transactions with owners		-	**15**	**2,957**	**(1,281)**	**(3,345)**	**(1,654)**	**(31,891)**	**(33,545)**
Balance as at 31 December 2021		**19,424**	**162,825**	**(14,314)**	**(3,496)**	**43,439**	**207,878**	**5,673**	**213,551**

The notes on pages 13 to 53 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31 December

in thousands of EUR	Notes	2022	2021
Loss for the year		**(38,490)**	**(22,561)**
Adjustments for			
Depreciation, amortization and impairment losses	10,11,13	10,492	25,703
Changes in fair value	7	40,071	(10,393)
Finance income	8	(25,274)	(7,412)
Finance expenses	8	28,471	9,229
Share of profit from equity accounted investees	14	91	-
Income taxes	9	(3,281)	6,387
Interest paid	8	(5,172)	(2,746)
Other paid finance expense	8	(995)	(827)
Income taxes paid		(3,663)	(1,227)
Other non-cash items		(721)	(436)
Changes in			
Inventories		(22,903)	4,312
Trade receivables		(8,853)	(6,684)
Other assets		(1,141)	3,594
Trade payables		(7,364)	6,291
Provisions		(1,306)	742
Other liabilities		6,076	(17,860)
Net cash flows from operating activities		**(33,962)**	**(13,888)**
Cash flows from investing activities			
Acquisition of intangible assets	11	(695)	(11,071)
Acquisition of investment properties	12	(39,636)	(46,692)
Acquisition of property, plant and equipment	10	(16,664)	(12,576)
Disposal of property, plant and equipment	10	5,432	-
Acquisition of subsidiaries, net of cash acquired	25	(10,049)	405
Disposal of subsidiary and investment in associate		-	26,120
Loan provided to related party	14	(20,000)	-
Increase in other financial assets		(2,424)	(308)
Decrease in other financial assets		796	-
Acquisition of minority interests	24	-	(30,645)
Interest received	8	1,184	463
Return from other financial assets		2,163	(746)
Net cash flows from investing activities		**(79,893)**	**(75,050)**
Cash flows from financing activities			
Proceeds from loans	20	277,048	212,560
Repayments of loans	20	(140,350)	(67,230)
Payment of lease liabilities	13.2	(2,791)	(3,192)
Capital contributions from minority shareholders		110	22
Dividends paid to minority shareholders		(1,448)	(1,002)
Net cash flows from financing activities		**132,569**	**141,158**
Net increase in cash and cash equivalents		**18,714**	**52,220**
Cash and cash equivalents as at 1 January	18	86,941	34,596
Net foreign currency exchange differences		(2,138)	125
Cash and cash equivalents as at 31 December	18	**103,517**	**86,941**

The notes on pages 13 to 53 are an integral part of these consolidated financial statements.

20231206058878

1 Reporting entity

The registered office of Sastre Holding SA (the 'Company'), a limited company according to Swiss law, is Neugasse 4 in 6300 Zug, Switzerland. These consolidated financial statements comprise the Company and its subsidiaries (together referred to as the 'Group'). The Group is primarily involved in the production and sale of alcoholic beverages, publishing activities, real estate investments, as well as the production, marketing and sale of pharmaceutical products (until May 2021).

The shareholder of the Company is The Paulsen Familiae Foundation and as at 31 December 2022, the Board of Directors of the Company consisted of Mr. J. Liljequist.

2 Basis of accounting

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and were authorised for issue by the Company's board of directors on 30 November 2023.

Details of the Group's significant accounting policies are outlined in Note 31.

2.2 Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, except for investment properties, derivative financial instruments and equity financial assets that have been measured at fair value.

2.3 Functional and presentation currency

The consolidated financial statements are presented in Euros which is the functional currency of the Company and all values are rounded to the nearest thousands, except where otherwise indicated.

2.4 Going concern

These consolidated financial statements have been prepared on a going concern basis, assuming that it will continue its operations for the foreseeable future. Management has assessed the Group's ability to continue as a going concern and has considered the financial support letter received from The Paulsen Familiae Foundation shareholder of the Company. The letter affirms the shareholder's continuous commitment to providing financial support to the Group if needed. Group management believes that the financial support, combined with the Group's business plan and the ongoing monitoring of key risks, provides a reasonable basis to conclude that the going concern assumption is appropriate on a combined basis with the exception of the below. The financial statements do therefore not include any other adjustments related to the potential failure of the Group or parts of the Group to continue as a going concern.

At the end of February 2022, Russia launched a military incursion into Ukraine. In addition, the sanctions imposed on Russia might have an impact on the Group being able to access the assets and maintain any liabilities related to subsidiaries and operations located in Russia. Due to the volatility of the situation, however, management is not yet able to fully assess the impact on the Group. As a result, Group management decided that there is substantial doubt about the ability to continue as a going concern of the businesses located in Russia and Ukraine and therefore impaired all assets related to Russian and Ukrainian operations as of 31 December 2022 and 2021.

The net impairment recognised is as follows:

in thousands of EUR	31 December 2022	31 December 2021
Property, plant and equipment	(3,360)	(7,811)
Intangible assets[1]	171	(843)
Investment property[1]	2,118	(4,218)
Financial assets[1]	361	(669)
Inventories	(1,013)	(7,618)
Trade receivables	(2,666)	(10,476)
Other assets	(2,026)	-
Net impairment recognised in current financial year	**(6,415)**	**(31,635)**

[1] Positive numbers relate to a reduction of the impairment reserve due to a decrease of the underlying asset gross book value.

3 Use of judgements and estimates

In preparing these consolidated financial statements, management has made judgements and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

3.1 Measurement of fair values

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 12 *Investment property*
- Note 14 *Non-current financial assets*
- Note 23 *Derivative financial instruments*

3.2 Impairment of non-financial assets

The Group assesses whether there are any indicators for impairment for all non-financial assets at each reporting date. Goodwill and other indefinite life intangible assets are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are only tested for impairment when there are indicators that the carrying amounts may not be recovered. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Further information about the assumptions made in assessing impairments of non-financial assets are included in the following notes:

- Note 10 *Property, plant and equipment*
- Note 11 *Intangible assets*

20231206058879

4 Revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical market and major activity. All revenue is recognised at a point in time.

	For the year ended 31 December 2022			
in thousands of EUR	**Alcoholic beverages**	**Publishing activities**	**Other activities**	**Total**
Primary geographical markets				
Europe	266,225	2,085	-	268,310
Russia	42,952	428	121	43,501
United States of America	15,435	-	-	15,435
Georgia	8,441	-	-	8,441
Ukraine	1,659	-	-	1,659
Japan	603	-	-	603
Total revenue from contracts with customers	**335,315**	**2,513**	**121**	**337,949**

	For the year ended 31 December 2021				
in thousands of EUR	**Alcoholic beverages**	**Pharma Activities[1]**	**Publishing activities**	**Other activities**	**Total**
Primary geographical markets					
Europe	234,132	-	2,177	-	236,309
Russia	22,308	17,670	463	136	40,577
United States of America	11,580	-	-	-	11,580
Georgia	6,910	-	-	-	6,910
Ukraine	2,907	-	-	-	2,907
Japan	274	-	-	-	274
Total revenue from contracts with customers	**278,111**	**17,670**	**2,640**	**136**	**298,557**

[1] The Group disposed of its Pharma Activities during the financial year ended 31 December 2021 (cf. Note 26.3)

Revenue is recognized to the extent that is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and other VAT or duty. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in most of its revenue arrangements. Revenues are recognized when a performance obligation is satisfied. With respect to the Group's sale of goods, performance obligations are satisfied at a point in time. This is generally when the goods are delivered to the customer.

5 Rental income and rental receivables

The Group has entered into commercial property leases on its investment property portfolio (cf. Note 12) and generated during the financial year ended rental income with a total amount of KEUR 16,226 (2021: KEUR 7,232). These leases have remaining non-cancellable lease terms of between 1 and 25 years and do not transfer substantially all the risks and benefits of ownership of the asset. The Group applies therefore the accounting policy for operating leases as a lessor. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

in thousands of EUR	**31 December 2022**	**31 December 2021**
Within one year	18,722	20,838
After one year but no more than five years	66,083	71,779
More than five years	312,305	150,606
Future minimum rental receivables under non-cancellable operating leases	**397,110**	**243,223**

6 Cost of sales and other operating expenses

6.1 Expenses by nature and function

in thousands of EUR	2022	2021
Cost of sales and other operating expenses by nature		
Purchases of Goods	213,297	197,486
Distribution costs	22,218	13,647
Commissions	1,604	3,811
Bad debts	3,545	11,433
Employee benefits (cf. Note 6.2)	61,822	46,828
Depreciation, amortization and impairment losses (cf. Note 10, 11, 13)	10,492	25,703
Impairment of financial assets	4,172	-
Professional services	10,681	5,897
Marketing and promotion costs	28,834	25,676
Dwelling costs	5,875	3,826
Repair and maintenance	4,563	2,841
Other	7,988	9,424
Total cost of sales and other operating expenses by nature	**375,091**	**346,572**
Cost of sales and other operating expenses by function		
Cost of sales	274,158	246,541
Marketing and sales expenses	38,157	49,642
Research and development expenses	388	1,107
General and administrative expenses	62,388	49,282
Total cost of sales and other operating expenses by function	**375,091**	**346,572**

6.2 Employee benefit expenses

in thousands of EUR	2022	2021
Wages and salaries	45,695	36,525
Social security contributions	7,700	6,362
Contributions to defined contribution plans	1,907	1,527
Other staff expenses	6,520	2,414
Total employee benefit expenses	**61,822**	**46,828**

7 Other operating income

in thousands of EUR	2022	2021
Reimbursement of distribution expenses	16,700	7,954
Management services fees from shareholder	961	950
Increase in fair value of investment properties (cf. Note 12)	1,860	8,838
Research grants	55	7
Other	4,788	8,101
Total other operating income	**24,364**	**25,850**

20231206058880

8 Net financial result

in thousands of EUR	2022	2021
Finance income		
Interest income due from third parties	1,184	463
Change of fair value of derivative financial instrument	4,866	-
Foreign currency exchange gains	17,765	7,062
Other	1,459	463
Total finance income	**25,274**	**7,988**
Finance expenses		
Interest expenses due to third parties	(4,966)	(3,091)
Interest expense on lease liability	(206)	(189)
Loss on sale of subsidiaries (cf. Note 26)	-	(1,196)
Foreign currency exchange losses	(22,304)	(2,951)
Bank charges	(969)	(819)
Fair value adjustment of South American Polar Operations	-	(525)
Other	(26)	(458)
Total finance expenses	**(28,471)**	**(9,229)**
Net finance result	**(3,197)**	**(1,241)**

9 Income taxes

The major components of income taxes are as follows:

in thousands of EUR	2022	2021
Current income tax expense	3,117	3,617
Deferred income tax expense / (income)	(6,398)	2,770
Total income tax expense / (income)	**(3,281)**	**6,387**

Reconciliation of income taxes and the accounting profit before tax multiplied by the applicable domestic tax rate in Zug, Switzerland (2022) and Zurich, Switzerland (2021):

in thousands of EUR	2022	2021
Profit before tax	**(41,771)**	**(16,174)**
At Zug statutory income tax rate of 12% (2021: 21.1%)	**(5,013)**	**(3,413)**
Effect of tax rates in foreign jurisdictions	(3,242)	449
Tax effect of:		
- Non-deductible expenses	1,542	266
- Tax-exempt income	-	(1,630)
- Current-year losses for which no deferred tax asset is recognised	2,839	11,333
- Adjustments in respect of current income tax of previous year	953	3
- Adjustments on deferred tax related to changes in tax rates	(6)	(532)
- Other	13	-
Use of non-capitalized tax losses	(367)	(89)
Total income tax expense / (income)	**(3,281)**	**6,387**

The Group's effective tax rate for the year ended 31 December 2022 is 8% (2021: (39)%).

Deferred tax balances relate to the following:

in thousands of EUR	**31 December 2022**	**31 December 2021**
Property, plant and equipment	(4,009)	(2,743)
Intangible assets	(9,991)	(9,991)
Investment property	(16,379)	(22,489)
Other assets	234	65
Net employee defined benefit liabilities	278	114
Provisions	124	338
Tax losses	2,745	-
Other assets	(28)	2,409
Net deferred tax assets/(liabilities)	**(27,026)**	**(32,297)**
Reflected in the statement of financial position		
Deferred tax assets	1,175	284
Deferred tax liabilities	(28,201)	(32,581)
Net deferred tax assets/(liabilities)	**(27,026)**	**(32,297)**

The movement in deferred tax balances relate to the following:

in thousands of EUR	**2022**	**2021**
Net deferred tax assets/(liabilities) as at 1 January	**(32,297)**	**(28,654)**
Deferred income tax charge in profit or loss	6,398	(2,770)
Deferred income tax charge in other comprehensive income	(781)	(490)
Deferred tax balances from business combinations (cf. Note 25)	(391)	(860)
Deferred tax balances acquired in asset deals	(569)	-
Tax effect on changes in fair value of cash flow hedge	-	501
Disposal of subsidiary	-	(132)
Currency translation differences	614	108
Net deferred tax assets/(liabilities) as at 31 December	**(27,026)**	**(32,297)**

The following tax loss carry forwards are not recognised:

in thousands of EUR	**2022 Gross value**	**2022 Potential tax benefits**
Expiring in:		
2nd to 4th year	20,403	2,712
5th to 7th year	122,217	19,698
Unlimited	14,887	3,149
Total	**157,507**	**25,559**

20231206058881

10 Property, plant and equipment

	For the year ended 31 December 2022					
in thousands of EUR	**Land and buildings**	**Machinery and equipment**	**Assets under construction**	**Other equipment**	**Bearer plants**	**Total**
At cost						
Balance as at 1 January 2022	**90,792**	**52,445**	**15,224**	**18,872**	**1,014**	**178,347**
Additions	2,162	3,155	8,701	2,530	116	**16,664**
Business combination (cf. Note 25)	4,166	1,041	-	716	1,489	**7,412**
Disposals	(10,166)	(6,496)	-	(930)	(169)	**(17,761)**
Reclassifications	6,666	9,564	(8,011)	(1,839)	1,111	**7,491**
Transfer to inventory	-	-	-	-	(1,121)	**(1,121)**
Foreign currency translation	1,411	1,612	2,102	218	136	**5,479**
Balance as at 31 December 2022	**95,031**	**61,321**	**18,016**	**19,567**	**2,576**	**196,511**
Accumulated depreciation and impairments						
Balance as at 1 January 2022	**(36,298)**	**(34,244)**	**(9,808)**	**(12,968)**	**(171)**	**(93,489)**
Depreciation	(3,429)	(3,008)	-	(1,528)	(11)	**(7,976)**
Business combination (cf. Note 25)	-	(199)	-	(3)	-	**(202)**
Impairment	(3,783)	(730)	(1,542)	(212)	-	**(6,267)**
Reversal of impairment	1,546	1,864	3,951	2,559	-	**9,920**
Disposals	5,233	6,490	-	580	150	**12,453**
Reclassifications	(1,817)	(6,493)	1,291	(445)	(27)	**(7,491)**
Foreign currency translation	(1,047)	(1,184)	(903)	(102)	(29)	**(3,265)**
Balance as at 31 December 2022	**(39,595)**	**(37,504)**	**(7,011)**	**(12,119)**	**(88)**	**(96,317)**
Net carrying amount						
Balance as at 1 January 2022	**54,494**	**18,201**	**5,416**	**5,904**	**843**	**84,858**
Balance as at 31 December 2022	**55,436**	**23,817**	**11,005**	**7,448**	**2,488**	**100,194**

	For the year ended 31 December 2021					
in thousands of EUR	**Land and buildings**	**Machinery and equipment**	**Assets under construction**	**Other equipment**	**Bearer plants**	**Total**
At cost						
Balance as at 1 January 2021	**93,135**	**57,780**	**15,722**	**17,908**	**909**	**185,454**
Additions	2,614	3,592	4,858	1,420	92	**12,576**
Business combination under common control (cf. Note 25)	-	143	-	-	-	**143**
Disposals	(334)	(1,962)	(830)	(466)	(202)	**(3,794)**
Reclassifications	-	921	(2,124)	1,105	98	**-**
Demerger of subsidiary (cf. Note 26.3)	(6,370)	(9,273)	(2,731)	(1,415)	-	**(19,789)**
Foreign currency translation	1,747	1,244	329	320	117	**3,757**
Balance as at 31 December 2021	**90,792**	**52,445**	**15,224**	**18,872**	**1,014**	**178,347**
Accumulated depreciation and impairments						
Balance as at 1 January 2021	**(30,087)**	**(34,757)**	**(5,325)**	**(12,161)**	**(132)**	**(82,462)**
Depreciation	(859)	(3,215)	-	(2,357)	(19)	**(6,450)**
Impairment	(5,577)	(657)	(4,226)	(841)	-	**(11,301)**
Disposals	505	1,926	827	346	-	**3,604**
Reclassifications	-	(649)	(710)	1,465	-	**106**
Demerger of subsidiary (cf. Note 26.3)	1,134	4,448	-	754	-	**6,336**
Foreign currency translation	(1,414)	(1,340)	(374)	(174)	(20)	**(3,322)**
Balance as at 31 December 2021	**(36,298)**	**(34,244)**	**(9,808)**	**(12,968)**	**(171)**	**(93,489)**
Net carrying amount						
Balance as at 1 January 2021	**63,048**	**23,023**	**10,397**	**5,747**	**777**	**102,992**
Balance as at 31 December 2021	**54,494**	**18,201**	**5,416**	**5,904**	**843**	**84,858**

At 31 December 2022, the group utilised properties with a carrying amount of KEUR 6,736 (2021: KEUR 4,000) to secure bank loans (cf. Note 20 and 27).

Capitalized borrowing costs

During the financial year ended 31 December 2022 the Group did not capitalize any borrowing costs (2021: KEUR 1,432). The related interest rates where 11.7% and 13.0% in 2021.

20231206058882

11 Intangible assets

	For the year ended 31 December 2022				
in thousands of EUR	**Goodwill**	**Trademarks**	**Development costs**	**Other**	**Total**
At cost					
Balance as at 1 January 2022	**920**	**66,249**	**93**	**6,192**	**73,454**
Additions	-	144	321	230	**695**
Business combination (cf. Note 25)	741	2,965	-	-	**3,706**
Disposals	-	(12)	-	(95)	**(107)**
Reclassifications	-	(2,503)	(27)	27	**(2,503)**
Foreign currency translation	83	101	2	16	**202**
Balance as at 31 December 2022	**1,744**	**66,944**	**389**	**6,370**	**75,447**
Accumulated amortization and impairments					
Balance as at 1 January 2022	**(920)**	**(17,505)**	**(12)**	**(4,990)**	**(23,427)**
Amortization	-	(2,672)	(7)	(439)	**(3,118)**
Impairment	(96)	-	-	-	**(96)**
Reversal of impairment	-	62	-	23	**85**
Disposals	-	12	-	71	**83**
Reclassifications	-	2,503	-	-	**2,503**
Foreign currency translation	3	(137)	-	(11)	**(145)**
Balance as at 31 December 2022	**(1,013)**	**(17,737)**	**(19)**	**(5,346)**	**(24,115)**
Net carrying amount					
Balance as at 1 January 2022	**-**	**48,744**	**81**	**1,202**	**50,027**
Balance as at 31 December 2022	**731**	**49,207**	**370**	**1,024**	**51,332**

	For the year ended 31 December 2021				
in thousands of EUR	**Goodwill**	**Trademarks**	**Development costs**	**Other**	**Total**
At cost					
Balance as at 1 January 2021	**859**	**57,245**	**773**	**6,896**	**65,773**
Additions	-	10,676	37	358	**11,071**
Disposals	-	(238)	(23)	(1,252)	**(1,513)**
Reclassifications	-	-	(112)	112	**-**
Demerger of subsidiary (cf. Note 26.3)	-	(1,559)	(599)	-	**(2,158)**
Foreign currency translation	61	125	17	78	**281**
Balance as at 31 December 2021	**920**	**66,249**	**93**	**6,192**	**73,454**
Accumulated amortization and impairments					
Balance as at 1 January 2021	**(300)**	**(15,099)**	**(1,219)**	**(5,817)**	**(22,435)**
Amortization	-	(2,145)	-	(662)	**(2,807)**
Impairment losses	(590)	(232)	-	(19)	**(841)**
Disposals	-	-	-	1,164	**1,164**
Reclassifications	-	(238)	-	238	**-**
Demerger of subsidiary (cf. Note 26.3)	-	241	1,217	-	**1,458**
Foreign currency translation	(30)	(32)	(10)	106	**34**
Balance as at 31 December 2021	**(920)**	**(17,505)**	**(12)**	**(4,990)**	**(23,427)**
Net carrying amount					
Balance as at 1 January 2021	**559**	**42,146**	**(446)**	**1,079**	**43,338**
Balance as at 31 December 2021	**-**	**48,744**	**81**	**1,202**	**50,027**

11.1 Impairment test of goodwill

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that is expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquired party are assigned to those units.

The Group has assessed whether there are any indicators for impairment, for all non-financial assets at each reporting date. If this is the case the Group calculates the amount of impairment as the difference between the recoverable amount of the asset and its carrying value and recognizes the amount in the income statement.

11.2 Impairment test of infinite useful life intangible assets

The trademarks classified as infinite useful life are trademarks that exist for 20 years or more and there are no expectations that they will not be utilized for the foreseeable future. All other trademarks are not yet fully established and therefore classified as finite useful life and amortized over 3 to 5 years.

The group has the following intangible assets with infinite useful life subject to annual impairment tests:

in thousands of EUR	**31 December 2022**	**31 December 2021**
Schlumberger trademark	20,000	20,000
Hochriegl trademark	19,244	19,244
Other trademarks with indefinite useful life	719	719
Total carrying amount of trademarks with indefinite useful life	**39,963**	**39,963**
Leibwächter trademark	6,310	8,340
Other trademarks with finite useful life	2,934	441
Total carrying amount of trademarks	**49,207**	**48,744**

Schlumberger and Hochriegl trademark

The recoverable amount of the trademarks Schlumberger and Hochriegl was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the trademarks.

The key assumptions used in the estimation of value in use were as follows:

	2022	**2021**
Discount rate	6.4%	5.3%
Terminal value growth rate	1.0%	1.4%
Budgeted Schlumberger EBIT annual growth rate	2.2%	(0.7%)
Budgeted Hochriegl EBIT annual growth rate	3-4%	10.9%

Five years of cash flows were included in the discounted cash flow model. A long-term growth rate into perpetuity has been determined as the average market-related growth rate for the Eurozone.

Budgeted EBIT was based on expectations of future outcomes considering past experience, adjusted for anticipated revenue growth. Revenue growth was projected considering the average growth levels experienced over the past five years and the estimated sales volume and price growth for the next five years. It was assumed that sales prices would grow at a constant margin above forecast inflation over the next five years.

Based on the above assumptions the value in use for the trademarks Schlumberger and Hochriegl is higher than the corresponding carrying amounts.

Neither a 50 bps increase of the discount rate, a 10 bps decrease of the terminal value growth rate nor a 10 % decrease of EBIT would result in an impairment of the trademarks Schlumberger. If the actual EBIT for Hochriegl was 10% below budget there would be an impairment of KEUR 2,143 required. If the discount rate was 100 bps higher than 6.4% there would be an impairment of KEUR 4,498 for the Hochriegl brand required.

20231206058B3

12 Investment property

in thousands of EUR	Commercial properties	Assets under construction	Total
	For the year ended 31 December 2022		
At cost			
Balance as at 1 January 2022	**114,384**	**263,218**	**377,602**
Additions	36,143	3,493	**39,636**
Change in fair value	(41,228)	1,157	**(40,071)**
Reclassification	260,251	(260,251)	**-**
Foreign currency translation	(4,716)	(91)	**(4,807)**
Balance as at 31 December 2022	**364,834**	**7,526**	**372,360**

in thousands of EUR	Commercial properties	Assets under construction	Total
	For the year ended 31 December 2021		
At cost			
Balance as at 1 January 2021	**107,207**	**196,960**	**304,167**
Additions	278	56,242	**56,520**
Business combination under common control (cf. Note 25.3)	12,473	-	**12,473**
Disposal of subsidiaries (cf. Note 26)	(6,550)	-	**(6,550)**
Change in fair value	565	9,828	**10,393**
Foreign currency translation	411	188	**599**
Balance as at 31 December 2021	**114,384**	**263,218**	**377,602**

Investment property comprises a number of commercial properties that are leased to third parties (Note 5).

Amounts recognised in profit or loss

The unrealised changes in fair values are recognised in profit or loss as follows:

in thousands of EUR	2022	2021
Increase in fair value of investment properties	1,860	8,838
Decrease in fair value of investment properties	(41,931)	-
Total change in fair value	**(40,071)**	**8,838**

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the term of the leases. During 2022 the Group recognised rental income of KEUR 16,226 in Total revenue due to its operating nature (2021: KEUR 7,232). The direct operating expenses generating rental income amounted to KEUR 7,909 in 2022 (2021: KEUR 2,800).

Measurement of fair value

The Group carries its investment properties at fair value with the exception of some assets under construction measured at cost as the fair value cannot be reliably estimated due to the absence of recent transactions.

The fair value of investment property is determined by external independent valuation specialists at each year end. The fair value measurement for all of the investment properties has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

The assumptions and models applied for the valuation of the investment properties vary from country to country depending on local market circumstances and any specific circumstances with respect to the investment property involved.

The Swedish investment properties are valued using the discounted yield method which is the net income of the property, based on market rent less the owner's share of the operating costs. This yield value is recalculated to the total open market value of the property applying a fixed percentage. The surveyors determine this fixed percentage based on market knowledge concerning similar properties.

The residential French investment property properties and the investment property in the United Kingdom are valued using the market comparable approach. Under the market comparable approach, a property's fair value is

estimated based on comparable transactions. The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. The unit of comparison applied by the Group is the price per square meter.

The Danish and Russian investment properties are valued using the discounted cash flow method where a property's fair value is estimated using explicit assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. As an accepted method within the income approach to valuation, the discounted cash flow method involves the projection of a series of cash flows on a real property interest. To this projected cash flow series, an appropriate, market-derived discount rate is applied to establish the present value of the cash flows associated with the real property.

The carrying amount of commercial properties is located in following countries:

in thousands of EUR	**31 December 2022**	**31 December 2021**
Denmark	273,033	32,234
Sweden	55,329	46,353
France	14,400	14,180
United Kingdom	7,736	9,308
Germany	14,336	12,309
Total carrying amount	**364,834**	**114,384**

The following significant unobservable inputs were used in each country for the valuation of the investment properties:

in thousands of EUR	**Yield estimates and discount rates 2022**	**Long-term vacancy rates 2022**	**Yield estimates and discount rates 2021**	**Long-term vacancy rates 2021**
Denmark	3 to 6%	n/a	4 to 6%	n/a
Sweden	5 to 8%	5 to 7%	5 to 8%	5 to 7%
France	4%	n/a	4%	n/a
United Kingdom	8%	n/a	8%	n/a

A quantitative sensitivity analysis in connection with the valuation of the investment properties is shown below:

in thousands of EUR	**31 December 2022**	**31 December 2021**
Increase in estimated rental value by 1,000 bps	10,054	10,196
Increase in yield estimate/discount rate by 100 bps	(14,998)	(15,209)
Increase in long-term vacancy rate by 100 bps	(1,998)	(2,026)

Assets under construction measured at fair value - Denmark

Assets under construction included in the prior year a project in Denmark where an office/laboratory building was constructed for a related party by the Danish subsidiary Soundport A/S. As of May 2022 the related party commenced the 25-year business lease agreement in which the annual rent is fixed at 5.32% of the total construction costs. As a result, the book value of the investment property of KEUR 260,251 was transferred to "Commercial properties" as at the completion date.

Assets under construction measured at cost - Austria

The project in Austria is carried out by S-B Immo GmbH and consists of a piece of land on which it is planned to construct business and production premises serving the purpose of production, processing and storage of sparkling wines. This project is also still in an early construction phase and therefore stated at cost. However, as during 2019 important pre-assumptions with respect to the value expectations in the business case changed, management decided to put the project on hold for the time being and recognised an accumulated impairment loss of KEUR 4,600 in previous financial years. As at 31 December 2022 the net book value of the property is KEUR 2,236.

20231206058841

Assets under construction measured at cost - Germany

The project in Germany is carried out by Eilun Verwaltungsgesellschaft mbH and consists of the construction of the visitor centre at Weingut Waalem, the winery on the island Föhr. The asset under construction is valued at its capital expenditures amounting to KEUR 5,290 an increase of KEUR 3,390 during the financial year ended 31 December 2022.

13 Leases as a lessee

The Group leases offices, warehouses, vehicles and other operating assets. The leases typically run for a period of 1 to 10 years. Some leases provide for additional rent payments that are based on changes in local price indices. Information about leases for which the Group is a lessee is presented below.

13.1 Right-of-use assets

	For the year ended 31 December 2022			
in thousands of EUR	**Land and buildings**	**Machinery and equipment**	**Other**	**Total**
At cost				
Balance as at 1 January 2022	**7,312**	**426**	**6,739**	**14,477**
Additions	1,104	139	499	**1,742**
Business combination (cf. Note 25.3)	309	-	3	**312**
Derecognition	(255)	(43)	(501)	**(799)**
Foreign currency translation	152	72	26	**250**
Balance as at 31 December 2022	**8,622**	**594**	**6,766**	**15,982**
Accumulated amortization and impairments				
Balance as at 1 January 2022	**(1,523)**	**(86)**	**(2,043)**	**(3,652)**
Depreciation	(1,360)	(299)	(1,477)	**(3,136)**
Derecognition	255	43	501	**799**
Foreign currency translation	(3)	(19)	(4)	**(26)**
Balance as at 31 December 2022	**(2,631)**	**(361)**	**(3,023)**	**(6,015)**
Net carrying amount				
Balance as at 1 January 2022	**5,789**	**340**	**4,696**	**10,825**
Balance as at 31 December 2022	**5,991**	**233**	**3,743**	**9,967**

	For the year ended 31 December 2021			
in thousands of EUR	**Land and buildings**	**Machinery and equipment**	**Other**	**Total**
At cost				
Balance as at 1 January 2021	**8,563**	**385**	**2,852**	**11,800**
Additions	280	18	4,272	**4,570**
Derecognition	-	-	(88)	**(88)**
Demerger of subsidiary (cf. Note 26.3)	(1,157)	-	-	**(1,157)**
Foreign currency translation	(374)	23	(297)	**(648)**
Balance as at 31 December 2021	**7,312**	**426**	**6,739**	**14,477**
Accumulated amortization and impairments				
Balance as at 1 January 2021	**(1,307)**	**(296)**	**(1,042)**	**(2,645)**
Depreciation	(749)	(48)	(1,920)	**(2,717)**
Derecognition	-	213	505	**718**
Demerger of subsidiary (cf. Note 26.3)	237	-	-	**237**
Foreign currency translation	296	45	414	**755**
Balance as at 31 December 2021	**(1,523)**	**(86)**	**(2,043)**	**(3,652)**
Net carrying amount				
Balance as at 1 January 2021	**7,256**	**89**	**1,810**	**9,155**
Balance as at 31 December 2021	**5,789**	**340**	**4,696**	**10,825**

13.2 Lease liabilities

in thousands of EUR	2022	2021
Balance as at 1 January	**10,521**	**9,316**
Additions	1,742	4,570
Business combination (cf. Note 25.3)	312	-
Derecognition	-	630
Interest accrual	206	189
Payments	(2,791)	(3,192)
Demerger of subsidiary (cf. Note 26.3)	-	(987)
Translation	(255)	(5)
Balance as at 31 December	**9,735**	**10,521**
thereof		
Current	2,432	2,411
Non-current	7,303	8,110

The maturity analysis of the undiscounted lease liabilities is provided in Note 29.3.

13.3 Amounts recognised in profit or loss and cash flows

Amounts recognised in profit or loss:

in thousands of EUR	2022	2021
Depreciation expense of right-of-use assets	3,136	2,717
Interest expense on lease liabilities	206	189
Expenses relating to short-term leases and low value assets	943	48
Total amount recognised in profit or loss	**4,285**	**2,954**

Total cash outflow for leases during the financial year ended 31 December 2022 amounts to KEUR 3,734 (2021: KEUR 3,240).

14 Non-current financial assets

in thousands of EUR	31 December 2022	31 December 2021
Loans to third parties	8,004	9,131
Loans to related parties	20,000	824
Mortgage loan	2,731	1,009
Interests in equity accounted investees	716	57
Financial assets measured at fair value	1,575	578
Other	519	524
Total non-current financial assets	**33,545**	**12,123**

Loans to related parties

The Group provided a KEUR 20,000 to a related party for the sole purpose of funding capital expenditure related to the construction of a pharmaceutical manufacturing facility. The loan is due by 31 March 2026 and bears interest at a rate of 0.50% for the financial year 2022. Subsequently an interest rate of EURIBOR plus 0.50% margin per annum is applied.

Interests in equity accounted investees

The Group held an investment of 33.3% of the shares in Pfau Brennerei GmbH, Austria and 25.1% of the shares in Undone GmbH, Germany. The Group applies the equity method due to the significant influence the Group has over these investees.

20231206058B5

The following table illustrates the summarized financial information of the Group's investment in Pfau Brennerei GmbH:

in thousands of EUR	**31 December 2022**	**31 December 2021**
Non-current assets	32	(56)
Current assets	409	552
Non-current liabilities	(168)	(189)
Current liabilities	(126)	(137)
Net assets	**147**	**170**
The Group's interest in equity accounted investee	33.3%	33.3%
Group's carrying amount of equity accounted investee	**49**	**57**

The following table illustrates the summarized financial information of the Group's investment in Undone GmbH:

in thousands of EUR	**31 December 2022**	**31 December 2021**
Non-current assets	2,952	-
Current assets	711	-
Non-current liabilities	(232)	-
Current liabilities	(774)	-
Net assets	**2,657**	-
The Group's interest in equity accounted investee	25.1%	-
Group's carrying amount of equity accounted investee	**667**	-

The movement of the Group's carrying amount of equity accounted investees is as follows:

in thousands of EUR	**2022**	**2021**
Balance as at 1 January	**57**	**186**
Acquisitions	750	-
Share in result of equity accounted investee	(91)	(129)
Disposal	-	-
Balance as at 31 December	**716**	**57**

Financial assets measured at fair value

Financial assets at fair value through profit or loss include the following investments in equity shares of non-listed companies. The Group holds non-controlling interests without significant influence in these companies.

in thousands of EUR	**31 December 2022**	**31 December 2021**
Red de Aventura a la Antártica Ltda	1	1
Antarctic Logistics & Expeditions LLC	1	1
Polar Services S.A.	1	308
Dobriye Traditziy	1	1
Antarctic Aviation Support Services	1,570	-
Other	1	267
Total financial assets measured at fair value	**1,575**	**578**

The Group is using the historical cost as an approximation of fair value for these financial assets as they are unquoted equity instruments and the most recent available financial information is not sufficient to determine the fair value.

15 Inventories

in thousands of EUR	31 December 2022	31 December 2021
Raw materials and consumables	14,403	11,869
Work in progress	37,718	27,849
Finished goods	62,179	50'756
Inventory reserve	(9,936)	(9,013)
Total inventories	**104,364**	**81'461**

Costs of inventories recognized as expenses in the profit or loss during the year ended 31 December 2022 amounted to KEUR 213,297 (2021: KEUR 197,486).

16 Trade receivables

in thousands of EUR	31 December 2022	31 December 2021
Trade receivables from contracts with customers	67,937	55,383
Allowance for expected credit losses	(16,783)	(13,082)
Total trade receivables	**51,154**	**42,301**

Trade receivables are non-interest bearing and are generally on 30-90 days' terms. As at 31 December the ageing analysis of trade receivables was as follows:

in thousands of EUR	31 December 2022	31 December 2021
Not past due	41,880	36,333
Past due less than 30 days	10,649	2,112
Past due 30 to 59 days	7,190	698
Past due 60 to 89 days	1,414	2,517
Past due 90 to 119 days	2,241	391
Past due 120 days or more	1,179	250
Impaired	3,384	13,082
Total trade receivables	**67,937**	**55,383**

Set out below is the movement in the allowance for expected credit losses of trade receivables:

in thousands of EUR	2022	2021
Balance as at 1 January	**(13,082)**	**(3,768)**
Acquisitions	(39)	-
Amounts written off	201	172
Demerger of subsidiary (cf. Note 26.3)	-	157
Net remeasurement of loss allowance	(3,863)	(9,643)
Balance as at 31 December	**(16,783)**	**(13,082)**

Transferred trade receivables (factoring)

As of 31 December 2022, the Group derecognized trade receivables with a total carrying amount of KEUR 7,210 (2021: KEUR 4,746) which are subject to a factoring arrangement to the extent risks and rewards are transferred. Under this arrangement, the Group has transferred the relevant receivables to the factor in exchange for cash while retaining a credit risk of 10%. For the risks and rewards retained by the Group a total amount of KEUR 721 (2021: KEUR 475) is included in current financial assets and other current liabilities.

20231206058886

17 Other current assets

in thousands of EUR	31 December 2022	31 December 2021
Prepaid expenses	7,860	6,862
Accrued income	1,975	483
Other receivables from shareholder	1,029	1,023
Other taxes and social security receivables	2,202	1,853
Other current assets	2,793	4,581
Total other current assets	**15,859**	**14,802**

18 Cash and cash equivalents

in thousands of EUR	31 December 2022	31 December 2021
Cash on hand	53	52
Cash at banks	103,464	86,889
Total cash and cash equivalents	**103,517**	**86,941**

Cash and cash equivalents in the statement of financial position and in the statement of cash flows comprise cash in hand, cash at banks including short-term deposits with an original maturity of three months or less.

19 Equity

19.1 Share capital

The fully paid in share capital of the Group amounts to KCHF 20,100 (KEUR 19,424) and is divided into 20,100 registered shares with a nominal value of CHF 1,000 each.

19.2 Capital reserve

During the financial year ended 31 December 2022 the capital reserves remained unchanged at KEUR 162,825 after an increase of KEUR 15 due to the transfer of the legal reserve of the Company during 2021.

19.3 Translation reserve

The translation reserve of KEUR (15,603) comprises all foreign currency differences arising from the translation of the financial statements of foreign operations (2021: KEUR (14,314)).

19.4 Other reserve

	For the year ended 31 December 2022						
	Cash flow hedging reserve			FVOCI reserve			Total
in thousands of EUR	Gross	Tax	Net	Gross	Tax	Net	
Balance as at 1 January 2022	**(4,056)**	**912**	**(3,144)**	**(470)**	**118**	**(352)**	**(3,496)**
Fair value change during the year	3,309	(748)	2,561	-	-	-	**2,561**
Balance as at 31 December 2022	**(747)**	**164**	**(583)**	**(470)**	**118**	**(352)**	**(935)**
Thereof attributable to owner of Sastre Holding SA	(747)	164	(583)	(470)	118	(352)	(935)

	For the year ended 31 December 2021						
	Cash flow hedging reserve			FVOCI reserve			Total
in thousands of EUR	Gross	Tax	Net	Gross	Tax	Net	
Balance as at 1 January 2021	**(6,340)**	**1,413**	**(4,927)**	**(470)**	**118**	**(352)**	**(5,279)**
Fair value change during the year	2,284	(501)	**1,783**	-	-	-	**1,783**
Balance as at 31 December 2021	**(4,056)**	**912**	**(3,144)**	**(470)**	**118**	**(352)**	**(3,496)**
Thereof attributable to owner of Sastre Holding SA	(4,056)	912	(3,144)	(470)	118	(352)	(3,496)

The cash flow hedging reserve is used to recognise the fair value change of derivative financial instruments designated as cash-flow hedges (cf. Note 23). The fair value through other comprehensive income (FVOCI) reserve is used to recognise the fair value change of financial assets measured at fair value through other comprehensive income.

20 Financial liabilities

in thousands of EUR	31 December 2022	31 December 2021
Loans from third parties	155,886	27,170
Loans from related parties	30,000	-
Convertible loan from related party	14,000	14,000
Lease liabilities (cf. Note 13)	7,303	8,110
Total non-current financial liabilities	**207,189**	**49,280**
Current non-interest-bearing loans from shareholder	294,526	199,926
Total financial liabilities due to shareholder	**294,526**	**199,926**
Loans from third parties	22,283	138,985
Lease liabilities (cf. Note 13)	2,432	2,411
Total current financial liabilities	**24,715**	**141,396**

in thousands of EUR	31 December 2022	31 December 2021
Loans from third parties		
EUR bank loans with an average interest rate for the year 2022 between 1.50 and 7.01% and due dates in 2023	22,852	18,071
SEK bank loans with an average interest rate for the year 2022 between 2.19 and 2.22% and due dates in 2025	4,088	4,970
DKK bank loans with an average interest rate for the year 2022 between 1.21 and 3.56% and due dates from 2023 to 2042	146,400	141,131
GEL bank loans with an average interest rate for the year 2022 between 2 and 7 % and due dates from 2023 to 2025	3,316	1,779
GBP bank loans with an average interest rate for the year 2022 of 2.5% and due dates in 2025	121	-
Other loans	1,392	204
Total interest-bearing loans from third parties	**178,169**	**166,155**
Loans from related parties		
EUR loan with an average interest rate for the year 2022 of 4.79%	30,000	-
Convertible loan from related party	14,000	14,000
Total loans from related parties	**44,000**	**14,000**

Mortgages

Mortgages on investment properties and PP&E have been granted to credit institutions as collateral for loans amounting to KEUR 151,498 (2021: KEUR 15,000). The fair values of the underlying investment properties amount to KEUR 294,506 (2021: KEUR 62,600). The carrying amount of the PP&E of the underlying property amounts to KEUR 4,130 as of 31 December 2022 (2021: KEUR 0).

Convertible loan from related party

The convertible loan from related party amounting to KEUR 14,000 was entered into on 8 December 2020 and is repayable by 31 December 2050 or earlier at the sole discretion of the Company. The interest rate is 1.60% per annum. Subject to a general meeting approval, the Company may convert the loan to ordinary shares at any time during the term of the convertible loan. The number of shares is determined based on the net equity as provided in the Company's most recent audited statutory financial statements at the time of conversion.

20231206058887

Current non-interest-bearing loans from shareholder

The loan from shareholder is an interest-free loan that can be called at any time with 30 days' notice. Since the formal notice period was introduced this year as part of the increase of the loan amount, the previous year amount was reclassed from non-current to current in order to reflect the nature of the loan and to allow for comparability.

Securities

The Group pledged PP&E, inventory and trade receivables with a total carrying amount of KEUR 13,640 as of 31 December 2022 (2021: KEUR 18,630) to secure bank loans with a total amount of KEUR 5,070 (2021: KEUR 3,068).

Reconciliation of movements of financial liabilities to cash flows from financing activities

	For the year ended 31 December 2022			
in thousands of EUR	**Loans from third parties**	**Loans from shareholder**	**Loans from related parties**	**Total**
Balance as at 1 January 2022	**166,155**	**199,926**	**14,000**	**380,081**
Changes from financing cash flows				
Proceeds from loans	152,461	94,600	29,987	**277,048**
Repayments of loans	(140,350)	-	-	**(140,350)**
Total changes from financing cash flows	**12,111**	**94,600**	**29,987**	**136,698**
Non-cash effective changes				
Foreign currency translation	(97)	-	13	**(84)**
Total non-cash effective changes	**(97)**	**-**	**13**	**(84)**
Balance as at 31 December 2022	**178,169**	**294,526**	**44,000**	**516,695**

	For the year ended 31 December 2021			
in thousands of EUR	**Loans from third parties**	**Loans from shareholder**	**Loans from related parties**	**Total**
Balance as at 1 January 2021	**172,864**	**40,426**	**22,262**	**235,552**
Changes from financing cash flows				
Proceeds from loans	39,060	173,500	-	**212,560**
Repayments of loans	(44,968)	-	(22,262)	**(67,230)**
Total changes from financing cash flows	**(5,908)**	**173,500**	**(22,262)**	**145,330**
Non-cash effective changes				
Transfer of counterparty	-	(14,000)	14,000	-
Demerger of subsidiary (cf. Note 26.3)	(850)	-	-	**(850)**
Foreign currency translation	49	-	-	**49**
Total non-cash effective changes	**(801)**	**(14,000)**	**14,000**	**(801)**
Balance as at 31 December 2021	**166,155**	**199,926**	**14,000**	**380,081**

21 Provisions

in thousands of EUR	31 December 2022	31 December 2021
Employee related	1,640	1,769
Other	1,979	3,156
Total provisions	**3,619**	**4,925**

	For the year ended 31 December 2022		
in thousands of EUR	**Employees**	**Other**	**Total**
Balance as at 1 January 2022	**1,769**	**3,156**	**4,925**
Provisions made during the year	19	655	**674**
Provisions used during the year	-	(558)	**(558)**
Provisions released during the year	(148)	(1,293)	**(1,441)**
Foreign exchange differences	-	19	**19**
Balance as at 31 December 2022	**1,640**	**1,979**	**3,619**
Thereof			
Non-current	-	-	-
Current	**1,640**	**1,979**	**3,619**

	For the year ended 31 December 2021			
in thousands of EUR	**Employees**	**Legal**	**Other**	**Total**
Balance as at 1 January 2021	**1,863**	**2,246**	**2,320**	**6,429**
Provisions made during the year	171	-	2,086	**2,257**
Provisions used during the year	(281)	-	(1,250)	**(1,531)**
Demerger of subsidiary (cf. Note 26.3)	-	(2,246)	-	**(2,246)**
Unwind of discount	16	-	-	**16**
Balance as at 31 December 2021	**1,769**	**-**	**3,156**	**4,925**
Thereof				
Non-current	-	-	-	-
Current	**1,769**	**-**	**3,156**	**4,925**

Employee related

Employee related provisions contain estimates of potential future costs related to terminations, post-employment obligations and anniversary payments in accordance with local laws and regulations.

Other provisions

Other provisions relate to various types of potential risks and originate from multiple subsidiaries and jurisdictions.

20231206058888

22 Other non-current and current liabilities

in thousands of EUR	31 December 2022	31 December 2021
Deposits from tenants	5,953	6,036
Deferred consideration financial assets	-	2,081
Other	413	4,956
Total other non-current liabilities	**6,366**	**13,073**
Accrued expenses	18,511	16,201
Deferred consideration polar operations	1,031	-
Advance payments travel services	2,871	3,394
Other advance payments	5,989	5,079
Other taxes and social securities	18,875	17,127
Liabilities due to customers	8,451	6,836
Other	18,330	12,638
Total other current liabilities	**74,058**	**61,275**

23 Derivative financial instruments

Although, it is the Group's policy not to enter into derivative contracts, the Group entered in 2017 into an interest rate swap in order to hedge the exposure to variable interest rates for a future loan mortgage in connection with an investment property of Soundport A/S (cf. Note 12). The interest rate swap has a duration of 10 years and pays a fixed interest of 1.635% annually receiving a six-month CIBOR floating rate in return. The Group designates the interest rate swap as a hedging instrument and applies cash flow hedge accounting.

The fair value of the interest rate swap is KEUR 4,122 as of 31 December 2022 (2021: KEUR (4,056).

Due to the significant ineffectiveness of the interest rate swap occurred at the beginning of 2022 the hedge requirements are not fulfilled anymore and therefore management concluded that the hedge accounting is not applied anymore from 31 March 2022 onwards. As a result the fair value changes after 31 March 2022 were recognised in profit or loss and a total profit of KEUR 3,309 or KEUR 2,561 net of a tax of KEUR 748 is recognised in the cash flow hedging reserve in equity for the three months ended 31 March 2022 (Financial year 2021: KEUR 1,783, net of KEUR 501) (cf. Note 19.4). The net loss recognised in equity is expected to be released to the profit and loss as from the date the mortgage loan will be effected together with the recognition of the related interest expenses.

24 List of subsidiaries

The consolidated financial statements include the financial statements of the Company and the subsidiaries listed below.

		Percentage of ownership	
Name	**Location**	**31 December 2022**	**31 December 2021**
Haydn Holding AB	SE	99.9%	99.9%
Haydn Services Sarl	LU	100.0%	-
Banquem Capital Corporation B.V.	NL	100.0%	100.0%
Polar Services Group			
Polar Holdings AG	CH	100.0%	100.0%
Barneo AG	CH	100.0%	100.0%
Barneo LLC	RU	100.0%	100.0%
Khatanga LLC	RU	100.0%	100.0%
ALCI (PTY) Ltd[1]	ZA	100.0%	25.0%
MILPROPS 496 (PTY) Ltd Trading as TAC[1]	ZA	100.0%	25.0%
Marussia Beverages Group			
Marussia Beverages AG	CH	100.0%	100.0%
MBev Holding AG	CH	100.0%	100.0%
Kindschi Sohne AG	CH	100.0%	100.0%
Marussia Beverages B.V.	NL	100.0%	100.0%
JSC Marussia (Georgia)	GE	100.0%	100.0%
JSC Château Mukhrani	GE	100.0%	100.0%
Georgian Wines and Spirits Company LLC	GE	100.0%	100.0%
Marussia Beverages RUS LLC	RU	100.0%	100.0%
Itkulskiy spirtzavod OJSC	RU	95.1%	100.0%

Marussia France S.A.R.L.	FR	100.0%	100.0%
Marussia Beverages UK Limited	UK	100.0%	100.0%
Distilleries & Domaines Limited	UK	100.0%	100.0%
Spirimonde Limited	UK	100.0%	100.0%
Eaux de Vie Limited	UK	100.0%	100.0%
Akashi Sake Brewery Co. Ltd	JP	100.0%	100.0%
MBev Holding Germany GmbH	DE	100.0%	100.0%
Kober Likör Holding GmbH	DE	100.0%	100.0%
Kober Likör GmbH	DE	100.0%	100.0%
Marussia Beverages Germany GmbH	DE	100.0%	100.0%
LLC Marussia Beverages Ukraine	UA	100.0%	100.0%
LLC Marussia Beverages Crimea	UA	98.0%	98.0%
LLC Crimean Wines and Spirits	UA	98.0%	98.0%
Marussia Beverages USA Inc.	US	100.0%	100.0%
Bay Street Distillery, LLC	US	-	100.0%
Mossburn Distillers Limited	UK	100.0%	100.0%
Jedhart Distillery Limited	UK	100.0%	100.0%
Torabhaig Distillery Limited	UK	100.0%	100.0%
Schlumberger GmbH	AT	100.0%	100.0%
Schlumberger Wein- und Sektkellerei GmbH	AT	100.0%	100.0%
Schlumberger Wein- und Sektkellerei Betriebs GmbH	AT	100.0%	100.0%
Marussia Beverages GmbH	AT	100.0%	100.0%
Marussia Beverages GmbH & Co KG	AT	100.0%	100.0%
Gürtler Gesellschaft m.b.H.	AT	100.0%	100.0%
Delitia Getränke GmbH	AT	100.0%	100.0%
P. M. Mounier Gesellschaft m.b.H.	AT	100.0%	100.0%
Destillerie Schloss Oberandritz Gesellschaft m.b.H.	AT	100.0%	100.0%
Goldeck Wein- und Sektkellerei Gesellschaft m.b.H.	AT	100.0%	100.0%
Top Spirit Handels- und Verkaufsgesellschaft m.b.H.	AT	100.0%	100.0%
Top Spirit Vertriebsgesellschaft m.b.H.	AT	100.0%	100.0%
P.M.Mounier Vertriebsgesellschaft m.b.H.	AT	100.0%	100.0%
Hochriegl Sektkellerei GmbH	AT	100.0%	100.0%
Mozart Distillerie Holding GmbH	AT	100.0%	100.0%
Mozart Distillerie GmbH	AT	100.0%	100.0%
Mozart Distillerie Betriebs GmbH	AT	100.0%	100.0%
Friya GmbH	AT	-	100.0%
Schlumberger Verwaltungsgesellschaft mbH	DE	58.9%	58.9%
Schlumberger GmbH & Co KG	DE	58.9%	58.9%
Consigliovini Weinhandelsagentur GmbH	DE	58.9%	-
Schlumberger Handels- und Vertriebsgesellschaft mbH	DE	58.9%	58.9%
Schlumberger Vertriebsgesellschaft mbH & Co KG	DE	58.9%	58.9%
WeCo IT-Service GmbH	DE	58.9%	58.9%
A. Segnitz & Co GmbH	DE	56.3%	56.3%
Bremer Weinkolleg GmbH	DE	56.3%	56.3%
Schlee & Popken SARL	FR	57.6%	57.6%
Schlumberger Wein & Champagner-Contor Gesellschaft m.b.H.	DE	100.0%	100.0%
Robert de Schlumberger SCI	FR	100.0%	100.0%
Schlumberger Betrieb GmbH	AT	100.0%	100.0%
Schlumberger Nederland B.V.	NL	100.0%	100.0%
Van der Linden Management B.V.	NL	85.0%	85.0%
Marussia Beverages Belgium B.V.	BE	85.0%	-
Walraven|Sax C.V.	NL	84.9%	84.9%
DRINK HEROES B.V.	NL	85.0%	85.0%
Paulsen Media Group			
Paulsen Media B.V.	NL	100.0%	100.0%
Paulsen LLC	RU	100.0%	100.0%
Editions Paulsen S.A.R.L.	FR	100.0%	100.0%
Polar Journal AG	CH	100.0%	100.0%
Verlag Paulsen UG	DE	100.0%	100.0%
Ney Investments Group			
Ney Investments B.V.	NL	100.0%	100.0%
Monedula AB	SE	100.0%	100.0%
Thalamus AB	SE	100.0%	100.0%
Pineal AB	SE	100.0%	100.0%
Pineal KB	SE	100.0%	100.0%
Tharep AB	SE	100.0%	100.0%
Limhamn Kajan 37 AB	SE	100.0%	-
Nordica LLC	RU	99.0%	99.0%
Russkaya Zhemchuzhina LLC	RU	100.0%	100.0%
Neohorm A/S	DK	100.0%	100.0%
Industriholmen 1 ApS	DK	100.0%	100.0%

20231206058B9

Stamholmen 217 ApS	DK	100.0%	100.0%
Roskilde ApS	DK	100.0%	100.0%
Soundport A/S	DK	100.0%	100.0%
Foncière Vermeer S.A.R.L.	FR	100.0%	100.0%
SNC Turner	FR	100.0%	100.0%
Eilun Verwaltungsgesellschaft mbH	DE	100.0%	100.0%
Waalem GmbH & Co. KG	DE	100.0%	100.0%
Marshal B.V.	DE	100.0%	100.0%
Marshal Properties Ltd	UK	100.0%	-
Bernadotte B.V.	NL	-	100.0%
Jed Forest B.V.	NL	-	100.0%
SKYE B.V.	NL	-	100.0%
S-B Immo GmbH	AT	100.0%	100.0%
The Uitkyk Domain (PTY) Ltd	ZA	100.0%	-
The Uitkyk Estate (PTY)	ZA	100.0%	-

[1]As of 31 December 2021 the Company held the remaining 75% of shares in custody for three other equal shareholders of ALCI (PTY) Ltd and MILPROPS 496 (PTY) Ltd Trading as TAC1 pending agreement upon a common shareholding structure. The other three shareholders enjoyed equal voting rights and rights to the net distributable profits (if any) and exercise equal management control. During the year ended 31 December 2022 the parties agreed that the Company will acquire all shares from the other parties at the original amount.

During the year ended 31 December 2022 the percentage of ownership in subsidiaries changed as follows:

The Group incorporated Haydn Services Sarl, Marussia Beverages Belgium B.V., Limhamn Kajan 37 AB and Marshal Properties Ltd.

Bernadotte B.V., Jed Forest B.V., SKYE B.V. and Friya GmbH were liquidated or merged with other Group entities during the financial year 2022.

As a result of a lost legal proceeding initiated by a former shareholder of Itkulskiy spirtzavod OJSC, the Group was required to reverse the acquisition of 4.9% Itkulskiy spirtzavod OJSC shares from said shareholder.

During the financial year 2022 the Group acquired the Consigliovini and Uitkyk Estate businesses (cf. Note 25).

During the year ended 31 December 2021 the percentage of ownership in subsidiaries changed as follows:

With effect from 1 January 2021, the Group acquired the remaining 26.08% minority interests in Ney Investments B.V. for KEUR 30,645.

The Group acquired the remaining 4.6% minority interests in Itkulskiy spirtzavod OJSC for KRUB 6,708 (KEUR 74).

On 19 May 2021, the Group acquired all shares in Monedula AB (cf. Note 25.3).

The Group sold all its shares in Strandesplanaden ApS (cf. Note 26.1), Bakur LLC (cf. Note 26.2) and Izvarino Farma AB (cf. Note 26.3) during 2021.

Restrictions

Due to the sanctions imposed on Russia and the current situation related to the military incursion into Ukraine by Russia at the end of February 2022, the Group might not be able to access the assets and maintain any liabilities related to subsidiaries and operations located in Russia. As a result the Group impaired all assets related to Russian and Ukrainian operations as of 31 December 2022 and 2021 (cf. Note 2.4).

25 Acquisition of subsidiaries

25.1 Acquisition of Consigliovini

Effective 3 February 2022 the Group acquired Consigliovini Weinhandelsagentur GmbH, Germany for a total purchase price of KEUR 2,373. As at the acquisition date the net assets and the recognised goodwill are as follows.

in thousands of EUR	**3 February 2022**
Intangible assets	2,190
Property, plant and equipment	68
Cash and cash equivalents	515
Net current assets/(liabilities)	(532)
Deferred tax liabilities	(391)
Fair value of net identifiable assets acquired	**1,850**
Preliminary goodwill	523
Total fair value of consideration	**2,373**
./. Cash and cash equivalents	(515)
Acquisition of subsidiary, net of cash acquired	**1,858**

For the eleven months ended 31 December 2023, Consigliovini contributed revenue of KEUR 7,693 and profit of KEUR 699 to the Group's results. If the acquisition had occurred on 1 January 2022, management estimates that consolidated revenue would have been higher by KEUR 699 and consolidated profit for the year would have been higher by KEUR 56. In determining these amounts, management has assumed that the fair value of the net assets acquired on the date of acquisition would have been the same as if the acquisition had occurred on 1 January 2022.

25.2 Acquisition of Uitkyk Estate

Effective 29 November 2022 the Group acquired the Uitkyk Estate through two newly incorporated legal entities for a total purchase price of KEUR 8,191. The fair value of the assets acquired and the recognised goodwill are as follows.

in thousands of EUR	**29 November 2022**
Intangible assets	775
Property, plant and equipment	7,142
Inventory	56
Fair value of identifiable assets acquired	**7,973**
Preliminary goodwill	218
Total fair value of consideration	**8,191**

For the one month ended 31 December 2023, Uitkyk Estate contributed no revenue and a loss of KEUR 113 to the Group's results. If the acquisition had occurred on 1 January 2022, management estimates that consolidated loss for the year would have been lower by KEUR 1,243. In determining these amounts, management has assumed that the fair value of the net assets acquired on the date of acquisition would have been the same as if the acquisition had occurred on 1 January 2022.

20231206058900

25.3 Acquisition of Monedula AB (business combination under common control)

On 19 May 2021, the Group received all shares of the real estate company Monedula AB as part of the consideration for a demerger of its subsidiary Izvarino Farma AB (cf. Note 26.3). This acquisition is considered a business combination under common control, whereby the buyer and the seller are ultimately controlled by the same party. The assets and liabilities recognised as part of this transactions representing the book values of the disposing entity as at the beginning of the financial year were as follows:

in thousands of EUR	**1 January 2021**
Investment property	12,473
Property, plant and equipment	142
Deferred tax assets	241
Cash and cash equivalents	405
Other current assets	238
Financial liabilities from parent entity	(7,079)
Deferred tax liabilities	(1,101)
Other current liabilities	(440)
Total net assets	**4,879**
Loan receivable due from Monedula AB transferred to Group (cf. Note 26.3)	7,079
Total net assets received	**11,958**

26 Disposal and demerger of subsidiaries

26.1 Disposal of Strandesplanaden ApS

On 15 August 2021, the Group sold all its shares in Strandesplanaden ApS which resulted in a KEUR 1,009 net loss on sale. As a result the following assets and liabilities were derecognised:

in thousands of EUR	**15 August 2021**
Investment property	6,186
Deferred tax assets	160
Cash and cash equivalents	14
Other current assets	89
Financial liabilities	(307)
Other current liabilities	(328)
Total net assets	**5,814**
Loss on sale of subsidiary	(1,009)
Total consideration received	**4,805**
Mortgage loan receivable transferred to Group (cf. Note 14)	(1,009)
Cash and cash equivalents	(14)
Cash flow from disposal of subsidiary, net of cash	**3,782**

26.2 Disposal of Bakur LLC

On 18 January 2021, the Group sold all its shares in Bakur LLC resulting in a KEUR 187 net loss on sale. As a result the following assets and liabilities were derecognised:

in thousands of EUR	**18 January 2021**
Investment property	364
Cash and cash equivalents	78
Other current assets	139
Other current liabilities	(1)
Total net assets	**580**
Loss on sale of subsidiary	(187)
Total consideration received	**393**
Cash and cash equivalents	(78)
Cash flow from disposal of subsidiary, net of cash	**315**

26.3 Demerger of Izvarino Group

On 17 May 2021, the Group sold all its shares in Izvarino Farma AB, which was engaged in the development, production, marketing and sale of pharmaceutical products, to a related party. As before and after the transaction the ultimate controlling party remains the same, the transaction is accounted for as a demerger under common control. The assets and liabilities derecognised as part of this transactions represent the book values as at the date, group lost control of the subsidiaries. The difference between the net asset position disposed of and the consideration received is recognised directly in equity.

in thousands of EUR	**17 May 2021**
Property, plant and equipment	13,453
Intangible assets	700
Right-of-use assets	921
Deferred tax assets	432
Cash and cash equivalents	1,019
Other current assets	26,932
Financial liabilities	(543)
Deferred tax liabilities	(28)
Provisions	(2,246)
Other liabilities	(3,807)
Total net assets	**36,833**
Loss on demerger of subsidiary recognised in equity	(1,833)
Total consideration received	**35,000**
Thereof book value of subsidiary received (cf. Note 25.3)	(11,958)
Cash and cash equivalents	(1,019)
Disposal of subsidiary, net of cash	**22,023**

27 Commitments and contingencies

Future investment commitments

The Group has no commitments for further investments in investment properties as at 31 December 2022 (2021: KEUR 24,100) as the major project developed by Soundport A/S was completed in 2022.

Contingent liabilities

The Company's subsidiary Soundport A/S has been notified of a claim by a supplier and its parent companies totalling KDKK 79,500 (KEUR 10,693). The claim has been filed in the courts of Milan, Italy. Soundport A/S has calculated a counterclaim under the same supplier contract. The exchange of pleadings is still ongoing and on the present basis it is not possible to assess the outcome of the outcome of the claim.

Pledged assets

For pledged assets in connection with mortgages and secured bank loans refer to Note 20.

20231206058911

28 Related party transactions

The following transactions occurred with related parties during the year ended 31 December:

in thousands of EUR	2022	2021
Rental income from other related parties	15,672	3,260
Rent paid to other related parties	(34)	-
Sale of management services to shareholder	956	950
Other fees received from other related parties	198	151
Purchase of management services from other related parties	(328)	(540)
Goods sold to other related parties	51	-

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

in thousands of EUR	31 December 2022	31 December 2021
Other receivables (lease agreements) due from other related parties	610	980
Other receivables (management services) due from shareholder	1,029	1,023
Other liabilities due to other related parties	(6,104)	(826)
Financial asset (loans) due from other related party (cf. Note 14)	20,000	-
Financial liability (loans) due to other related party (cf. Note 20)	(44,000)	(14,000)
Financial liability (loans) due to shareholder (cf. Note 20)	(294,526)	(199,926)

"Other related parties" are entities that have a common shareholder or common management as the Group.

Other related party transactions

The Group had been constructing an office and laboratory building for an "other related party" during the previous years, which was completed in 2022 and is included in investment properties. After completion the office and laboratory building a 25-year lease agreement with the related party commenced on 1 May 2022 (cf. Note 12). Other liabilities due to other related parties include a rent deposit of KEUR 5,912 for this lease agreement.

The ultimate beneficial owner of the Group granted a guarantee for the repayment of loans made by a subsidiary to third parties with a total amount of KEUR 1,035 (2021: KEUR 1,792).

Equipment with a net book value of KEUR 2,446 owned by the Group was provided during the financial year ended 31 December 2021 to a related party for South Pole Operations. During the current financial year this equipment was used by the Group.

During the previous financial year ended 31 December 2021 the Group and a related party Group entered into various reorganisation transactions considered a business combination under common control (cf. Note 25.3) and a demerger under common control (cf. Note 26.3).

Key management personnel compensation

Key management personnel (including members of the board of directors) compensation comprised the following:

in thousands of EUR	2022	2021
Salaries	944	702
Social security contributions	31	18
Pension contributions	15	23
Total key management personnel compensation	**990**	**743**

29 Financial risk management objectives and policies

The Group's principal financial instruments comprise long and short-term bank loans, loans from the shareholder and cash. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial instruments such as trade receivables and payables and other financial assets and liabilities, which arise directly from its operations.

It is the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are market risk, credit risk and liquidity risk.

29.1 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk and foreign currency risk.

The sensitivity analyses in the following sections relate to the position as at 31 December 2022. The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and the proportion of financial instruments in foreign currencies are all constant. The analyses exclude the impact of movements in market variables on the carrying value of provisions and on the non-financial assets and liabilities of foreign operations.

The following assumptions have been made in calculating the sensitivity analyses:

Interest rate risk:

- The sensitivity of the profit before tax is the effect of the assumed changes in interest rates on the net interest result for one year, based on the floating rate non-trading financial assets and financial liabilities held at 31 December 2022.

Foreign currency risk:

- The sensitivity of the profit before tax is the effect of the assumed changes in currency rates on the net result of third-party financial instruments in a foreign currency other than the functional currency of the respective subsidiaries.

29.1.1 Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate price risk and interest rate cash flow risk, as interest-bearing loans and borrowings have been granted at fixed and variable interest rates. Revision of the fixed interest rate is possible at renewal of the liability. The Group decides whether to enter into fixed or variable interest contracts based on the most favourable conditions at the time of entering in the contract. With the exception of an investment property project for which the Group entered into an interest rate swap (cf. Note 23), the Group does generally not enter in derivatives to hedge interest rate risks.

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows:

in thousands of EUR	**2022**
Fixed-rate instruments	
Financial assets	10,735
Financial liabilities	(313,471)
Net nominal amount	**(302,736)**
Variable-rate instruments	
Financial assets	20,000
Financial liabilities	(203,224)
Net nominal amount	**(183,224)**

20231206053892

The following table demonstrates the sensitivity to a reasonably, possible change in interest rates, with all other variables being constant, of the Group's profit before tax.

in thousands of EUR	**Total equity 2022**	**Net profit 2022**	**Total equity 2021**	**Net profit 2021**
Increase of 15 bps	(0.16)%	(275)	(0.12)%	(249)
Increase of 20 bps	(0.21)%	(366)	(0.16)%	(332)
Decrease of 10 bps	0.10%	183	0.08%	166
Decrease of 15 bps	0.16%	275	0.12%	249

29.1.2 Foreign currency risk

The Group also has transactional currency exposures. Such exposures arise from sales or purchases in currencies other than the functional currency of the operating subsidiaries. As the volumes of these transactions are relatively low compared to the total volume, the foreign currency risk exposure is considered low. Due to operations in Sweden, Denmark, Georgia, Ukraine, Russia, Japan, the United States of America and the United Kingdom the Group's statement of financial position can be affected by movements in the foreign exchange rates.

The Group does not enter into derivative transactions to hedge foreign currency risk. The Group has no material currency exposure on financial instruments as most third-party interest-bearing loans and borrowings are due in the functional currency of the respective subsidiary that has closed the interest-bearing loans and borrowing. The trade debtors, trade creditors and other financial liabilities are primarily stated in functional currency of the operations.

Exposure to currency risk

	For the year ended 31 December 2022		
in thousands of EUR	**EUR**	**USD**	**Other**
Financial assets	-	3,561	-
Trade receivables	75	169	-
Other receivables	688	1,293	31
Cash and cash equivalents	14,565	284	230
Financial liabilities	(30,000)	(6,000)	-
Trade payables	(1,989)	(416)	(5)
Other liabilities	(3)	(703)	(461)
Net exposure	**(16,664)**	**(1,812)**	**(205)**

The following significant foreign exchange rates have been applied

EUR/Foreign Currency	**Closing rate 2022**	**Closing rate 2021**	**Average rate 2022**	**Average rate 2021**
CHF	0.9832	1.0334	1.0015	1.0792
RUB	75.2900	84.8600	72.2683	87.3467
USD	1.0667	1.1334	1.0515	1.1820
UAH	38.9510	30.9226	34.4385	32.3030
JPY	140.7400	130.3800	138.2442	130.2892
GEL	2.8844	3.5040	3.0675	3.8036
GBP	0.8855	0.8382	0.8538	0.8583
SEK	11.1335	10.2474	10.6633	10.1563
DKK	7.4350	7.4363	7.4390	7.4361

Sensitivity analysis

A reasonably possible strengthening (weakening) of the EUR or US dollar against all other currencies at 31 December 2022 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

in thousands of EUR	**Financial result 2022**	**Profit or loss, net of tax 2022**
EUR increases by 10%	(1,666)	(1,295)
EUR decreases by 10%	1,666	1,295
USD increases by 10%	(181)	(163)
USD decreases by 10%	181	163

29.2 Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Concentrations of credit risk exist when changes in economic, industry or geographic factors similarly affect groups of counter parties whose aggregate credit exposure is significant in relation to the Group's total credit exposure.

The Group has no significant credit risks, other than those, which have already been allowed for, nor any concentrations in an industry or geographical region, which carries an unusually high credit risk. Credit risks relating to trade receivables and cash balances are monitored regularly. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets mentioned in the following notes:

- Note 14 *Non-current financial assets*
- Note 16 *Trade receivables*
- Note 17 *Other current assets*

Tenant receivables

Tenants are assessed according to Group criteria prior to entering into lease agreements. Furthermore, the credit risk is limited by rent deposits paid in advance by tenants.

Cash and cash equivalents

The Group's cash and cash equivalents are deposited on banks with a high rating. If the business does not allow for a bank with a high rating (e.g. due to the country of operations) the Group is determined to limit the amounts deposited on such banks. As at 31 December 2022 85.9% of cash and cash equivalents is deposited at banks with a S&P rating of A- or better (2021: 83.3%) and 4.6% is deposited at banks with a S&P rating of BB- to BB+ (2021: 0%). The remaining balances are deposited at a large number of different banks. None of these accounts has a balance of more than KEUR 1,000 and therefore the Group considers the counterparty risk to be minimal relative to the Group's size.

29.3 Liquidity risk

The Group monitors its risk to a shortage of funds using a cash flow forecast model. This model considers the maturity of both its non-current and current assets (trade receivables and other financial assets) and projected cash flows from operations. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and funding from the shareholder and other related parties. The Group has significant funds available to repay the loans and in addition, the Group maintains the following major line of credit:

20231206058g3

The table hereunder summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

31 December 2022[1] *in thousands of EUR*	**Maturity less than 1 year**	**1 to 5 years**	**more than 5 years**	**Total nominal amount**
Loans from third parties	28,221	33,240	212,839	**178,169**
Loans from related parties	1,437	35,749	-	**30,000**
Convertible loan from related party	224	896	18,928	**14,000**
Loans from shareholder	294,526	-	-	**294,526**
Lease liabilities	2,493	7,768	-	**9,735**
Trade payables	30,649	-	-	**30,649**
Other liabilities	55,183	6,366	-	**61,549**
Total financial liabilities	**412,733**	**84,019**	**231,767**	**618,628**

[1] Includes estimated interest payments based on average 2022 interest rates for variable interest loans.

31 December 2021[2] *in thousands of EUR*	**Maturity less than 1 year**	**1 to 5 years**	**more than 5 years**	**Total nominal amount**
Loans from banks	138,981	15,782	11,282	**166,045**
Loans from other third parties	-	110	-	**110**
Loans from shareholder	199,926	-	-	**199,926**
Convertible loan from related party	-	-	14,000	**14,000**
Lease liabilities	2,411	8,626	-	**11,037**
Trade payables	38,013	-	-	**38,013**
Other liabilities	44,148	13,073	-	**57,221**
Total financial liabilities	**423,479**	**37,591**	**25,282**	**486,352**

[2] Does not include any interest payments.

29.4 Capital management

The primary objective of the Group's capital management is to maintain sound capital ratios in order to support its business and maximize shareholder value. In the management of capital, the Group includes shareholder's equity. The Group manages its capital structure and adjusts it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital using shareholder's equity ratio, being total shareholder's equity including long-term non-interest-bearing loans from shareholder divided by total equity and liabilities, based on the consolidated financial statements. The Group has no formally approved ratio range, but considers a ratio above 40% as being sound.

The following table outlines the current adjusted equity ratios:

in thousands of EUR	**31 December 2022**	**31 December 2021**
Total equity including long-term non-interest-bearing loans from shareholder	469,781	413,477
Total assets	849,198	762,081
Adjusted equity ratio	**55%**	**54%**

The following table outlines the net debt to adjusted equity ratios:

in thousands of EUR	**31 December 2022**	**31 December 2021**
Total liabilities	673,943	548,530
Less: long-term non-interest-bearing loans from shareholder	(294,526)	(199,926)
Less: cash and cash equivalents	(103,517)	(86,941)
Net debt	**275,900**	**261,663**
Total equity including long-term non-interest-bearing loans from shareholder	469,781	413,477
Less: hedging reserve	583	3,144
Adjusted equity	**470,364**	**416,621**
Net debt to adjusted equity ratio	**59%**	**63%**

30 Financial instruments

30.1 Fair values

Set out below is a comparison by category of carrying amounts and fair values of all the Group's financial instruments that are carried in the financial statements as at 31 December:

in thousands of EUR	Carrying amount 2022	Fair Value 2022	Carrying amount 2021	Fair Value 2021
Financial assets measured at amortized costs				
Trade receivables	51,154	51,154	42,301	42,301
Financial assets	31,478	31,478	11,506	11,506
Other assets	14,229	14,229	13,437	13,437
Cash and cash equivalents	103,517	103,517	86,941	86,941
Financial assets measured at fair value				
Financial assets	1,575	1,575	578	578
Derivative financial instruments	4,122	4,122		
Total financial assets	**206,075**	**206,075**	**154,763**	**154,763**
Financial liabilities measured at amortized costs				
Trade payables	30,649	30,649	38,013	38,013
Financial liabilities	526,430	526,430	390,602	390,602
Other liabilities	61,549	61,549	57,221	57,221
Financial liabilities measured at fair value	-	-		
Derivative financial instruments	-	-	4,056	4,056
Total financial liabilities	**618,628**	**618,628**	**489,892**	**489,892**

The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The carrying amount of trade receivables, other receivables, cash and cash equivalents, trade payables and other payables is a reasonable approximation of fair value due to their short-term nature.

30.2 Fair value hierarchy

Quantitative disclosures of the Group's financial instruments in the fair value measurement hierarchy as described in Note 3.1 are as follows:

31 December 2022 *in thousands of EUR*	Fair value Level 1	Level 2	Level 3	Total
Financial assets measured at fair value	-	1,575	-	**1,575**
Derivative financial instruments	-	4,122	-	**4,122**
Total financial assets measured at fair value	-	**5,697**	-	**5,697**

31 December 2021 *in thousands of EUR*	Fair value Level 1	Level 2	Level 3	Total
Financial assets measured at fair value	578	-	-	**578**
Total financial assets measured at fair value	**578**	-	-	**578**
Derivative financial instruments	-	4,056	-	**4,056**
Total financial liabilities measured at fair value	-	**4,056**	-	**4,056**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair values of the Group's loans are determined by using the discounted cash flow method using a discount rate that reflects the issuer's borrowing rate including its own non-performance risk. Input factors used for the fair value determination of investment properties are outlined in Note 12.

20231206058894

Derivative financial instruments (Level 2)

The fair value of the interest rate swap is calculated as the present value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps. The fair value estimate is subject to a credit risk adjustment that reflects the credit risk of the Group and of the counterparty; this is calculated based on credit spreads derived from current credit default swap or bond prices. There are no significant unobservable inputs.

31 Significant accounting policies

The Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise.

31.1 Basis of consolidation

Business combinations

The Group applies for business combinations the acquisition method once control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

Business combinations under common control

Business combinations under common control, whereby the buyer and the seller are ultimately controlled by the same party, are accounted for using the book value accounting method (often referred to as the "pooling of interests" method) without restating comparative figures. When applying the book value accounting method, the acquisition balance consists of the book values as previously included in the highest consolidating entity of the seller at the start of the current financial year. The difference between the net asset position acquired and the consideration paid for business combinations under common control are directly recognized in retained earnings.

Demerger of subsidiaries under common control

A demerger under common control, whereby the net assets disposed of are ultimately controlled by the same party or parties before and after the transaction is accounted for using the book value method. When applying the book value method the net book values of the assets and liabilities disposed of is derecognised at the date the Company loses control. The difference between the net asset position disposed of and the consideration received is recognised directly in retained earnings. Any accumulated translation reserve related to the demerged subsidiaries is transferred to retained earnings at the same time.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Non-controlling interests

Non-controlling interests are measured initially either at fair value or at their proportionate share of the acquirer's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Interests in equity-accounted investees

The Group's interests in equity-accounted investees comprise interests in associates. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees, until the date on which significant influence or joint control ceases.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

31.2 Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss and presented within finance expenses.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to the presentation currency EUR at the exchange rates at the reporting date. The income and expenses of foreign operations are translated to EUR at the average exchange rates for the year.

Foreign currency differences are recognised in Other comprehensive income and accumulated in the translation reserve, except to the extent that the translation difference is allocated to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

31.3 Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in Note 4.

31.4 Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

20231206058905

31.5 Government grants

Research grants are recognized where there is reasonable assurance that the grant will be received, and all associated conditions will be complied with. When the grant relates to an expense item, it is recognized as income. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal annual amounts over the expected useful life of the related asset.

31.6 Finance income and finance expenses

Interest income or expense is recognised using the effective interest method. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

31.7 Income taxes

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

31.8 Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Such cost includes the costs of replacing part of the plant and equipment and borrowing costs for long term construction projects, if the recognition criteria are met. The cost of a major overhaul is recognized in the carrying amount as a replacement, if the recognition criteria are met. All other repair and maintenance costs are recognized in the income statement.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset. The estimated useful lives are as follows:

Asset class	**Useful life** in years
Buildings (and leasehold improvements)	10 to 50
Machinery and equipment	3 to 20
Other equipment	3 to 10
Bearer plants	30

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end, and adjusted if appropriate.

31.9 Intangible assets

Intangible assets acquired in a business combination are initially measured at fair value. All other intangible assets with the exception of Goodwill are initially measured at cost. Goodwill is initially measured as the residual value between the consideration transferred including the amount recognised for non-controlling interests and the net identifiable assets acquired and liabilities assumed in a business combination. Expenditure on research activities is recognised in profit or loss as incurred while development expenditure is capitalised as internally generated intangible assets only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in profit or loss as incurred.

Intangible assets are subsequently measured at historical cost less any accumulated amortization and impairment losses.

Intangible assets with finite live are amortized over their economic useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at minimum at each financial year end.

Intangible assets with infinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be justified.

Amortization is calculated on a straight-line basis over the estimated useful life of the asset. The estimated useful lives are as follows:

Asset class	**Useful life** in years
Goodwill	infinite
Trademarks with infinite useful life	infinite
Trademarks with finite useful life	3-5 years
Development costs	5 years
Other	5 years

20231206058896

31.10 Investment property

Investment property is initially measured at cost and subsequently at fair value with any change therein recognised in profit or loss. Investment property under construction for which the fair value cannot be determined reliably is measured at cost less impairment.

Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

Rental income from investment property is recognised as other revenue on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

Transfers are made to or from investment property when there is a change in use. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

31.11 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to be prepared for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they were incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

31.12 Assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held for sale if it is highly probable that they will be realised primarily through sale rather than through continued use.

Such assets, or disposal groups, are measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is allocated first to goodwill (if any), and then to the remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property or biological assets, which continue to be measured in accordance with the Group's other accounting policies. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

31.13 Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than biological assets, investment property, inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to cash generating units ('CGU') or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 or CGU.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are first allocated to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

31.14 Financial instruments

31.14.1 Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition and subsequently measured at "amortized cost", "fair value through other comprehensive income" or "fair value through profit or loss". The classification depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price in accordance with the revenue from contracts with customers accounting policy (cf. Note 31.3).

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

- Financial assets at amortized costs are measured applying the effective interest method less any impairments
- Financial assets at fair value are measured based on observable market data

Impairment of financial assets

The Group recognizes an allowance for expected credit losses for all financial assets measured at amortized costs or fair value through other comprehensive income. Expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group applies the simplified approach for measuring expected credit losses using a lifetime expected credit loss provision for trade receivables and other contract assets connected to revenue from contracts with customers. To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped based on similar credit risk and aging. The contract assets have similar risk characteristics to the trade receivables for similar types of contracts.

The expected credit loss rates are based on the Group's historical credit losses experienced over the three-year period prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

The Group considers a financial asset in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before considering any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or the Group transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred. However, financial assets are not derecognised if the Group retains control of the assets while having transferred substantially all risks and rewards.

31.14.2 Financial liabilities

Initial recognition and subsequent measurement

Financial liabilities are classified as measured at amortised cost or fair value through profit or loss. A financial liability is measured at fair value through profit or loss if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at fair value through profit or loss are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are initially measured at fair value net of directly attributable transaction costs and subsequently

20231206053897

measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

31.14.3 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

31.14.4 Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its interest rate risk exposures. Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in interest rates.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in other comprehensive income and accumulated in other reserve (hedging reserve). The effective portion of changes in the fair value of the derivative that is recognised in other comprehensive income is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

The amount accumulated in the hedging reserve and the cost of hedging reserve is reclassified to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the hedging reserve remains in equity until it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve and the cost of hedging reserve are immediately reclassified to profit or loss.

31.15 Inventories

Inventories are measured at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and consumables are stated at the purchase cost on a first in, first out basis;
- Finished goods and work in progress include costs of direct materials and labour and a proportion of manufacturing overhead based on normal operating capacity but exclude borrowing costs.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

31.16 Agricultural produce

Agricultural activity is defined as a biological transformation of biological assets into agricultural produce or into additional biological assets. The Group classifies vines as its biological assets included as bearer plants in property, plant and equipment (cf. Note 31.8).

Agricultural produce harvested from the Group's vines is measured at its fair value less costs to sell at the point of harvest through profit or loss. After harvest, agricultural produce is treated as inventory (cf. Note 31.15).

31.17 Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

The expense relating to any provision is presented in profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax discount rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense in profit or loss.

31.18 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

31.18.1 Group as a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The Group does not separate non-lease components and account for the lease and non-lease components as a single lease component.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method and is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

The Group does not recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

31.18.2 Group as a lessor

Leases where the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the term of the lease on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

31.19 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities (cf. Note 3.1).

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would consider in pricing a transaction.

2023120605898

32 New IFRS standards not yet applied

Several new accounting standards and interpretations have been published that are not mandatory for reporting periods ending 31 December 2022 and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

33 Subsequent events

On 31 July 2023, Marussia Beverages USA Inc acquired 100% of the share capital of the Bourbon manufacturer Watershed Distillery LLC, USA for a consideration of USD 34 million.

There have been no other significant events subsequent to the financial year 2022, which would require additional disclosure in the financial statements.

REPORT OF THE STATUTORY AUDITOR

MSZ Group
Accounting, tax and audit services

Report of the Statutory Auditor
to the General Meeting of
Sastre Holding SA
6300 Zug

Report of the Statutory Auditor on the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **Sastre Holding SA** (the Company) and its subsidiary companies (the Group), which comprise the consolidated statement of financial position as of 31 December 2022, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion the accompanying consolidated financial statements (pages 6 to 53) give a true and fair view of the consolidated financial position of the Group as of 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISA) and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession, as well as those of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, and our auditor's reports thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

20231206058g9

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.

Board of Directors' Responsibility for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements, which give a true and fair view in accordance with IFRS and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 Swiss law, ISA and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Swiss law, ISA and SA-CH, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors 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.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

MSZ Group AG Zug

Ivano Castagna
Licensed Audit Expert
Auditor in Charge

Fabienne Huber
Licensed Audit Expert

Zug, November 30, 2023