



**FAGE INTERNATIONAL S.A.**

**ANNUAL REPORT  
For the Year  
Ended December 31, 2022**

**March 29, 2023**

This report (the “Annual Report”) includes the consolidated financial statements and other information of FAGE INTERNATIONAL S.A. and its subsidiaries (the “FAGE Group”) as of and for the year ended December 31, 2022.

This Annual Report is being provided to holders of the Senior Notes pursuant to the requirements of the Indenture governing such Senior Notes.

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## SECTION A

### **Summary Analysis of Senior Notes Issued by FAGE INTERNATIONAL S.A. and FAGE USA DAIRY INDUSTRY, INC.**

On August 3, 2016, FAGE International S.A. (“FAGE International”) and FAGE USA Dairy Industry, Inc. (“FAGE USA”) and together with FAGE International, the “Issuers”) issued \$420,000,000 principal amount of their 5.625% Senior Notes due 2026 (the “Senior Notes”) under an indenture, dated as of August 3, 2016 (the “Indenture”), by and among the Issuers, FAGE Greece Dairy Industry Single Member S.A. (“FAGE Greece”), as guarantor, The Bank of New York Mellon, acting through its London Branch, as trustee, The Bank of New York Mellon, as paying and transfer agent, and The Bank of New York Mellon (Luxembourg) S.A., as registrar. As of December 31, 2022, an aggregate principal amount of \$288.4 million of the Senior Notes remained outstanding.

The Senior Notes have not been, nor will they be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws and, unless so registered, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Senior Notes were offered and sold only to “Qualified Institutional Buyers” (as defined in Rule 144A under the Securities Act) and pursuant to offers and sales occurring outside the United States within the meaning of Regulation S under the Securities Act. The Indenture is not required to be, nor will it be, qualified under the U.S. Trust Indenture Act of 1939, as amended.

A copy of the Indenture is available from FAGE International upon request. This Annual Report is being provided to holders of the Senior Notes pursuant to Section 4.02 of the Indenture.

FAGE International is a public limited company (société anonyme) incorporated under the laws of Luxembourg on September 25, 2012. Its registered office is located at 145, Rue du Kiem, L-8030 Strassen, Grand Duchy of Luxembourg. FAGE International has a share capital of \$1,000,000 and is registered with the Luxembourg Register of Commerce and Companies under number B 171651. FAGE International’s website is [home.fage](http://home.fage). The reference to this website is an inactive textual reference only and none of the information contained on this website is incorporated into this Annual Report. References to the FAGE Group include, unless the context requires otherwise, FAGE International and its consolidated subsidiaries FAGE USA Dairy Industry, Inc., FAGE Greece Dairy Industry Single Member S.A. and FAGE U.K. Limited. The FAGE Group operates principally in the United States, the Hellenic Republic, also known as Greece, Luxembourg and the United Kingdom.

FAGE USA is a corporation which is organized under the laws of the State of New York and was incorporated on February 17, 2005. Its principal place of business is 1 Opportunity Drive, Johnstown Industrial Park, Johnstown, New York 12095, U.S.A. FAGE USA’s U.S. Employer Identification Number is 83-0419718. FAGE USA is wholly owned by FAGE International.

FAGE Greece is a public limited company (société anonyme) which is organized under the laws of the Hellenic Republic and was incorporated on December 30, 1977. Its principal place of business is located at 35 Hermou Street, 144 52 Metamorfossi, Athens, Greece. FAGE Greece’s Greek tax identification number is 094061540.

### **INFORMATION REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report contains forward-looking statements. The following cautionary statements identify important factors that could cause our actual results to differ materially from those projected in the forward-looking statements made in this Annual Report. Any statements that are not statements of historical fact, including statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance, are forward-looking in nature. These forward-looking statements include statements regarding: our financial position; our expectations concerning future operations, strategy, margins, profitability, liquidity and capital resources; other plans and objectives for future operations; and all other statements that are not historical facts. These statements are often, but not always, made through the use of words or phrases such as “will likely result,” “are expected to,” “will continue,” “believe,” “is anticipated,” “estimated,” “intends,” “expects,” “plans,” “seek,” “projection,” “future,” “objective,” “probable,” “target,” “goal,” “potential,” “outlook” and similar expressions. These statements involve estimates, assumptions and uncertainties which could cause actual results to differ materially from those expressed. We have based these forward-looking statements on our current expectations and projections about future events. Although we believe that these statements are based on reasonable assumptions, they are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. It is also possible that any or all of the events described in forward-looking statements may not occur.

Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this Annual Report. Among the key factors that may have a direct bearing on our results of operations are:

- risks associated with our high leverage and debt service obligations;
- the impact of restrictive debt covenants on our operating flexibility;

- uncertainties associated with general economic and political conditions in Greece, across Europe and in the United States;
- factors affecting our ability to compete in a competitive market;
- consumer demand for our products and loyalty to our brands;
- prices of raw materials that we use in our products;
- terrorist attacks or acts of war may impact our company and harm our business, operating results and financial condition;
- currency exchange rates and their effects on our financial condition, business and results of operations;
- the impact of present or future government regulations affecting our operations in the countries where we operate;
- uncertainties associated with our ability to implement our business strategy, including our expansion in the United States; and
- any event that could have a material adverse effect on our brands or reputation, such as product contamination or protracted quality control difficulties.

These and other factors are discussed in “Risk Factors” and elsewhere in this Annual Report.

Because the risk factors referred to in this Annual Report could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made in this Annual Report by us or on our behalf, you should not place undue reliance on any of these forward-looking statements. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. New factors will emerge in the future, and it is not possible for us to predict which factors they will be. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those described in any forward-looking statements.

In addition, this Annual Report contains certain information concerning the Greek, EU and U.S. markets for dairy products that is forward-looking in nature and is based on a variety of assumptions regarding the ways and trends in which these markets will develop in the future. In certain cases, these assumptions have been derived from independent market research referred to in this Annual Report. Some market information is also based on our good faith estimates or derived from our review of internal surveys and statistics and our own knowledge of market conditions. If any of the assumptions regarding the dairy markets in which we operate are incorrect, actual market results could be different from those predicted. Although we do not know what impact any such differences may have on our business, our future results of operations and financial condition could be materially and adversely affected. Any statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Investors are urged to review carefully and consider the various disclosures made in this Annual Report that attempt to advise them of the factors affecting our business.

## DEFINITIONS

The following terms used in this Annual Report have the meanings assigned to them below:

“Euro”, “euro”, “EUR” or “€”....	Euro, the currency of the European Union member states participating in the European Monetary Union.
“FAGE International”.....	FAGE International S.A., one of the Issuers of the Senior Notes.
“FAGE Greece”.....	FAGE Greece Dairy Industry Single Member S.A., the Guarantor of the Senior Notes.
“FAGE Group”, “Group”, “we”, “us” and “our”.....	FAGE International S.A., one of the Issuers of the Senior Notes, and its consolidated subsidiaries described collectively as a corporate group except where the context requires otherwise.
“FAGE USA”.....	FAGE USA Dairy Industry, Inc., one of the Issuers of the Senior Notes.
“Guarantor”.....	FAGE Greece.
“IFRS”.....	International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) as endorsed by the EU.
“Indenture”.....	The indenture governing the Senior Notes.
“Issuers”.....	FAGE International and FAGE USA.
“Pounds”, “GBP” or “£”.....	Pounds sterling, the currency of the United Kingdom.
“Senior Notes”.....	The 5.625% Senior Notes due 2026 issued by FAGE International and FAGE USA on August 3, 2016 pursuant to the Indenture.
“U.S. dollar”, “USD”, “\$” or “U.S.\$”.....	United States dollar, the currency of the United States of America.
“U.S. GAAP”.....	Accounting principles generally accepted in the United States of America.

## **PRESENTATION OF FINANCIAL AND OTHER DATA**

FAGE International and FAGE USA are the two primary obligors of the Senior Notes.

### **FAGE USA**

FAGE USA, one of the Issuers of the Senior Notes, is a direct, wholly owned subsidiary of FAGE International, the other issuer. FAGE USA is a corporation incorporated in the State of New York that engages in the production and distribution of dairy products. This Annual Report does not include separate financial statements for FAGE USA. The financial information of FAGE USA is fully consolidated into our consolidated financial statements, which are included elsewhere in this Annual Report.

### **Financial Information**

The consolidated financial information for the FAGE Group has been presented as of and for the years ended December 31, 2022 and 2021, and presents the consolidated net assets, financial position and results of operations of the FAGE Group during the periods presented. The consolidated financial statements of the FAGE Group have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as endorsed by the EU. You should read the consolidated financial statements of the FAGE Group included at the end of this Annual Report, including the notes thereto (collectively, the “Consolidated Financial Statements”), together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Selected Consolidated Financial Information”. Some financial information in this Annual Report has been rounded and, as a result, the numerical figures shown as totals in this Annual Report may vary slightly from the exact arithmetic aggregation of the figures that precede them.

The FAGE Group adopted the U.S. dollar as its reporting currency effective October 1, 2012 and FAGE International adopted the U.S. dollar as its reporting and functional currency effective October 1, 2012. Solely for your convenience, this Annual Report contains translations of certain euro amounts into U.S. dollars at specified rates. These U.S. dollar amounts do not represent actual U.S. dollar amounts, nor could such euro amounts necessarily have been converted into U.S. dollars at the rates indicated. Unless otherwise indicated, euro amounts have been translated into U.S. dollars at the rate of U.S. \$1.0666 per euro, which was the equivalent rate of the euro as reported by the European Central Bank in its foreign exchange rates report as at December 31, 2022.

If you are in the United States or otherwise familiar with U.S. GAAP but not familiar with IFRS, you should consult your own professional advisors for an understanding of the differences between IFRS and U.S. GAAP and how those differences could affect the financial information contained in this Annual Report.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying our accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Consolidated Financial Statements are disclosed in the financial statements.

The Consolidated Financial Statements have been prepared as of and for the years ended December 31, 2022 and 2021, and are presented in U.S. dollars rounded to the nearest thousand. The Consolidated Financial Statements have been prepared under the historical cost convention except for the measurement of investments in equity instruments initially designated at fair value through other comprehensive income, derivative financial instruments and land, which are measured at fair value.

The accounting policies set out in the notes to the Consolidated Financial Statements have been consistently applied to all periods presented except for changes arising through amendments or revisions to IFRS and the issuance of new accounting pronouncements. The amendments and revisions to IFRS as well as the new accounting pronouncements did not have a material effect on the Consolidated Financial Statements.

### **Industry Data**

This Annual Report contains information concerning the U.S. market for yogurt, the Greek dairy market and the dairy markets of certain other countries in which we conduct business. We operate in an industry in which it is difficult to obtain precise industry and market information. We have obtained the market and competitive position data in this Annual Report from industry publications and from surveys or studies conducted by third parties that we believe to be reliable, including research information produced by Information Resources International (“IRI”). We cannot assure you of the accuracy and completeness of such information, and we have not independently verified the market and competitive position data contained in this Annual Report. In addition, in many cases, statements in this Annual Report regarding the dairy industry and our competitive position in the dairy industry are based on our experience and our own investigation of market conditions. There can be no assurance that any of these assumptions are accurate or correctly reflect our competitive position in the industry, and none of these internal surveys or information have been verified by independent sources, which may have estimates or opinions regarding industry-related information which differ from ours.

## ENFORCEABILITY OF CIVIL LIABILITIES

FAGE International is a public limited company (*société anonyme*) incorporated under the laws of Luxembourg and FAGE Greece is organized under the laws of Greece. Certain executive officers and directors of the Issuers and the Guarantor and certain experts named herein presently reside outside of the United States, principally in Luxembourg and Greece. As a result, it will be necessary for investors to comply with Luxembourg or Greek law in order to obtain an enforceable judgment against any such foreign resident persons or assets of such entities, including an order to foreclose upon such assets. Although we have agreed under the terms of the Indenture pursuant to which the Senior Notes were issued to accept service of process in the United States by an agent designated for such purpose, it may not be possible for investors to (i) effect service of process within the United States upon our officers, directors and certain experts named herein and (ii) enforce any judgments in the United States against such persons obtained in U.S. courts predicated upon civil liabilities of such persons, including any judgments predicated upon U.S. federal securities laws, to the extent such judgments exceed such person's U.S. assets.

We have been advised by Loyens & Loeff, our Luxembourg counsel, that although there is no treaty between Luxembourg and the United States regarding the reciprocal enforcement of judgments, a valid, final and conclusive judgment against FAGE International obtained from a state or federal court of the United States, which remains in full force and effect, may be enforced through a court of competent jurisdiction in Luxembourg, subject to compliance with the following enforcement procedures (*exequatur*) set out in the relevant provisions of the Luxembourg New Code of Civil Procedure (*Nouveau Code de Procédure Civile*) and Luxembourg case law:

- the foreign court must properly have had jurisdiction to hear and determine the matter, both according to its own laws and to the Luxembourg international private law conflict of jurisdiction rules;
- the foreign court must have applied the law which is designated by the Luxembourg conflict of laws rules or, at least, the order must not contravene the principles underlying those rules (although some first instance decisions rendered in Luxembourg—which have not been confirmed by the Luxembourg Court of Appeal—no longer apply this condition);
- the decision of the foreign court must be enforceable in the jurisdiction in which it was rendered;
- the foreign court has acted in accordance with its own procedural laws;
- the judgment was obtained in compliance with the rights of the defendant (*i.e.*, following proceedings where the defendant had the opportunity to appear, was granted the necessary time to prepare its case and, if the defendant appeared, could present a defense);
- the decision of the foreign court must not have been obtained by fraud; and
- the decisions and the considerations of the foreign court must not be contrary to Luxembourg international public policy rules or have been given in proceedings of a tax, penal or criminal nature (which would include awards of damages made under civil liabilities provisions of the U.S. federal securities laws, or other laws, to the extent that the same would be classified by Luxembourg courts as being of a penal or punitive nature (for example, fines or punitive damages)) or rendered subsequent to an evasion of Luxembourg law (*fraude à la loi*). Ordinarily an award of monetary damages would not be considered as a penalty, but if the monetary damages include punitive damages such punitive damages may be considered as a penalty.

If an original action is brought in Luxembourg, without prejudice to specific conflict of law rules, Luxembourg courts may refuse to apply the designated law (i) if the choice of such foreign law was not made bona fide or (ii) if the foreign law was not pleaded and proved or (iii) if pleaded and proved, such foreign law was contrary to mandatory Luxembourg laws or incompatible with Luxembourg public policy rules. In an action brought in Luxembourg on the basis of U.S. federal or state securities laws, Luxembourg courts may not have the requisite power to grant the remedies sought.

We have been advised by Theo V. Sioufas & Co., Greek counsel to the FAGE Group, that, although there is no treaty between Greece and the United States regarding the reciprocal enforcement of judgments, a valid, final and conclusive judgment for a definite amount (both in respect of principal and interest) against FAGE Greece and/or its officers and directors from a state or federal court of the United States, which judgment remains in full force and effect, may be enforced without a further review on the merits through a court of competent jurisdiction in Greece, subject to compliance with the following enforcement procedures of Articles 323 and 905 of the Greek Code of Civil Procedure:

- the judgment is also enforceable under the laws of the jurisdiction concerned;
- the judgment is not contrary to mandatory provisions of Greek law, the principles of *bonos mores* or public order and international public policy, and the U.S. court has not applied laws held by Greek courts to be of a tax, penal, criminal or punitive nature. On this last point there is no precedent under Greek law; however, there is precedent with lower courts that have refused to declare U.S. judgments awarding punitive damages enforceable in Greece, in circumstances other than under U.S. securities laws, and have reduced the amount of damages enforceable in Greece to a figure deemed in the opinion of the Greek court to be compensatory;

- the judgment was issued by a competent court of the jurisdiction concerned, both according to Greek and U.S. law, and was confirmed by a competent Greek court, pursuant to the general principles of the Greek Code of Civil Procedure;
- it was established that the unsuccessful litigant in the proceedings leading to the judgment had not been deprived of its rights to participate in such proceedings other than by the application of the procedural rules of the jurisdiction concerned that apply to nationals and non-nationals of that jurisdiction; and
- the judgment is not contrary to a previous judgment issued by a competent Greek court involving the same dispute and constituting *res judicata*.



## SECTION B

### RISK FACTORS

*You should carefully consider the risks described below in addition to the other information set forth in this Annual Report.*

#### **Risks Relating to Our Business**

***We operate in a highly competitive industry, and competitive pressures could have a material adverse effect on our business.***

We compete in highly competitive markets with companies of varying sizes. Numerous brands and products compete for shelf space and sales, with competition based primarily on brand recognition, price, product, quality, taste, variety and convenience. A number of these competitors, including multinational dairy companies, have broader product offerings and substantially greater financial and other resources than we have.

The dairy industry is also characterized by the frequent introduction of new products, accompanied by substantial promotional campaigns. Our competitors may succeed in developing new or enhanced products that are more attractive to consumers than our products. Our competitors may also prove to be more successful in marketing and selling their products. From time to time our competitors may be able to devote greater financial and other resources to advertising and other competitive activities and may, in addition, sell products below cost in an attempt to gain market share from us. There can be no assurance that we will be able to maintain our market shares and margins, including our leading positions in the U.S. and Greek dairy industries, or otherwise compete successfully with these other companies. These and other competitive pressures could cause our products to lose market share or result in significant price erosion, which could have a material adverse effect on our business, financial condition and results of operations. There can be no assurance that we will continue to compete successfully with such other companies.

***Our business depends on our positive brand image and our reputation for high-quality products. If product recalls or other events threaten our brand image or the reputation of our products, our business and financial results could suffer.***

We rely heavily on our positive brand image and our reputation as a quality producer of dairy products. Any event that could have an adverse impact on our brands or reputation, such as product contamination or protracted, actual or alleged, quality control difficulties, could have a material adverse effect on our business or results of operations. We use several ingredients in our products, which increases the risk of contamination, either accidental or malicious. While we believe that these incidents, should they occur, would generally be localized, any contamination could be expensive to remedy, cause delays in supply or manufacturing and adversely affect our reputation and brand image.

For the products that we produce or market, the risk of contamination is classified into four categories: microbiological, chemical, physical and allergic, and depends on the nature of the products in each individual case. This risk of contamination exists at each stage of the production cycle: at the time of purchase and delivery of raw materials; the production process; the packaging and handling of products; the stocking and delivery of finished products to distributors and food retailers; and the storage and shelving of finished products at the points of final sale. For example, certain of our products must be maintained within certain temperature ranges to retain their flavor and nutritional value and to avoid contamination or deterioration. While we have implemented state-of-the-art internal control systems in all of our manufacturing facilities at each stage of the production cycle, these systems, no matter how reliable, sophisticated or efficient they may be, can only provide reasonable assurance and not an absolute guarantee with respect to the achievement of our health and safety objectives due to the limits inherent in any internal control process. Therefore, we cannot assure you that there will never be an internal control failure or that a contamination or other similar adverse event could not occur that would have a material adverse effect on our reputation, sales or prospects.

In addition, historically our results have been adversely affected by events affecting certain of our agricultural raw materials or product lines, including fluctuations in commodities markets, restrictive governmental agricultural policies, severe weather conditions, health epidemics or the operations of suppliers, including a competitor's product recalls. Such events could adversely affect the dairy industry in the future, reducing demand and requiring us to expend additional funds for advertising in order to restore public confidence in our products.

***International expansion is a critical component of our business strategy. If our expansion is constrained by our manufacturing capacity or by other factors, or if economic conditions in our international markets deteriorate, our business and financial results may be materially and adversely affected.***

We have been increasingly active in international markets, particularly in the United States, the United Kingdom, Italy and the Netherlands, and we intend to continue pursuing an international growth strategy. Our expansion strategy has included: (i) the construction and later expansion of a factory in Johnstown, New York to produce our yogurt product line in the United States, which started commercial production in April 2008; and (ii) the export of our yogurt products (mainly FAGE® Total®) from our facilities in the United States and Greece to an increasing number of countries worldwide. As a result of our international footprint, we are increasingly susceptible to economic, regulatory and competition risks in the international markets in which we operate or that we seek to penetrate in the future. Should the economic, competitive and regulatory market environment of any

market in which we operate, or seek to operate, deteriorate, our business, financial condition and results of operations may be materially adversely affected.

In particular, the success of our international expansion will depend on our ability to maintain sufficient manufacturing capacity in the United States and Europe to serve our international markets. Based on our experience with yogurt sales in the United States in the past 24 years, our management believes there is still growth potential for our yogurt products in the U.S. market. To meet increasing demand in the U.S. market, we have expanded production and warehouse capacity at our Johnstown, New York facility. The expansion began in early 2013 and was completed in the second half of 2017. As we continue to grow our business and increase our sales volumes in Europe, particularly in the United Kingdom and Italy, we plan to supplement our production capacity at our Greek facilities with additional production capacity in Europe by constructing a new manufacturing facility in Western Europe (the “New Manufacturing Facility”). When fully operational, we expect that the New Manufacturing Facility initially will contribute an additional 40,000 tons of yogurt production capacity annually. The New Manufacturing Facility is expected to be operational in the first half of 2026. Pending completion of the New Manufacturing Facility, production at our yogurt facility in Greece is increasing in order to accommodate growing European demand. We cannot assure you that we will be able to sufficiently expand our production capacity to keep pace with current international demand for our products, or that demand will not decrease in the future.

***We are dependent on sales of a single product family comprised of a limited number of products.***

Our product offering is limited to a single product family comprised of a limited number of products. Historically, we have derived a substantial portion of our revenue and profitability from sales of our yogurt products, and we expect to continue to derive a significant portion of our revenue from sales of such products for the foreseeable future. A decline in the price of these products, whether due to competition or otherwise, or our inability to increase sales of these products, would harm our business and operating results more seriously than it would if we derived significant revenue from a variety of product lines.

***Prices for our raw materials fluctuate significantly, and we may not be able to pass on cost increases to our customers.***

The primary raw material that we use is cow’s milk. Plastic and paper for packaging materials also are significant components of our cost of sales. The prices of many of our raw materials are affected by fluctuations in commodities markets, governmental agricultural policies, the operations of suppliers, political upheavals and acts of God, such as severe weather conditions. While we source raw material from a wide range of suppliers and believe we can source them from alternate suppliers if required, we cannot provide assurance that we would be able to obtain sufficient supplies at a cost-effective price from other sources or that, in the event of a supply disruption, a rise in commodities prices or other adverse event that affects our sources, our raw material costs would not materially increase. To the extent that we are able to obtain sufficient quantities of raw materials in the event of a supply disruption, our ability to pass through any increase in raw material costs to our customers would depend upon competitive conditions and pricing methods employed in the various markets in which we sell our products. If supplies of these materials become scarce or prices otherwise increase significantly and remain high for an extended period of time, there can be no assurance that we would be able to pass on any or all of the effects of such price increases to our customers. See “Business—Suppliers and Raw Materials”.

***Terrorist attacks or acts of war may impact our company and harm our business, operating results and financial condition.***

Terrorist acts, acts of war or other similar events may disrupt our operations, as well as the operations of our subsidiaries. Such acts have created, and continue to create, economic and political uncertainties and have contributed to recent global economic instability.

In February 2022, Russia launched a large-scale invasion of Ukraine. The extent and duration of Russian military action in the Ukraine, resulting sanctions and resulting future market disruptions, including declines in stock markets in Russia and elsewhere and the value of the ruble against the U.S. dollar, are impossible to predict, but could be significant. Any such disruptions caused by Russian military or other actions (including cyberattacks and espionage) or resulting from actual or threatened responses to such actions could cause disruptions to our operations. The extent and duration of the military action, sanctions and resulting market disruptions are impossible to predict, but could be substantial. Any such market disruptions could affect our operations and, as a result, could have a material adverse effect on our business, financial condition and results of operations.

***Our business may be materially and adversely affected by economic and political conditions in Greece.***

For the year ended December 31, 2022, approximately 12.9% of our sales were generated by our operations in Greece and, as a result, our operating results are affected to a certain extent by prevailing economic conditions in Greece. After ten years of recession in the period from 2009 to mid-2019, despite recent positive signs, including the satisfaction of the strict economic and financial adjustment program imposed by the World Bank, the IMF and the European Commission in August 2019, the economic and business environment in Greece remains challenging. Reduced disposable income and discretionary spending by our Greek customers have resulted in reduced sales of our products in the Greek market. Local economic disruptions and general economic and political uncertainty have also adversely affected consumer confidence, which may further dampen discretionary spending over time. Furthermore, economic conditions in Greece have led certain of our customers to be unable to pay for our products on a timely basis or at all. In an effort to reduce our credit exposure to delinquent clients, we have decided to reduce, and in some instances even stop, sales to less creditworthy clients, which has also negatively impacted sales. As a result of the economic

crisis and the measures aimed at addressing it, our sales volumes and pricing strategies in Greece may be adversely affected for an indeterminate period of time.

***Changes in the U.K.'s economic and other relationships with the European Union could adversely affect us.***

In June 2016, the U.K. elected to withdraw from the European Union in a national referendum ("Brexit"). The withdrawal became effective January 31, 2020. The transition period post-Brexit expired on December 31, 2020, and the U.K. and the EU entered into a free trade agreement that now governs the U.K.'s relationship with the EU. While the U.K. and the EU can generally continue to trade with each other without the imposition of tariffs for imports and exports, there are new customs requirements that require additional documentation and data, and there are also new controls on the movement and reporting of goods. We do not know the extent to which Brexit and the free trade agreement will ultimately impact the business and regulatory environment in the U.K., the rest of the EU or other countries, although it is possible there will be tighter controls and administrative requirements for imports and exports between the U.K. and the EU or other countries, as well as increased regulatory complexities. Any of these factors could adversely impact customer demand, our relationships with customers and suppliers and our results of operations. In addition, if Brexit is perceived by other EU member countries to be beneficial to the U.K., Brexit may lead other EU member countries to consider referendums regarding their EU membership and result in additional uncertainty around our operations in those countries.

***The failure to enforce and maintain our trademarks and our other intellectual property could materially and adversely affect our business.***

We have registered certain names used by our products as trademarks or service marks in the countries where we operate. The success of our business strategy depends on our continued ability to use our existing trademarks and service marks in order to increase brand awareness and further develop our branded products. There can be no assurance that all of the steps we have taken to protect our intellectual property will be adequate. If our efforts to protect our intellectual property are not adequate, or if any third party misappropriates or infringes on our intellectual property, either in print or on the Internet, the value of our brands may be harmed, which could have a material adverse effect on our business, including the failure of our brands and branded products to achieve and maintain market acceptance.

***If we fail to anticipate and respond to changes in consumer preferences, demand for our products could decline.***

Consumer tastes and preferences are difficult to predict and evolve over time. Demand for our products depends on our ability to identify and offer products that appeal to shifting preferences. Factors that may affect consumer tastes and preferences include: (i) dietary trends and increased attention to nutritional values, such as the sugar, fat, protein, fiber or calorie content of different foods; (ii) concerns regarding the health effects of specific ingredients, including certain nutrients, sugar, dairy, nuts, oils or minerals; and (iii) increasing awareness of the environmental and social effects of production, among others. For instance, increased focus on nutrition or concerns about obesity and lactose intolerance may lead to lower consumer demand for certain of our dairy desserts. If we are unable to respond to changes in consumer preferences quickly and effectively, our sales or margins could be negatively affected leading to a material adverse effect on our business, financial position and results of operations.

***Consolidation in the supermarket sector has led to the concentration of our customer base, which could increase pressure on the prices of our products.***

Our major customers are supermarkets. For the year ended December 31, 2022, no single customer accounted for more than 5.2% of our sales. However, there is an increasing trend towards consolidation in the supermarket sector. These consolidations have concentrated sales channels, increased the bargaining power of the major supermarkets and intensified price competition among these retailers. As supermarkets continue to consolidate and customers grow larger and become more sophisticated, they may demand lower prices and increased promotional programs, which may require us to lower our prices. In addition, consolidation in the supermarket sector could cause us to lose customers. Increased pricing pressure from our large customers in the future, or the loss of customers due to industry consolidation could have a material adverse effect on our business, financial position and results of operations.

***Any disruption to our manufacturing and distribution operations could materially and adversely affect our financial condition or results.***

We could experience disruption to our manufacturing and distribution capabilities for reasons beyond our control. These disruptions could include, among others, extreme weather, fire, theft, labor disturbances (including work stoppages or slowdowns), human error or accidents, equipment failures, power failures, inadequate supplies of materials or services, pandemics or system failures or other events or developments beyond our control. Any significant problems with our supply chain or unavoidable disruption to our distribution operations could adversely affect our results of operations. We have arranged insurance policies to cover both the assets as well as losses due to business interruption emanating from external perils (basically due to physical phenomena and other sudden and unforeseen risks, as specifically identified in the respective insurance policies).

***Strikes or other industrial actions could disrupt our operations or make it more costly to operate our facilities.***

We are exposed to the risk of strikes and other industrial actions. If we are unable to maintain good relations with our employees and with our labor union, we may experience lengthy consultations with the labor union or even strikes, work stoppages

or other industrial actions in the future. Strikes or other industrial actions could disrupt our operations and make it more costly to operate our facilities, which could have a material adverse effect on our business, financial position and results of operations.

***We will be exposed to foreign exchange risks that may materially and adversely affect our financial condition and results of operations.***

Our products are currently sold in approximately 30 countries. In addition, we expect to further increase our international exposure due to our increased investments in the United States, the United Kingdom and other countries in which we conduct business. We generate a significant percentage of our revenues in currencies other than the U.S. dollar, our reporting currency. As a result, our financial position and results of operations are subject to currency translation risks. Significant fluctuations in the exchange rates between foreign currencies and our reporting currency might affect our ability to make payments due under the Senior Notes.

***As a food producer, we are subject to significant government regulation.***

As a manufacturer of products intended for human consumption, we are subject to extensive governmental regulation. Our operations, production facilities and products are subject to European Union, U.S. and Greek laws and regulations concerning, among other things, health and safety matters, agricultural production, food manufacture, product labeling and advertising. In 2008, we received the approval and consent of the U.S. Food and Drug Administration to operate our yogurt production facility in the United States. Although we do not expect that compliance with existing laws and regulations will have a material adverse effect upon our operating results, we cannot predict the effect, if any, of laws and regulations that may be enacted in the future, or of changes and enforcement of existing laws and regulations that are subject to regulatory discretion.

We are also subject to regulation with respect to the composition, packaging, labeling, advertising and safety of our products, the health, safety and working conditions of our employees and our competitive and marketplace conduct. From time to time, additional legislative initiatives may be introduced which may affect our operations and the conduct of our business. The cost of complying with such initiatives or the effects of such initiatives may have a material adverse effect on our business, financial position and results of operations.

***Environmental laws and regulations may subject us to significant costs and liabilities.***

Our business operations and ownership and operation of real property are subject to a broad range of environmental laws and regulations in each of the jurisdictions in which we operate, including EU, Greek and U.S. federal and state laws and regulations. These laws and regulations impose increasingly stringent environmental protection standards on us and affect air emissions, wastewater discharges, the use and handling of hazardous materials, noise levels, waste disposal practice and environmental clean-up, among other things. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination at our or other sites or the imposition of new cleanup requirements could require us to incur future costs that would have a negative effect on our results of operations or cash flow. Environmental laws can impose cleanup liability on owners or occupiers of a contaminated property even if they did not cause the contamination, and our properties have not been investigated for the presence of soil or groundwater contamination. As a result, we may be exposed to substantial environmental costs and liabilities, including liabilities associated with our sold properties and past activities.

While we believe that we are in substantial compliance with environmental laws and regulations, we cannot predict future environmental liabilities or ensure that the amounts we may provide or budget for in the future will be adequate.

***We are subject to regulation by competition authorities in the jurisdictions in which we operate, which could adversely affect our business and profitability.***

Our business and operations are subject to regulation by EU and national competition authorities in the United States, Luxembourg and Greece, among other jurisdictions. If such regulatory authorities were to determine that we engaged in unfair market practices, we could be subject to fines and or injunctive measures with respect to the scope of our operations in such jurisdictions or face negative publicity that could damage the value of our brand. We cannot assure you that we will not be subject to fines or other measures by such competition authorities in the future.

***Product liability claims could have a material adverse effect on our business.***

We face a significant risk of exposure to product liability claims if any of the products we sell cause injury or illness. We have obtained liability insurance for product liability claims. However, we cannot assure you that this insurance will continue to be available at a reasonable cost, or that any insurance that we obtain will be adequate to cover product liability claims against us. We generally obtain contractual indemnification from parties supplying our products, but this form of indemnification is limited, as a practical matter, to the creditworthiness and financial resources of the indemnifying party. If we do not have adequate insurance or contractual indemnification available, losses associated with product liability claims could have a material adverse effect on our business, operating results and financial condition.

***In any of the geographic markets in which we operate, we could be subject to additional tax liabilities.***

We operate in multiple geographic markets and our operations in each market are susceptible to additional tax assessments and audits. Authorities may engage in additional reviews, inquiries and audits that disrupt our operations or challenge our conclusions regarding tax matters. Tax assessments may be levied even where we consider our practices to be in compliance with tax laws and regulations. Should we challenge such taxes or believe them to be without merit, we may nonetheless be required to pay them.

***Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject, which could have a material adverse effect on our business.***

Although we believe that the insurance coverage that we maintain is reasonably adequate to cover normal risks associated with the operation of our business, claims under our insurance policies may not be honored fully or timely and our insurance coverage may not be sufficient in any respect or our insurance premiums may increase substantially. Accordingly, to the extent that we suffer loss or damage that is not covered by our insurance or which exceeds our insurance coverage, or have to pay higher insurance premiums, our business, financial position and results of operations may be materially adversely affected.

## **Risks Relating to Our Indebtedness and Our Structure**

***Our leverage and debt service obligations could materially and adversely affect our business, financial condition or results of operations.***

We are leveraged and have significant debt service obligations. As of December 31, 2022, our consolidated indebtedness was \$285.4 million. In addition, subject to the restrictions in the Indenture, we may incur additional indebtedness from time to time. We anticipate that our leverage will continue for the foreseeable future.

Our leverage could have important consequences to you, including:

- our indebtedness could materially adversely affect us by making it more difficult for us to satisfy our obligations under the Senior Notes and our other payment obligations;
- our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions, research and development, advertising or general corporate purposes may be limited;
- if we are unable to refinance our existing or future debt obligations or renew our existing or future credit facilities on acceptable terms or at all, this could have material adverse effects on our business, financial position and results of operations;
- a substantial portion of our cash flow from operations must be dedicated to the payment of interest on the Senior Notes and any other indebtedness, thereby reducing the funds available to us for other operations and the pursuit of other business opportunities that require cash;
- we may be hindered in our ability to adjust rapidly to changing market conditions and demand for new products;
- we may be more vulnerable in the event of a downturn in general economic conditions or in our business; and
- we may be placed at a disadvantage when compared to our competitors that have less debt.

Additionally, we are not restricted under the covenants of the Senior Notes from incurring additional debt, including secured debt, or from repurchasing the Senior Notes, except as described in the Indenture. If additional debt is added to our substantial debt levels, the related risks that we face could intensify.

***Any inability to generate sufficient cash from operations to service our indebtedness or obtain additional financing, as needed, would have a material adverse effect on us.***

Our ability to pay interest on the Senior Notes, to satisfy our other debt obligations and to fund planned capital expenditures will depend upon our future operating performance and our ability to generate cash, which will be affected by prevailing economic conditions and financial, business, competitive, regulatory, legislative and other factors, certain of which are beyond our control. If our cash flow and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, obtain additional equity capital or restructure our debt. There can be no assurance that our cash flow and capital resources will be sufficient for payment of our indebtedness in the future. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations or reduce or delay capital expenditures to meet our debt service and other obligations, any of which could have a material adverse effect on us, and there can be no assurance as to the timing of such sales or the proceeds that we could realize therefrom. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources”.

***We are subject to significant restrictive debt covenants, which limit our operating flexibility.***

The Indenture governing the Senior Notes contains, and our other debt instruments may contain, covenants that significantly restrict our ability to, among other things:

- incur additional indebtedness;
- pay dividends or make other distributions in respect of our capital stock;
- make certain other restricted payments and investments;
- repurchase or redeem capital stock;
- create liens;
- issue shares of subsidiaries;
- impose restrictions on the ability of our subsidiaries to pay dividends or make other payments to us;
- repurchase shares;
- transfer or sell assets, including capital stock of subsidiaries;
- merge or consolidate with other entities;
- enter into transactions with affiliates; and
- engage in certain types of business.

These covenants could limit our ability to plan for or react to changing market conditions or meet capital or liquidity needs or otherwise restrict our activities or business plans or adversely affect our ability to finance our future operations and capital needs and our ability to pursue acquisitions, investments, corporate restructurings and other business activities that could be in our interest but restricted by these covenants.

***Claims by secured creditors will have priority with respect to their security over the claims of the holders of the Senior Notes, to the extent of the value of the assets securing such indebtedness.***

Claims by secured creditors will have priority with respect to the assets securing their indebtedness over the claims of holders of the Senior Notes. As such, any claims of the holders of the Senior Notes will be effectively subordinated to any secured indebtedness and other secured obligations of the Issuers and the Guarantor.

We have entered into a \$35.0 million revolving credit facility provided by Citibank, N.A. in the United States, which is secured by accounts receivable and certain inventory of FAGE USA. Additionally, the Indenture will allow us to incur additional secured indebtedness in certain circumstances that will be effectively senior to the Senior Notes. While the value of the assets securing such indebtedness is relatively small as compared to the value of the Group's total assets, in the event that any of the secured indebtedness of the Issuers or the Guarantor becomes due or the creditors thereunder proceed against the operating assets that secured such indebtedness, the assets remaining after repayment of that secured indebtedness may not be sufficient to repay all amounts owing in respect of the Senior Notes. As a result, holders of Senior Notes may receive less, ratably, than holders of secured indebtedness of the Issuers or the Guarantor.

***The insolvency laws and regulations of the European Union, Luxembourg and Greece may not be as favorable to holders of the Senior Notes as U.S. insolvency laws and regulations or those of other jurisdictions with which you may be familiar.***

FAGE International is incorporated in Luxembourg. FAGE Greece is incorporated in Greece, and we conduct a significant portion of our business in Greece. Accordingly, insolvency proceedings with respect to FAGE International or FAGE Greece may proceed under, and be governed by, EU, Luxembourg or Greek insolvency laws. The insolvency laws of the European Union, Luxembourg and Greece may not be as favorable to your interests as those of the United States or other jurisdictions with which you may be familiar. The following is a brief description of certain aspects of the insolvency laws in the European Union, Luxembourg and Greece. In the event that FAGE International or FAGE Greece or any subsidiary thereof experiences financial difficulty, it is not possible to predict with certainty the outcome of insolvency or similar proceedings.

*European Union insolvency law*

FAGE International and FAGE Greece are organized under the laws of Member States of the European Union.

Pursuant to Regulation (EU) 2015/848 of the European Parliament and the Council of May 20, 2015 on insolvency proceedings (the “EU Insolvency Regulation”), the court with jurisdiction to open insolvency proceedings in relation to a company is the court of the Member State where the relevant company has its center of main interests (“COMI”) (as that term is used in Article 3(1) of the EU Insolvency Regulation).

The EU Insolvency Regulation does not include a clear definition of the term “center of main interests,” and the determination of where a company has its COMI is a question of fact that may change from time to time. Article 3 of the EU Insolvency Regulation states that the COMI of a debtor should correspond to the place where the debtor conducts the administration of its interests on a regular basis and “is therefore ascertainable by third parties”. In that respect, factors such as where board meetings are held, where a company conducts the majority of its business and where the majority of a company’s creditors are established may all be relevant in determining the place where a company has its COMI. A company’s COMI is determined when the relevant insolvency proceedings are opened.

However, there is a rebuttable presumption under Article 3(1) of the EU Insolvency Regulation that a company has its COMI in the Member State in which it has its registered office.

If a company’s COMI is and will remain located in the state where it has its registered office, the main insolvency proceedings would be opened in that jurisdiction and, accordingly, a court in that jurisdiction would be entitled to open the types of insolvency proceedings referred to in Annex A to the EU Insolvency Regulation. Insolvency proceedings opened in one Member State under the EU Insolvency Regulation are recognized in the other Member States, although secondary proceedings may be opened in another Member State if the debtor has an “establishment” (as defined in the EU Insolvency Regulation) in the other Member State. Such secondary proceedings are restricted to the debtor’s assets in the other Member State. If the COMI of a company is in one Member State (other than Denmark) under Article 3(2) of the EU Insolvency Regulation, the courts of another Member State (other than Denmark) have jurisdiction to open insolvency proceedings against that company only if such company has an “establishment” in the territory of such other Member State. An “establishment” is defined as a place of operations where the company carries on non-transitory economic activity with human means and goods. The effects of those insolvency proceedings opened in the other Member State are restricted to the assets of the company situated in such other Member State. Where main insolvency proceedings have been opened in the Member State in which the company has its COMI, any proceedings opened subsequently in another Member State in which the company has an establishment will be secondary insolvency proceedings.

#### *Luxembourg insolvency law*

FAGE International is incorporated under the laws of the Grand Duchy of Luxembourg and has its registered office in the Grand Duchy of Luxembourg. Accordingly, Luxembourg courts should have, in principle, jurisdiction to open main insolvency proceedings with respect to FAGE International. As FAGE International is an entity having its registered office and central administration (*administration centrale*) and COMI, as used in the EU Insolvency Regulation, in the Grand Duchy of Luxembourg, such proceedings would be governed by Luxembourg insolvency laws. According to the EU Insolvency Regulation, there is a rebuttable presumption that a company has its COMI in the jurisdiction in which its registered office is located. As a result, there is a rebuttable presumption that the COMI of FAGE International is in the Grand Duchy of Luxembourg and consequently that any “main insolvency proceedings” (as defined in the EU Insolvency Regulation) would be opened by a Luxembourg court and be governed by Luxembourg law. However, the determination of where FAGE International has its COMI is a question of fact, which may change from time to time.

#### *Luxembourg insolvency proceedings*

Under Luxembourg insolvency laws, the following types of insolvency proceedings (the “Insolvency Proceedings”) may be opened against FAGE International:

1. **bankruptcy proceedings (*faillite*):** the opening can be initiated by FAGE International filing for bankruptcy (*aveu de faillite*), by any of its creditors petitioning for bankruptcy (*assignation en faillite*), or in certain cases by Luxembourg courts *ex officio*. The directors of FAGE International have the obligation to file for bankruptcy within one month of meeting the conditions of bankruptcy, which are
  - (i) if FAGE International is in a state of default of payment (*cessation de paiements*), in which the company cannot, or does not, fully pay its due, certain and liquid debts as they fall due (*dette certaine, liquide et exigible*); and
  - (ii) if FAGE International has lost its creditworthiness (*ébranlement de crédit*) and is unable to obtain credit from any source.

If a court finds that these conditions are satisfied, it may also open *ex officio* bankruptcy proceedings, absent a request made by FAGE International. The main effects of such proceedings are (i) the suspension of all measures of enforcement against FAGE International, except, subject to certain limited exceptions, for secured creditors, and (ii) the payment of FAGE International’s creditors in accordance with their ranking upon the realization of FAGE International’s assets.

2. **controlled management proceedings (*gestion contrôlée*):** the opening of which may only be requested by FAGE International and not by its creditors. More than 50% of the creditors (in number) representing more than 50% in value of the debtor's debts must approve the plan. If the plan is then approved by a court, the court will appoint one or more commissioners who will prepare a report on the financial situation of the distressed company and control its management.
3. **composition with creditors proceedings (*concordat préventif de la faillite*):** the obtaining of which is requested by FAGE International only after having received prior consent from a majority of ordinary creditors (in number) holding at least 75% of the claims against FAGE International. The application for composition with creditors can be filed with the district court sitting in commercial matters, if the company is unable to meet its engagements or is suffering from a lack of creditworthiness, if it is acting in good faith, and if there is a realistic possibility of achieving the reorganization in order to improve the business and reduce liabilities. The court must approve the voluntary arrangement made between the debtor and the creditors. The obtaining of such composition proceedings will trigger a provisional stay on enforcement of claims by creditors.

In addition to these proceedings, the ability of the holders of Senior Notes to receive payment on the Senior Notes may be affected by a decision of a court to grant a stay on payments (*sursis de paiement*) or to put the relevant guarantor into judicial liquidation (*liquidation judiciaire*).

1. **judicial liquidation (*liquidation judiciaire*):** such proceedings may be opened at the request of the public prosecutor against companies pursuing an activity violating criminal laws or that are in serious breach or violation of the provisions of either the commercial code, of the laws governing commercial companies dated August 10, 1915, as amended (the "1915 Law"), or provisions of the Law of September 2, 2011 regulating access to the profession of craftsman, and to merchant and industrial as well as certain liberal professions, as amended. The management of such liquidation proceedings will generally follow similar rules as those applicable to bankruptcy proceedings.
2. **suspension of payments (*sursis de paiement*):** any merchant (*commerçant*) or commercial company regulated by the 1915 Law may apply for suspension of payments if the company cannot pay its debts on a temporary basis.

#### *Ranking*

FAGE International's liabilities in respect of the Senior Notes will, in the event of a liquidation of FAGE International following its bankruptcy or a judicial liquidation proceeding, rank after the cost of liquidation (including any debt incurred for the purpose of such liquidation, *e.g.*, bankruptcy receiver's fees, procedural costs) and FAGE International's debts that are entitled to priority under Luxembourg law. Preferential debts under Luxembourg law include, among others:

- certain amounts owed to the Luxembourg Revenue;
- value-added tax and other taxes and duties owed to the Luxembourg Customs and Excise;
- certain social security contributions; and
- certain remuneration owed to employees.

For the avoidance of doubt, the above list is not exhaustive.

During insolvency proceedings, all enforcement measures by unsecured creditors are suspended.

#### *Carrying on business during insolvency in Luxembourg*

Luxembourg insolvency laws may also affect transactions entered into or payments made by FAGE International after the cessation of payments, but before the declaratory judgment of bankruptcy, the so-called "hardening period" (*période suspecte*). The hardening period can be a maximum of six months, as from the date on which the district court sitting in commercial matters formally adjudicates a person or company bankrupt, and, for specific payments and transactions, during an additional period of ten days preceding the judgment declaring bankruptcy. However, in certain specific situations, the court may set the start of the suspect period at an earlier date, if the bankruptcy judgment was preceded by a rescue/ reorganization proceeding (*e.g.*, a suspension of payments or controlled management proceedings) under Luxembourg law.

The following payments or transactions may be set aside:

- pursuant to article 445 of the Luxembourg Commercial Code, specified transactions (such as the granting of a security interest for antecedent debts; the payment of debts which have not fallen due, whether payment is made in cash or by way of assignment, sale, set-off or by any other means; the payment of debts which have fallen due by any means other than in cash or by bill of exchange; the sale of assets or entering into transactions generally without consideration or with substantially inadequate consideration) entered into during the suspect



period (or the ten days preceding it) will be set aside or declared null and void, if so requested by the insolvency receiver. Article 445 does not apply to financial collateral arrangements and set-off arrangements subject to the Luxembourg law of August 5, 2005 on financial collateral arrangements, as amended (the “Luxembourg Collateral Law”), such as Luxembourg law pledges over shares or receivables.

- pursuant to article 446 of the Luxembourg Commercial Code, payments made for matured debts for consideration, as well as other transactions concluded during the hardening period (*période suspecte*), are subject to cancellation by the court upon proceedings instituted by the insolvency receiver if they were concluded with the knowledge of the bankrupt’s cessation of payments. Article 446 does not apply to financial collateral arrangements and set-off arrangements subject to the Collateral Law, such as Luxembourg law pledges over shares or receivables.
- regardless of the hardening period (*période suspecte*), article 448 of the Luxembourg Commercial Code and article 1167 of the Luxembourg Civil Code (*action paulienne*) give any creditor the right to challenge any fraudulent payments or transactions made prior to the bankruptcy in breach of the creditors’ rights.

In principle, a bankruptcy order rendered by a Luxembourg court does not result in automatic termination of contracts except for *intuitu personae* contracts, that is, contracts for which the identity of the company or its solvency were crucial. Article L. 125-1 of the Labor Law Code provides for the termination with immediate effect of employment contracts in the event that the employer is declared bankrupt. Other contracts of the company subsist after the bankruptcy order. However, the insolvency receiver may choose to terminate certain contracts so as to avoid worsening the financial situation of the company. As of the date of adjudication of bankruptcy, no interest on any unsecured claim will accrue vis-à-vis the bankruptcy estate. Insolvency proceedings may therefore have a material adverse effect on a Luxembourg company’s business and assets and the Luxembourg company’s respective obligations under the Senior Notes.

The bankruptcy receiver decides whether or not to continue performance under ongoing contracts (*i.e.*, contracts existing before the bankruptcy order). The bankruptcy receiver may elect to continue the business of the debtor, provided the bankruptcy receiver obtains the authorization of the court and such continuation does not cause any prejudice to the creditors. However, two exceptions apply:

- the parties to an agreement may contractually agree that the occurrence of a bankruptcy constitutes an early termination or acceleration event. However, such clauses may not always be effective and enforceable against the bankruptcy receiver taking into account the interest of the distressed company and the legally binding provisions of bankruptcy laws in Luxembourg; and
- *intuitu personae* contracts (*i.e.*, contracts whereby the identity of the other party constitutes an essential element upon the signing of the contract) are automatically terminated as of the bankruptcy judgment since the debtor is no longer responsible for the management of the company. Parties can agree to continue to perform under such contracts.

The bankruptcy receiver may elect not to perform the obligations of the bankrupt party that are still to be performed after the bankruptcy under any agreement validly entered into by the bankrupt party prior to the bankruptcy. The counterparty to that agreement may make a claim for damages in the bankruptcy, and such claim will rank *pari passu* with claims of all other unsecured creditors, and/or the counterparty may seek a court order to have the relevant contract dissolved. The counterparty may not require specific performance of the contract.

#### *Registration with the Administration de l’Enregistrement et des Domaines*

No registration tax, transfer tax, capital tax, stamp duty or any other similar tax or duty (other than court fees and contributions for the registration with the Chamber of Commerce) should be due in respect of or in connection with the execution, delivery and/or enforcement by legal proceedings (including any foreign judgment in the courts of Luxembourg) of the Senior Notes except if such Senior Notes are to be delivered by a bailiff. However, the registration of the Senior Notes (and any document in connection therewith) with the Administration de l’Enregistrement et des Domaines in Luxembourg will be required in the case of the Senior Notes (and any document in connection therewith) that are appended to any document that requires mandatory registration. In such case, or in the case of any documents that are voluntarily registered, either a nominal registration duty or an ad valorem duty (for instance, 0.24% of the amount of the payment obligation mentioned in the document so registered) will be payable depending on the nature of the document being registered.

The Luxembourg courts or the official Luxembourg authority may require that the Senior Notes, the transaction documents (and any document in connection therewith) and any judgment obtained in a foreign court be translated into French or German.

#### *Greek insolvency law*

The newly enacted Greek law titled “Debt Settlement and Facilitation of a Second Chance” (Law No. 4738/2020) (the “Law”) came into effect on January 1, 2021. The recently enacted L. 4738/2020 on “Debt settlement and second chance providence” (the “Insolvency Code”) has been amended recently, inter alia, by L. 4818/2021 (Government Gazette, issue A’, no. 124/18.07.2021). The amending law introduced various changes to the Insolvency Code’s articles relevant to the effects of bankruptcy on contracts

(art. 103-111 of the Insolvency Code). It also included the guarantor in the concept of co-debtor of financial institutions, with the result that the guarantor is also jointly and severally liable by law or by virtue of a legal transaction for the repayment of part or all of the debtor's debts to financial institutions. If FAGE becomes insolvent, the Law provides for three different proceedings, as follows:

**Out-of-Court Debt Settlement Process** Under the Out-of-Court Debt Settlement process, individuals and legal entities eligible to be declared insolvent may submit an out-of-court settlement application to the General Secretariat for Private Debt Management, for extrajudicial settlement of their monetary liabilities to the Greek State or financial and social security institutions subject to certain exceptions. For so long as the out-of-court debt settlement process is pending, a creditor may not bring an enforcement action against the debtor and any then-existing enforcement action shall be automatically suspended.

**The Pre-Insolvency Business Recovery Process (Rehabilitation).** In the event of a current, pending or prospective insolvency, a debtor may restructure its assets, liabilities and business by entering into a rehabilitation agreement. The rehabilitation agreement must be approved by the debtor, creditors to whom are owed at least 50% of the debtors' total secured liabilities, as well as creditors representing at least 50% of the debtors' unsecured liabilities. A rehabilitation agreement may be reached by creditors meeting the above criteria even without the consent of the debtor under certain conditions. While a rehabilitation agreement is pending, no enforcement action may be taken against the debtor and any then-existing enforcement action shall be automatically suspended.

**The Insolvency Resolution Process.** Both individuals and corporate entities can be declared insolvent by the bankruptcy court. The insolvency resolution process can be summarized as follows:

The Law presumes a debtor to be in cessation of payments when at least 40% of its monetary debts exceeding €30,000 is owed to the Greek State or to social security, credit or financial institutions.

Large scale insolvencies will be conducted under the traditional insolvency process, ending either in the sale of the insolvent business, in whole or in part, in the case of an integrated operative unit ("going concern liquidation"), or the liquidation of a debtor's individual assets using the e-auction mechanism ("piecemeal liquidation"). Declarations of insolvency will be determined by the court and the ordinary insolvency process terminates five years after the relevant court judgment.

The traditional insolvency process provides that all the assets of the bankrupt party are placed under the control of a receiver (syndikos) appointed by the bankruptcy court to be held for the benefit of all creditors. After a court declaration of bankruptcy, the bankrupt party may, following an application to, and approval by, the bankruptcy court, continue to manage its assets with the cooperation of a receiver.

In addition, certain transactions occurring prior to the declaration of bankruptcy will or may be subject to revocation, usually following a court judgment after an examination of the merits of the particular transactions, if they are completed by the bankrupt party during the so called "suspect period" and are detrimental to creditors. Such period is the time between the date of cessation of payments (which is determined by the bankruptcy court) and the date of the declaration of bankruptcy (for the transactions mentioned in article 117 of the Law, the suspect period starts 6 months before the date of cessation of payments).

The following transactions of the bankrupt party are automatically subject to revocation under article 117 of the Law:

- donations (with certain exemptions), any gratuitous legal acts and any agreements entered into by the bankrupt party where the consideration it receives is disproportionately small compared to its participation in the transaction;
- payments of debts that are not due;
- payments of debts due other than in cash or by the agreed form of discharge;
- in rem security rights, including pre notices of mortgages, or any other securities and guaranties for a preexisting indebtedness, which the bankrupt party had no obligation to secure or for security of new obligations of the bankrupt party, in replacement of those that already exist.

The bankruptcy court will revoke the transactions in the above categories and third parties shall, in principle, be obliged to return the relevant asset of the bankrupt party. Certain other transactions entered into within a period of up to five years prior to the declaration of bankruptcy will also be revoked by the bankruptcy court if it is concluded by such court that they were entered into by the bankrupt party with a malicious intent (dolos) to prevent its creditors from satisfying their bona fide claims and the third party was aware of this fact.

Moreover, the court may revoke any payments or transactions (including the issuance of notes or guarantees or the granting of mortgages or other securities) that occurred after the date of cessation of payments by the bankrupt party and prior to the declaration of bankruptcy if the other contracting party had at that time actual knowledge of the cessation of payments and if such payments or transactions were detrimental to the creditors of the bankrupt party. If the bankrupt party is a legal person, the knowledge of its counterparty is deemed to exist, where such counterparty is a related party, as defined in article 118 of the Law.

The liquidation of a business is conducted through an e-auction process without a reserve (minimum) price administered by a notary, according to a certain procedure.

Regarding interim protection, the general rule is that court's declaration of bankruptcy suspends individual enforcement actions (with exceptions for the secured creditors). Submitting an insolvency petition does not suspend enforcement by secured creditors (with exceptions). Two exceptions are when i) in the case of a business insolvency, the interim petition anticipates a sale of the business as an operational unit, supported by creditors; and ii) in the case of a natural persons' insolvency, there is a protection of an eligible primary residence under the new sale and leaseback scheme. Secured creditors may decide whether to sell the secured assets or join insolvency proceedings, as the suspension of individual enforcement actions does not apply to them for a period of nine months (starting from the court's declaration of bankruptcy), except if the insolvency judgment provides for the sale of the assets of the company in whole or in parts if the secured assets are an integrated operative unit thereof, in which case the suspension applies to the secured creditors as of the issue of the insolvency judgment. Secured creditors can be satisfied from the liquidation of the secured assets. If the secured assets cannot sufficiently satisfy their claims, secured creditors may join insolvency proceedings. Under the current legal framework, the effects of bankruptcy on contracts depend directly on the court decision declaring the bankruptcy since the relevant provisions of the Insolvency Code reserve different treatment if the liquidation of the debtor's assets is substantiated, according to the relevant court decision, (a) on an itemized basis or (b) through the sale of all of the company's assets as an operating group. In particular, the liquidation of the debtor's assets on an itemized basis causes the automatic and harmless termination of the debtor's agreements on the 60th day from the declaration of bankruptcy, unless the bankruptcy trustee within such 60-day period declares in writing to the debtor's counterparty that he/she chooses to immediately terminate or continue such agreement(s) ("right of choice").

Agreements in force at the time of the declaration of bankruptcy, where the court decision declaring the bankruptcy provides for the sale of all of the company's assets or its individual operating groups will remain in force and are not affected by the bankruptcy unless the bankruptcy trustee declares in writing to the debtor's counterparty that he/she chooses to immediately terminate or continue such agreement(s). However, within 30 days from the declaration of bankruptcy, the debtor's counterparty may set a reasonable deadline to the trustee, within which the trustee is called to exercise the aforementioned right of choice.

The above do not apply and immediate termination of a contract occurs in the following cases:

- if this is provided by special legislative provision,
- if the contract is of a "personal nature",
- if the contract provides for a termination right in case of the counterparty's bankruptcy. By way of exception, the aforementioned rule is not applicable and hence no termination right is acknowledged (even if this provided in the contract) in cases of (i) filing of a bankruptcy application to be performed through the liquidation of all of the company's assets as an operating group, (ii) the acceptance of the aforementioned bankruptcy application, (iii) filing of application for precautionary measures under art. 86 of the Insolvency Code, or (iv) the acceptance of the aforementioned application and to the extent this is harmful for the bankrupt debtor; and
- if the contract is of a financial nature and it provides (or the relevant applicable law provides) for a termination right in case of the counterparty's bankruptcy.

A company's directors, under certain circumstances, may be held jointly liable to the company's creditors.

Regarding proof of debt, the receiver (syndikos) must verify the creditors' claims by means of reviewing their evidential documents against those belonging to the debtor. The following claims will rank senior in priority to the Senior Notes, and the claims of the holders of the Senior Notes, being unsecured, will rank *pari passu* with those of all other unsecured creditors:

- Legal expenses, the receiver's remuneration and claims against the bankrupt party arising post-bankruptcy, claims from the funding of any nature of the bankrupt party's enterprise and claims of third parties from the provision of goods and services up to the value thereof, in order to ensure the continuation of the bankrupt party's activity and its payments, as well as its rescue and the preservation or increase of its property, on the basis of the rehabilitation agreement or the reorganization plan, including similar claims against the bankrupt party's enterprise, serving the same purposes, that arise during the time of negotiations for achieving the rehabilitation agreement or the reorganization documents. This priority does not apply to shareholders or partners in respect of their contributions in cash or in kind in the course of an increase of the bankrupt party's share capital;
- Claims of employees and attorneys who were paid with fixed periodic fees, if such claims occurred within the two years prior to the declaration of bankruptcy. Compensation claims due to termination of employment agreement and, as for attorneys, due to termination of a contract of mandate, without any time restriction; VAT and any withholding and attributable taxes, including related surcharges of any kind and interest due to the Greek State; claims of social security funds which are subject to the General Secretariat for Social Security arising until the declaration of bankruptcy;
- Claims of farmers or farmers' unions from sales of agricultural products arising during the year prior to the declaration of bankruptcy;
- Greek state and local authorities' claims from any cause including any surcharges and interest thereon; and

- Claims of the Athens Stock Exchange Members' Guarantee Fund against a bankrupt party, if the latter has been an enterprise providing investment services according to art. 2 of Greek law 3606/2007, and the claims occurred within the two years prior to the declaration of bankruptcy.

Any secured claims (by pledge or mortgage), if they coexist with unsecured claims, will be satisfied at a rate of 2/3 or 65% depending on the type of unsecured claims in accordance with the ranking of claims set forth above.

Finally, when it comes to the discharge of debts, a debtor is automatically discharged from any debt after the lapse of three years as of their declaration of insolvency (or five years under special provisions applicable for the case of a second exemption). Anyone who has a legal interest can appeal against said discharge.

***Our failure to comply with the covenants contained in the Indenture governing the Senior Notes, including as a result of events beyond our control, could result in an event of default which could materially and adversely affect our operating results and our financial condition.***

The Indenture governing the Senior Notes requires us to comply with various covenants. If there were an event of default under any of these covenants that was not cured or waived, the holders of the Senior Notes representing 25 percent of the principal amount of Senior Notes outstanding could cause all amounts under the Senior Notes to be due and payable immediately (and not on the scheduled maturity of the Senior Notes). If the Senior Notes were accelerated upon an event of default, our assets and cash flow may not be sufficient to repay our then-outstanding obligations under the Senior Notes in full or in part.

***Enforcing your rights as a holder of the Senior Notes across multiple jurisdictions may be difficult.***

The Senior Notes are co-issued jointly and severally by FAGE International and FAGE USA and guaranteed by FAGE Greece. FAGE International is incorporated under the laws of Luxembourg, FAGE USA is incorporated under the laws of the State of New York, and FAGE Greece is incorporated under the laws of Greece. In the event of bankruptcy, insolvency or a similar event, proceedings could be initiated in any of these jurisdictions and in the jurisdiction of organization of any Material Subsidiary (as defined herein) of FAGE International that provides a guarantee of the Senior Notes in the future. Your rights under the Senior Notes (and any guarantee of the Senior Notes) therefore are subject to the laws of several jurisdictions, and you may not be able to effectively enforce your rights in multiple bankruptcy, insolvency and other similar proceedings. Moreover, such multi-jurisdictional proceedings are typically complex and costly for creditors and often result in substantial uncertainty and delay in the enforcement of creditors' rights.

In addition, the bankruptcy, insolvency, administrative and other laws of any future guarantors' jurisdictions of incorporation may be materially different from, or in conflict with, one another in certain areas, including creditors' rights, priority of creditors, the ability to obtain post-petition interest and the duration of the insolvency proceeding. The application of these various laws in multiple jurisdictions could trigger disputes over which jurisdiction's law should apply and could adversely affect your ability to enforce your rights and to collect payment in full under the Senior Notes and any future guarantee of the Senior Notes.

***The interests of our controlling shareholders may be inconsistent with the interests of the holders of the Senior Notes.***

FAGE International is beneficially owned entirely by members of the family of our late founder, Mr. Athanassios Filippou. By virtue of this ownership, they have the ability to control our management, policies and financing decisions and to elect all the directors of FAGE International and its subsidiaries. In addition, we purchase goods and services from a number of companies controlled by the members of the Filippou family. In certain circumstances, the interests of our equity owners may not necessarily be aligned with the interests of the holders of the Senior Notes. See "Ownership of Share Capital" and "Related Party Transactions".

## **Risks Relating to the Senior Notes**

***The Senior Notes are structurally subordinated to the liabilities of the subsidiaries of FAGE International (other than FAGE USA and FAGE Greece).***

The Senior Notes were issued jointly and severally by FAGE International and FAGE USA, FAGE International's wholly owned indirect subsidiary. With the exception of FAGE Greece, which is the guarantor of the Senior Notes, none of FAGE International's other subsidiaries were an issuer or guarantor of the Senior Notes. Accordingly, holders of indebtedness of, and trade creditors of, those non-guarantor (and non-issuer) subsidiaries of FAGE International will be entitled to payments of their claims from the assets of such subsidiaries before these assets are made available for distribution to either of the Issuers.

The subsidiaries of FAGE International (other than FAGE USA and FAGE Greece) that did not guarantee the Senior Notes generated 8.6% of our total sales for the year ended December 31, 2022 and represented 1.3% of our total assets as of December 31, 2022. As of December 31, 2022, the subsidiaries of FAGE International (other than FAGE USA and FAGE Greece) had approximately \$0.3 million of liabilities, including trade payables but excluding inter-company obligations, all of which ranked structurally senior to the Senior Notes.

***You may be subject to Luxembourg withholding tax with respect to payments on the Senior Notes.***

As a general rule, under Luxembourg tax laws currently in effect there is no withholding tax applicable to payments of arm's-length interest to non-Luxembourg residents.

All payments on the Senior Notes that are related to the holding, disposal or redemption of the Senior Notes can be made free and clear of any withholding or deduction taxes imposed, levied, withheld or assessed by Luxembourg taxing authorities, subject to exceptions for Luxembourg residents, pursuant to the Luxembourg law of 23 December 2005, as amended (the "23 December 2005 Law"), which introduced:

- (a) a 20% withholding tax (the "20% withholding tax") levied on interest and certain income assimilated to interest paid to Luxembourg resident individuals by a paying agent established in Luxembourg; and
- (b) an optional 20% tax (the "20% tax") on interest and certain income assimilated to interest paid to Luxembourg resident individuals by a paying agent established in a European Union Member State (other than Luxembourg) or a Member State of the European Economic Area.

The 20% withholding tax and the 20% tax will operate a full discharge of income tax for Luxembourg resident individuals acting in the context of the management of their private wealth. Responsibility for the withholding of tax in application of the above-mentioned 23 December 2005 Law is assumed by the Luxembourg paying agent (in the case of the 20% withholding tax) and by the Luxembourg resident holder of the notes (in the case of the 20% tax).

***We may not be able to finance a change of control offer required by the Indenture.***

The Indenture contains provisions relating to certain events constituting a "Change of Control" of FAGE International. Upon the occurrence of such a Change of Control, we will be required to offer to repurchase all outstanding Senior Notes at a price equal to 101% of their aggregate principal amount, plus accrued and unpaid interest to the date of repurchase. If a Change of Control were to occur, we may not have sufficient funds available, or may not be able to obtain the funds needed, to pay the purchase price for all of the Senior Notes tendered by holders deciding to accept the repurchase offer. The restrictions in the instruments governing our other existing and future indebtedness may also prohibit us from being provided with the funds necessary to purchase any Senior Notes prior to their stated maturity, including upon a Change of Control.

A Change of Control may result in a mandatory prepayment event or cause the acceleration of other indebtedness. In any case, third-party financing may be required in order to provide the funds necessary for us to make the change of control offer. We may not be able to obtain such additional financing.

***The Senior Notes may not be actively traded and, as a result, your ability to transfer the Senior Notes may be limited.***

We cannot assure you as to the liquidity of any market for the Senior Notes, the ability of holders of the Senior Notes to sell them or the price at which holders of the Senior Notes may be able to sell them. The liquidity of any market for the Senior Notes depends on the number of holders of the Senior Notes, prevailing interest rates, the market for similar securities and other factors, including general economic conditions and our own financial condition, results of operations and prospects, as well as recommendations of securities analysts. Additionally, we have not listed, and do not intend to list, the Senior Notes on any securities exchange.

The liquidity of, and trading market for, the Senior Notes may also be hurt by declines in the market for high-yield securities generally. Such a decline may affect any liquidity and trading of the Senior Notes independent of our financial performance and prospects.

***Transfers of the Senior Notes are restricted, which may adversely affect the value of the Senior Notes.***

You may not offer the Senior Notes in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws, or pursuant to an effective registration statement. The Senior Notes and the Indenture contain provisions that restrict the Senior Notes from being offered, sold or otherwise transferred except pursuant to the exemptions available pursuant to Rule 144A and Regulation S, or other exceptions, under the Securities Act. Furthermore, we have not registered the Senior Notes under any other country's securities laws. It is your obligation to ensure that your offers and sales of the Senior Notes within the United States and other countries comply with applicable securities laws.

***You may have difficulty enforcing your rights against us and our directors and officers.***

FAGE International is organized in Luxembourg and FAGE Greece is organized in the Hellenic Republic. Certain of the executive officers and directors of the Issuers and the Guarantor and certain experts named herein presently reside outside of the United States, principally in Greece. In addition, a significant portion of our assets are located in Greece. As a result, it will be necessary for investors to comply with Luxembourg or Greek law in order to obtain an enforceable judgment against any such foreign resident persons or assets of the FAGE Group, including an order to foreclose upon such assets. Although we will agree under the terms of the Indenture to accept service of process in the United States by an agent designated for such purpose, it may

not be possible for investors to (i) effect service of process within the United States upon our officers, directors and certain experts named herein and (ii) enforce any judgments in the United States against such persons obtained in U.S. courts and predicated upon the civil liabilities of such persons, including any judgments predicated upon U.S. federal securities laws, to the extent such judgments exceed such person's U.S. assets.

***The Senior Notes are initially to be held in book-entry form and therefore you must rely on the procedures of the relevant clearing systems to exercise any rights or remedies.***

Unless and until any Senior Notes in definitive registered form ("definitive registered notes") are issued in exchange for book-entry interests, owners of book-entry interests will not be considered owners or holders of Senior Notes. DTC (or its nominee) will be the registered holders of the Senior Notes. After payment to DTC (or its nominee), we will have no responsibility or liability for the payment of interest, principal or other amounts to the owners of book-entry interests. Accordingly, if you own a book-entry interest, you must rely on the procedures of DTC or if you are not a participant in DTC, you must rely on the procedures of the participant through which you own your interest, to exercise any rights and obligations of a holder under the Indenture.

Unlike the holders of the Senior Notes themselves, owners of book-entry interests do not have the direct right to act upon our solicitations for consents, requests for waivers or other actions from holders of the Senior Notes. Instead, if you own a book-entry interest, you will be permitted to act only to the extent you have received appropriate proxies to do so from DTC. There can be no assurance that procedures implemented for the granting of such proxies will be sufficient to enable you to vote on any request actions on a timely basis.

Similarly, upon the occurrence of an event of default under the Indenture, unless and until definitive registered notes are issued in respect of all book-entry interests, if you own a book-entry interest, you will be restricted to acting through DTC. We cannot assure you that the procedures to be implemented through DTC will be adequate to ensure the timely exercise of rights under the Senior Notes.

## SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following table presents selected consolidated financial information of the FAGE Group for the dates and periods indicated and should be read in conjunction with “Management's Discussion and Analysis of Financial Condition and Results of Operations” and the audited Consolidated Financial Statements as of and for the years ended December 31, 2022 and 2021, included elsewhere herein. The Consolidated Financial Statements have been prepared in accordance with IFRS. The information presented below for the year ended December 31, 2020 has been derived from our audited consolidated financial statements, which have been prepared in accordance with IFRS, not included herein. The results as of and for the year ended December 31, 2020 have been restated as described in Note 2.4 to the Consolidated Financial Statements included herein. See also “Management’s Discussion and Analysis of Financial Condition and Results of Operations”.

	Year ended December 31,		
	2020	2021	2022
	(as restated)		
	(\$ thousands)		
<b>Statement of Income Data:</b>			
Sales .....	521,296	535,630	552,275
Cost of sales .....	(308,889)	(344,386)	(380,708)
Gross profit .....	212,407	191,244	171,567
Selling, general and administrative expenses	(131,858)	(137,801)	(112,710)
Other income .....	620	1,181	789
Other expenses .....	(10,481)	(10,164)	(3,574)
Operating profit .....	70,688	44,460	56,072
Financial income/(expenses), net...	(23,544)	(23,336)	(15,924)
Foreign exchange gains/(losses), net.....	8,365	(4,779)	(4,269)
Profit before income taxes	55,509	16,345	35,879
Income tax benefit/(expense) .....	(12,230)	(536)	(6,583)
Net profit .....	43,279	15,809	29,296

	December 31,		
	2020	2021	2022
	(as restated)		
	(\$ thousands)		
<b>Consolidated Statement of Financial Position Data:</b>			
Cash and cash equivalents .....	230,255	119,239	73,737
Investments (deposits maturing in more than 3 months)	-	-	65,000
Trade and other receivables .....	58,651	56,984	52,229
Inventories .....	41,029	43,902	46,093
Net property, plant and equipment .....	384,928	351,777	331,549
Total assets .....	802,142	656,765	649,469
Short-term borrowings	-	-	-
Trade accounts payable and due to related companies .....	24,522	25,664	24,757
Total debt .....	406,054	284,677	285,399
Net debt <sup>(1)</sup> .....	175,799	165,438	146,662
Total equity .....	298,519	284,774	282,127

	Year ended December 31,		
	2020	2021	2022
	(as restated)		
	(\$ thousands)		
<b>Other Financial Data:</b>			
Cash flow from operating activities .....	114,635	75,124	79,005
Cash flow from/(used in) investing activities .....	12,692	(14,135)	(78,225)
Cash flow from/(used in) financing activities .....	(52,455)	(173,056)	(47,134)
EBITDA <sup>(2)</sup> .....	115,411	74,919	84,767
Capital expenditures .....	(23,255)	(14,495)	(14,704)
<b>Selected Ratios:</b>			
Ratio of net debt to EBITDA <sup>(1) (2)</sup> ....	1.5x	2.2x	1.7x
Ratio of EBITDA to financial income/(expenses), net <sup>(2)</sup>	4.9x	3.2x	5.3x

- (1) Net debt represents short-term borrowings plus long-term interest-bearing loans and borrowings, less cash and cash equivalents, and less investments in time deposits maturing in more than 3 months.
- (2) EBITDA is defined as net profit/(loss) plus income tax benefit/(expense), financial income/(expenses), net and depreciation and amortization. The reconciliation of net profit/(loss) to EBITDA is as follows:

	<b>Year ended December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
	<b>(as restated)</b>	<b>(\$ thousands)</b>	
Net profit .....	43,279	15,809	29,296
Income tax (benefit)/expense .....	12,230	536	6,583
Financial (income)/expenses, net .....	23,544	23,336	15,924
Depreciation and amortization .....	36,358	35,238	32,964
EBITDA .....	<u>115,411</u>	<u>74,919</u>	<u>84,767</u>

EBITDA serves as an additional indicator of our operating performance and not as a replacement for measures such as cash flows from operating activities and operating income. We believe that EBITDA is useful to investors as a measure of operating performance because it eliminates variances caused by the amounts and types of capital employed and amortization policies and helps investors evaluate the performance of our underlying business. In addition, we believe that EBITDA is a measure commonly used by analysts and investors in our industry. Accordingly, we have disclosed this information to permit a more complete analysis of our operating performance. Other companies may calculate EBITDA in a different way. EBITDA is not a measurement of financial performance under IFRS and should not be considered an alternative to cash flow provided by or used in operating activities or as a measure of liquidity or an alternative to net profit/(loss) as an indicator of our operating performance or any other measure of performance derived in accordance with IFRS.

The table below sets forth the period-end and average exchange rates (representing, for any day, the rates published by the European Central Bank in its foreign exchange rates report) for U.S. dollars, expressed in dollars per €1.00, for the years indicated.

<b>Year ended December 31,</b>	<b>Year End</b>	<b>Average</b>
2020 .....	1.2271	1.1470
2021 .....	1.1326	1.1816
2022 .....	1.0666	1.0500



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements, including the notes thereto, and the other financial information included elsewhere herein.*

### Overview

We are a leading international dairy company with a focus on yogurt. We have significant sales in the U.S. yogurt market, growing international sales outside of the United States, and leading market positions in the Italian, U.K. and Greek yogurt markets. We have grown from our origins in Greece in 1926 to become an international company with sales in approximately 30 countries in Europe, the Americas, Asia and Africa. For the year ended December 31, 2022, we generated sales of \$552.3 million and EBITDA of \$84.8 million.

We market our yogurt worldwide under the *FAGE® Total®* brand. We believe that this highly recognized brand conveys an image of superior taste, quality and authenticity and enables us to enter new markets, expand our business in existing markets and bring new products to market. Our yogurt is the fourth largest yogurt brand in the United States in terms of sales, and our plain yogurt is the leading plain yogurt in the U.S. market in terms of sales.

The products that we manufacture are produced in our state-of-the-art, highly automated facilities in the United States and Greece. Between January 1, 2018 and December 31, 2022, we made a cumulative investment of \$108.3 million in capital expenditures, including an investment of \$63.0 million for the completion of the expansion of the U.S. production facility located in Johnstown, New York, which started commercial production in April 2008. Our U.S. facility is the largest of our facilities in terms of production capacity. It manufactures yogurt products for the U.S. market and the rest of the Americas. We have two facilities in Greece: one for yogurt products and a second for cheese products. We distribute our products to approximately 300 grocery store chains, which sell *FAGE®* products in approximately 50,000 of their stores in approximately 30 countries, primarily in the United States and throughout Europe. We also sell our products to bakeries, confectionaries, dairy stores and other smaller convenience stores.

As we continue to grow our business and expand our sales volumes in Europe, we plan to supplement our production capacity at our Greek facilities with additional production capacity in Europe by constructing our New Manufacturing Facility. We plan to employ the same state-of-the-art technology and processes in the New Manufacturing Facility that we use in our U.S. production facility. When fully operational, we anticipate that the New Manufacturing Facility initially will contribute an additional 40,000 tons of yogurt production capacity annually. We have chosen a location at the Riegmeer Hoogeteven business park in the Netherlands for our New Manufacturing Facility and we have signed an option contract for a 15-hectare plot with the municipality of Hoogeteven. We are working closely with the relevant authorities towards the realization of our New Manufacturing Facility, which we expect will be operational in the first half of 2026.

In 2021, the Greek authorities enacted new formulas for calculating certain retiree benefits, and these changes were made retroactive to 2019. Certain items in our financial statements for 2020 have been restated as a result of the new legislation and are included as indicated within the Annual Report.

The FAGE Group has been continuously owned since it was founded in 1926 by members of the family of Mr. Athanassios Filippou and substantially all of our assets and operations are held by them directly or indirectly.

### Key Line Items of Our Consolidated Statements of Income

**Sales.** Our sales comprise revenues generated primarily from sales of the dairy products that we manufacture or distribute to our customers and are shown net of intra-group or inter-company transactions. The amount of these revenues is driven primarily by the volume of products sold and the prices at which they are sold. Accordingly, growth of sales is primarily driven by volume growth, which can offset lower average prices per unit sold, and product innovation and the creation of new products that attract higher prices. We believe this volume growth is driven by the strength of our brand and the quality, diversity and innovation of our product line and our general policy of annual price increases consistent with annual inflation rates. Our sales are also affected by our decisions to enter or exit certain product categories as well as competitive market pressures that impact the prices for our products.

**Gross profit.** Gross profit represents our sales less cost of sales. Our cost of sales consists primarily of the cost of raw materials (mainly milk, fruit, honey and cultures), packaging, labor expenses, energy costs, depreciation and other manufacturing costs. Factors that have affected our cost of sales include fluctuations in prices for milk and other raw materials and our ability to re-engineer our processes and make our operations more efficient.

Over the past eight years we have focused on improving our operating efficiency through technological and other capital improvements to our production facilities. In 2008, we moved the production of all of the yogurt that we sell in the United States to our manufacturing facility in Johnstown, New York. We also re-engineered operations in our Greek facilities in 2008 and achieved significant savings in operating costs. We have consolidated and optimized our raw milk supply chain, rationalized our product mix by discontinuing slow-selling items and introduced other modifications to improve production processes and methods. These initiatives have lowered unit production costs, thereby contributing to our improvement in gross profit.

In 2021, we introduced in Europe a new Lactose-Free yogurt brand, *BeFree*®, and we also introduced the *Total*® *Blended* yogurt to satisfy more consumers' needs.

We view our gross profit as the primary driver of the success of our business. Continued growth of our gross profit will depend on increasing our sales and successfully expanding our international presence while managing our operating efficiency and costs. We expect that future volume growth will come mainly from increased sales in our international markets and from our premium-priced products.

*Selling, general and administrative expenses.* Selling, general and administrative expenses ("SG&A") consist primarily of shipping and handling costs, advertising costs, payroll, third-party fees and depreciation.

*Financial income/expenses.* Financial income consists primarily of interest income on cash at banks and on time deposits. Financial expenses consist primarily of interest costs on the Senior Notes and short-term indebtedness, net of interest costs capitalized to property, plant and equipment.

## **Factors and Trends Affecting Our Results of Operations**

*Increasing Sales in the United States.* Our annual sales volume in the United States has quadrupled since 2009. Based on our experience with yogurt sales in the United States in the past 24 years, management believes there is growth potential for our yogurt products in the U.S. market. As of December 31, 2022, we have invested approximately \$473.3 million for the construction and expansion of a state-of-the-art, highly automated production facility in Johnstown, New York to produce and distribute *FAGE*® *Total*® yogurt products. The plant started commercial production in April 2008. Since the plant became operational, our U.S. production of yogurt has positively affected our gross margins and profitability since our production costs have been substantially reduced by the efficiency of our new production facility. Furthermore, transatlantic transportation costs and duties for goods sold in the United States have been eliminated. Our U.S. facility currently has capacity to produce 160,000 tons of yogurt annually. Our expansion of the plant began in early 2013 and was completed in the second half of 2017. The expansion utilizes existing milk receiving, pasteurizing, processing and cold storage warehouse operations and adds incubation, separator, processing, filling, packaging and cooling tunnel operations.

*Increasing Sales to Export Markets.* Our yogurt sales volume outside of the United States and Greece also has increased, reaching approximately 30 countries in Europe, Asia, Africa and the Americas. We serve these markets both through local distributors and through exports from Greece. We have our own distribution units in the United Kingdom, Italy, Germany, Spain, Cyprus, the Netherlands and France. Our Greek facilities currently export more than half of the yogurt and dairy desserts that they produce and we expect exports to continue to grow.

Sales of our products in the Greek market accounted for approximately 15.7%, 15.5% and 14.0% of our sales volume and 15.2%, 14.9% and 12.9% of our sales revenues for the years ended December 31, 2020, 2021 and 2022, respectively.

*Changes to Product Portfolio.* In recent years, we have improved our profitability by eliminating lower-margin products from our portfolio and focusing on more profitable products with a broader appeal in different markets. In 2021, we introduced in Europe a new Lactose-Free yogurt brand, *BeFree*®, and we also introduced the *Total*® *Blended* yogurt to satisfy more consumers' needs. We plan to continue to evaluate our product line with a view towards focusing on higher-margin products.

*Prices for Raw Materials and Other Manufacturing Costs.* The price of cow's milk and many of our other raw materials have fluctuated significantly in recent years due to the high volatility of the prices of commodities and energy internationally. For example, the prices of milk collected in the U.S. market and used for the U.S. yogurt facility increased by 41.7% comparing the years ended December 31, 2022 and 2021, and the prices of milk used for the Greek facilities increased by 41.9% comparing the years ended December 31, 2022 and 2021. We have also sought to manage our payroll costs and, in the future, we will seek to continue to purchase raw materials at cost-effective prices in order to remain profitable. See "Business—Suppliers and Raw Materials".

*Fluctuations in Currency Exchange Rates.* Our sales as reported in our consolidated financial statements are affected by the fluctuation of currency exchange rates due to the substantial amount of revenues that we generate in currencies other than our reporting currency. Currency rate fluctuations may affect our reported sales adversely (if our reporting currency appreciates with respect to the currency in which our revenues are generated) or positively (if our reporting currency depreciates with respect to the currency in which our revenues are generated). We adopted the U.S. dollar as our reporting currency as of October 1, 2012.

## Results of Operations for the FAGE Group

The following table sets forth, for the periods indicated, certain items in the FAGE Group's consolidated statements of income expressed as percentages of sales:

	<b>Year ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
Sales	100%	100%
Cost of sales	(68.9)	(64.3)
Gross profit	31.1	35.7
Selling, general and administrative expenses	(20.4)	(25.7)
Other income	0.1	0.2
Other expenses	(0.6)	(1.9)
Operating profit	10.2	8.3
Financial income/(expenses), net	(2.9)	(4.4)
Foreign exchange gains/(losses), net	(0.8)	(0.8)
Profit before income taxes	6.5	3.1
Income tax benefit/(expense)	(1.2)	(0.1)
Net profit	5.3%	3.0%

*Sales.* Our sales in value for the year ended December 31, 2022 amounted to \$552.3 million, an increase of \$16.6 million, or 3.1%, compared to sales in value of \$535.6 million for the year ended December 31, 2021.

This increase in sales in value for the year ended December 31, 2022, as compared to the year ended December 31, 2021, is mainly due to the increase in the average net selling price across all markets by 19.9%, which was partially offset by the decrease in our sales in volume by 12.0% and the negative impact of 4.8% on sales in value due to the strengthening of the U.S. dollar against the Euro and the British Pound (the average exchange rates for 2022 and 2021 were €1 = \$1.0500 and €1 = \$1.1816 and £1 = \$1.2283 and £1 = \$1.3765, respectively). Our sales in value increased in the United States by 17.0%, which was partially offset by a decrease in sales in value in Italy, the United Kingdom and Greece by 15.7%, 14.6% and 10.9%, respectively.

Our sales in volume for the year ended December 31, 2022 decreased by 12.0% as compared to the year ended December 31, 2021. This resulted mainly from decreases in sales in volume in Greece, Italy, the United Kingdom and the United States by 20.3%, 19.7%, 18.7% and 6.3%, respectively.

Our sales in value outside of Greece accounted for 87.1% of our total sales in value in 2022, as compared to 85.1% in 2021.

*Gross profit.* Gross profit for the year ended December 31, 2022 was \$171.6 million, a decrease of \$19.7 million, or 10.3%, from \$191.2 million for the year ended December 31, 2021. Gross profit as a percentage of sales for 2022 was 31.1%, compared to 35.7% for 2021. The main reason for this decrease was the increase in the prices of milk used in the Greek facilities by 41.9% and in the U.S. facility by 41.7%.

*Selling, general and administrative expenses.* Selling, general and administrative expenses ("SG&A") for 2022 were \$112.7 million, a decrease of \$25.1 million, or 18.2%, from \$137.8 million for 2021. As a percentage of sales, SG&A was 20.4% in 2022 and 25.7% in 2021. This decrease in SG&A as a percentage of sales is mainly due to the decrease in advertising costs and third-party fees. As a percentage of sales, advertising and third-party fees were 4.3% in 2022 and 8.9% in 2021.

*Other income/(expenses), net.* Net other expenses amounted to \$2.8 million and \$9.0 million for the years ended December 31, 2022 and 2021, respectively.

*Operating profit.* Operating profit for 2022 was \$56.1 million, an increase of \$11.6 million, or 26.1%, as compared to operating profit of \$44.5 million in 2021. As a percentage of sales, operating profit was 10.2% for the year ended December 31, 2022 as compared to 8.3% for the year ended December 31, 2021. This increase is mainly due to the decrease in SG&A and other expenses, which was partially offset by a decrease in gross profit.

*Financial income/(expenses), net.* Net financial expenses for the year ended December 31, 2022 were \$15.9 million compared to \$23.3 million for the year ended December 31, 2021. Financial income/(expenses), net as a percentage of sales was 2.9% in 2022 and 4.4% in 2021.

*Foreign exchange (losses)/gains, net.* Net foreign exchange losses for the year ended December 31, 2022 were \$4.3 million compared to net foreign exchange losses for the year ended December 31, 2021 of \$4.8 million.

*Profit before income taxes.* Profit before income taxes for the year ended December 31, 2022 was \$35.9 million, as compared to profit before income taxes of \$16.3 million for the year ended December 31, 2021. This increase is mainly due to the increase in operating profit and lower financial expenses.

*Income tax expense.* Income tax expense for the year ended December 31, 2022 was \$6.6 million, as compared to \$0.5 million for the year ended December 31, 2021.

*Net profit.* Net profit for the year ended December 31, 2022 was \$29.3 million, as compared to net profit of \$15.8 million for the year ended December 31, 2021.

## Liquidity and Capital Resources

Our principal sources of liquidity are existing cash balances, cash flow from operations, debt raised from capital markets (including the Senior Notes) and available amounts under our various lines of credit maintained with several banks. Our principal liquidity needs are debt service (primarily interest on the Senior Notes), shareholder payments, capital expenditures and working capital. We believe that our available capital resources will be sufficient to fund our liquidity needs.

*Sources of capital.* We fund our operating costs through cash from operations and short-term borrowings under various lines of credit. The available credit lines for the FAGE Group as of December 31, 2022 amounted to \$35.0 million, which was provided by Citibank, N.A. in the United States and secured by accounts receivable and certain inventory of FAGE USA. Out of the available credit lines as of December 31, 2022, the unused portion amounted to \$35.0 million (See Note 24). The available credit lines for the Group as of December 31, 2021 amounted to \$35.0 million.

Cash at banks and cash equivalents as of December 31, 2022 amounted to \$73.7 million compared to \$119.2 million as of December 31, 2021 (See Note 17). In addition, investments in time deposits that will mature in more than 3 months as of December 31, 2022 amounted to \$65.0 million.

We believe that this amount of our cash at banks and cash equivalents (\$73.7 million), together with the lines of credit, is sufficient to finance both the operations and the investment program of the FAGE Group.

### Cash flow data.

	<b>Year ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
	(\$ thousands)	
Cash flow from/(used in) operating activities.....	79,005	75,124
Cash flow from/(used in) investing activities .....	(78,225)	(14,135)
Cash flow from/(used in) financing activities.....	(47,134)	(173,056)
Effect of exchange rates changes on cash.....	852	1,051
Cash and cash equivalents at beginning of year .....	119,239	230,255
Cash and cash equivalents at year-end.....	<b>73,737</b>	<b>119,239</b>

*Cash flow from/(used in) operating activities.* Net cash from operating activities for the year ended December 31, 2022 was \$79.0 million, compared to net cash from operating activities of \$75.1 million for the year ended December 31, 2021. This increase is due to the increase in profit before income taxes.

*Cash flow from/(used in) investing activities.* Net cash used in investing activities amounted to \$78.2 million and \$14.1 million for the years ended December 31, 2022 and 2021, respectively. For the year ended December 31, 2022 the Group invested \$65.0 million in time deposits that will mature in more than 3 months. Out of the capital expenditures of \$14.7 million in 2022, \$7.1 million related to capital expenditures for the U.S. facility, \$4.5 million related to capital expenditures for the facilities in Greece and \$3.1 million related to our investment in our New Manufacturing Facility. Out of the capital expenditures of \$14.5 million in 2021, \$4.6 million related to capital expenditures for the U.S. facility, \$7.2 million related to capital expenditures for the facilities in Greece and \$2.7 million related to our investment in our New Manufacturing Facility.

*Cash flow from/(used in) financing activities.* Net cash used in financing activities for the year ended December 31, 2022 was \$47.1 million. This resulted from \$16.4 million of interest paid, \$30.0 million of dividends paid to our shareholders from retained earnings and \$0.7 million of payments of lease liabilities. Net cash used in financing activities for the year ended December 31, 2021 was \$173.1 million, which reflects \$23.3 million of interest paid, \$25.0 million of dividends paid to our shareholders, \$124.0 million used to repurchase and redeem bonds (the Senior Notes) and \$0.8 million of payments of lease liabilities.

## Principal Risks and Uncertainties for the Remainder of 2023

Risk assessment and evaluation is an integral part of the management process throughout the FAGE Group. Risks are identified and evaluated and appropriate risk management strategies are implemented at each level. The key business risks are identified by the senior management team. The Board of Directors in conjunction with senior management identifies major business risks faced by the Group and determines the appropriate course of action to manage these risks. The principal risks and uncertainties faced by the FAGE Group are summarized below:

- first, we are exposed to aggressive competition in the domestic Greek market;
- second, we are exposed to currency exchange rate fluctuations, particularly in relation to the Euro (€) and the U.K. sterling (£);
- third, price fluctuations in raw materials could adversely affect the Group's manufacturing costs;
- fourth, the current economic crisis could continue to adversely affect consumer spending for the Group's products, particularly in Greece, Italy, the U.K. and the United States; and
- fifth, the ongoing conflict between Russia and Ukraine may affect the Group's costs, which may have an effect on the Group's results.

The Board of Directors regularly monitors all of the above risks and appropriate actions are taken to mitigate those risks or address the potential adverse consequences.

## Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk, primarily from foreign currency and interest rate fluctuations and changes in the cost of raw materials. We generally do not hedge our exposure to foreign currency and interest rate risks. We do not hold any derivatives for trading or speculative purposes. Changes in the fair value of derivatives are recorded in current earnings along with the change in the fair value of the underlying hedged item.

*Foreign currency risk.* We enter into transactions denominated in foreign currencies related to the sales and purchases of goods. Therefore, we were not exposed to market risk related to possible foreign currency fluctuations, which is mitigated to a certain extent by the set-off of credit and debit balances in the same currencies. We are subject to currency exchange risks due to our international exposure relating to our sales in the Eurozone and U.K. markets. For the year ended December 31, 2022, 37.7% of our sales were denominated in currencies other than the U.S. dollar, while 38.7% of our costs were denominated in currencies other than the U.S. dollar.

*Interest rate risk.* As of December 31, 2022, all of our \$288.4 million of loans and other borrowings bore a fixed interest rate.

*Raw materials risk.* We are also exposed to fluctuations in the cost of raw materials. The primary raw material that we use is cow's milk. Plastic and paper for packaging materials also are significant components of our cost of sales. The prices of many of our raw materials are affected by governmental agricultural policies, the operations of suppliers, political upheavals and acts of God such as severe weather conditions. To the extent that we are able to obtain sufficient quantities of raw materials in the event of a supply disruption, our ability to pass through any increase in raw material costs to our customers depends upon competitive conditions and pricing methods employed in the various markets in which we sell our products. See "Risk Factors—Risks Related to Our Business—Prices for our raw materials fluctuate significantly, and we may not be able to pass on cost increases to our customers".

## Contractual Obligations

The following table sets forth the FAGE Group's contractual obligations as of December 31, 2022.

	Total	Less than 1 year	1-5 years	More than 5 years
		(\$ thousands)		
Interest-bearing loans and borrowings .....	288,365	-	288,365	-
Interest accruing on the Senior Notes .....	58,799	16,220	42,579	-
Operating lease obligations .....	3,417	769	2,648	-
Investment in U.S. facility and New Manufacturing Facility in the Netherlands <sup>(1)</sup> .....	4,979	4,979	-	-
	<u>355,560</u>	<u>21,968</u>	<u>333,592</u>	<u>-</u>

(1) Represents agreements with various suppliers for the acquisition and installation of equipment.

## Critical Accounting Policies

The discussion and analysis of financial condition and results of operations are based upon the Consolidated Financial Statements, which have been prepared in accordance with IFRS. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amount of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates, including those related to revenue recognition, doubtful accounts and long-lived assets. Management bases its estimates on historical experience and on various other assumptions and factors (including expectations of future events) that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the value of such assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe that, of our significant accounting policies, the following may involve a higher degree of judgment and complexity:

*Accounts receivable credit and collection.* We have established criteria for granting credit to customers, which are generally based upon the size of the customer's operations and consideration of relevant financial data. Business generally is conducted with such customers under normal terms with collection expected within sixty days after shipment. At each consolidated statement of financial position date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate allowance for doubtful accounts. The balance of such allowance for doubtful accounts is appropriately adjusted by recording a charge to the consolidated statement of profit or loss for the reporting period. Any amount written off with respect to customer account balances is charged against the existing allowance for doubtful accounts. It is our policy not to write off an account until there is no reasonable expectation of recovering the contractual cash flows.

*Property, plant and equipment.* Plant and equipment are stated at cost, net of subsidies provided by the Greek State, less accumulated depreciation and less any accumulated impairment losses. Borrowing costs incurred during the period of construction that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset using the related borrowing rate. Repairs and maintenance costs are expensed as incurred. Significant improvements are capitalized to the cost of the related asset if such improvements increase the life of the asset, increase its production capacity or improve its efficiency. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement, and any gain or loss is included in the consolidated statements of profit or loss. For statutory reporting purposes, we were obliged to revalue our property, plant and equipment at various dates following the provisions of the respective mandatory tax laws. These revaluations have been reversed in the Consolidated Financial Statements, after giving effect to the related deferred income taxes. The reversal of the net revaluation gains is reflected in the component of equity "reversal of fixed assets statutory revaluation surplus".

Land, following initial recognition at cost, is measured at fair value less impairment losses recognized after the date of the revaluation. Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

Any revaluation surplus is credited to the assets revaluation reserve included in the "net revaluation reserve" in the equity section of the consolidated statement of financial position, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in the consolidated statement of profit or loss, in which case the increase is recognized in the consolidated statement of profit or loss. A revaluation deficit is recognized in the consolidated statement of profit or loss, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve.

Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings.

*Depreciation rates and useful lives.* Our assets are depreciated over their estimated remaining useful lives. The actual lives of these assets can vary depending on a variety of factors such as technological innovation and maintenance programs.

*Goodwill.* Goodwill on acquisitions is initially measured at cost, being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets and liabilities and contingent liabilities of a subsidiary or associate at the date of acquisition. Goodwill on acquisitions of subsidiaries is reflected separately in the consolidated statement of financial position. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. The annual impairment test requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires us to make estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Negative goodwill is recognized where the fair value of our interest in the net assets of the acquired entity exceeds the cost of acquisition and is recognized in income immediately.

*Impairment of assets.* With the exception of goodwill and other intangible assets with indefinite useful life, which are tested for impairment on an annual basis, the carrying values of other non-current assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Whenever the carrying value of an asset exceeds its recoverable amount, an impairment loss is recognized in the consolidated statement of profit or loss. The recoverable amount is measured as the higher of net selling price and value in use. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, after deducting any direct incremental selling costs, while value in use is the present value of estimated future cash flows expected to arise from continuing use of the asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, assets are grouped at the lowest

level for which there are separately identifiable cash flows. Impairment losses which were accounted for in prior years are reserved only when there is sufficient evidence that the assumptions used in determining the recoverable amount have changed. In these circumstances, the related reversal is recognized in income.

*Income taxes.* Current and deferred income taxes are computed based on the separate financial statements of each of the entities included in the Consolidated Financial Statements, in accordance with the tax rules in force in Luxembourg or other tax jurisdictions in which entities operate. Income tax expense consists of income taxes for the current year based on each entity's profits as adjusted in its tax returns and deferred income taxes, using substantively enacted tax rates as well as provision for additional income taxes which may arise from future tax audits. The final clearance of income taxes may be different from the relevant amounts which are included in the Consolidated Financial Statements. Deferred income taxes are provided using the liability method for all temporary differences arising between the tax base of assets and liabilities and their carrying values for financial reporting purposes. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. For transactions recognized directly in equity, any related tax effects are also recognized directly in equity. Deferred tax is calculated using substantively enacted tax rates at the date of the consolidated statement of financial position.

In accordance with Luxembourg tax regulations, the corporate tax rate applied by companies for fiscal years prior to 2017 was 29.2%. In December 2016, a new tax law was enacted in Luxembourg, which decreased the income tax rate to 27.08% for fiscal year 2017, to 26.01% for fiscal year 2018 and to 24.94% from fiscal year 2019 onwards.

For taxable years ending on or before December 31, 2017, U.S. corporations generally were subject to U.S. federal corporate income tax at a rate of 35%. New legislation enacted in late 2017 reduces the U.S. federal corporate income tax rate to 21% for taxable years beginning after December 31, 2017. In addition, corporations doing business in New York State generally are subject to a 6.5% corporate income tax. Based on a law enacted by the State of New York during the year ended December 31, 2014 for tax years beginning on or after January 1, 2014, the income rate for "Qualified New York Manufacturers" is 0% on the entire net income base. Management has concluded that the company meets the definition of a "Qualified New York Manufacturer" and accordingly will be subject to a 0% entire net income tax rate.

In accordance with Greek tax regulations, the corporate tax rate applied by companies for fiscal years prior to 2018 was 29.0%. For fiscal years 2018, 2019 and 2020 the income tax rate decreased to 24.0% and for fiscal year 2021 onwards to 22.0%.

*Significant judgment.* The preparation of financial statements in accordance with IFRS requires the use of critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies which have been adopted. One significant judgment is the selection of presentation and functional currency.

## OUR INDUSTRY

The worldwide market for Greek and Greek-style dairy products and, in particular, Greek yogurt has grown rapidly in recent years, driven largely by a growing demand for low-fat and high-protein food products that are perceived to be better for consumers.

We believe that dairy companies active in the non-fat and low-fat yogurt categories are well positioned to take advantage of trends in overall dietary habits, such as a shift in the perception of yogurt from a condiment to a side dish or stand-alone snack as well as the growing consumer preference for certain yogurts made only from natural ingredients with a high degree of nutritional and positive health characteristics. We believe that retail sales of Greek and Greek-style yogurt, which are characteristically natural and free of additives, are well positioned to continue to outperform the overall yogurt market and will likely continue to benefit from an ability to command premium prices.

### The U.S. Yogurt Market

As reported by IRI, the U.S. yogurt retail market experienced strong dollar growth in the fifty-two weeks ended January 1, 2023 due to price increases by most manufacturers. Yogurt retail sales in the United States grew at an annual rate of 10% to an estimated \$7.570 billion in the fifty-two weeks ended January 1, 2023 from \$6.883 billion in the fifty-two weeks ended January 2, 2022. In terms of sales in volume, yogurt retail sales in the United States experienced a decline at an annual rate of 3.3% to an estimated 1,252,630 metric tons in the fifty-two weeks ended January 1, 2023 from 1,296,561 metric tons in the fifty-two weeks ended January 2, 2022.

The U.S. yogurt market can be divided into two distinct categories: flavored and fruit yogurt, representing approximately 86.8% of sales in value, and plain yogurt, accounting for the remaining 13.2%. Retail sales in value of flavored and fruit yogurt increased at an annual rate of 10% in the fifty-two weeks ended January 1, 2023. Retail sales in value in the United States of plain yogurt experienced an increase in 2022 to \$1.005 billion in the fifty-two weeks ended January 1, 2023 from \$912 million in the fifty-two weeks ended January 2, 2022, increasing at an annual rate of 10.2%. The majority of our sales in the United States are in the plain yogurt market. Our strength in the plain yogurt category has been driven by Greek strained yogurt. As reported by IRI, we are the leading plain yogurt brand in the United States, accounting for approximately 29.0% of sales in the plain yogurt market in the fifty-two weeks ended January 1, 2023.

Our principal competitors in the U.S. yogurt market are General Mills, with its Yoplait brand, Groupe Danone, with its Dannon brand, Stonyfield, Oikos and Chobani. Together, General Mills and Groupe Danone account for a joint market share across all product categories that exceeds 44% in terms of sales in value. Private label products account for approximately 8.8% of the market in terms of sales in value. We are reported by IRI to be the fourth largest market participant in terms of sales in value, accounting for approximately a 4.6% share of the yogurt market in the fifty-two weeks ended January 1, 2023. Our U.S. market share in volume is 3.6% for the fifty-two weeks ended January 1, 2023. However, our management, based on actual sales in volume, believes that our U.S. market share may be significantly understated, due to certain limitations in the availability of data.

### The U.K. Yogurt Market

The total U.K. yogurt market was valued at £1.46 billion for the fifty-two weeks ended December 25, 2022 and experienced an increase in sales of 1.6% in value and a decline of 7.7% in volume from 2021. Inflation in the market from 2021 to 2022 can be attributed to a number of factors underpinned by supply chain bottlenecks and increases in the cost of raw materials caused by the impact of the war in Ukraine. The impact of these factors were more acutely felt in the UK because of its departure from the EU.

FAGE yogurt participates in the Greek, Greek-style and natural yogurt category of the U.K. yogurt market. The following table presents the size and growth rates of the U.K. yogurt market by sales in volume and sales in value for the years 2020, 2021 and 2022.

	Volume			Value		
	2020	2021	2022	2020	2021	2022
	(metric tons)			(£ thousands)		
<b>Total Yogurt Market.....</b>	492,189	473,470	436,861	1,430,062	1,435,413	1,458,353
% annual change .....		(3.8)%	(7.7)%		0.4%	1.6%
<b>Category in which we compete:</b>						
<b>Greek, Greek-Style and Natural Yogurt.....</b>	198,178	199,178	188,344	535,289	554,738	569,263
% annual change .....		0.6%	(5.5)%		3.6%	2.6%

Source: IRI GB and Northern Ireland Scanning data, December 25, 2022.



We have a 4.5% share of the total U.K. yogurt market in value and 2.9% in volume for the year ended December 25, 2022. The following table presents the main participants in the U.K. yogurt market, together with their market positions by sales in value and sales in volume for the year ended December 25, 2022.

	<b>Total Yogurt Market</b>	
	<b>Value Share</b>	<b>Volume Share</b>
<b>Müller</b> .....	17.7%	17.5%
<b>Danone</b> .....	16.8%	15.0%
<b>Private Label</b> .....	16.8%	24.9%
<b>Yeo Valley</b> .....	8.5%	8.1%
<b>Yoplait</b> .....	7.5%	6.3%
<b>Nestlé</b> .....	5.3%	4.3%
<b>FAGE</b> .....	4.5%	2.9%
<b>Emmi</b> .....	3.8%	4.4%
<b>Arla</b> .....	3.7%	3.3%

Source: IRI GB and Northern Ireland Scanning data, December 25, 2022.

*FAGE*® in 2022 was the third largest brand in terms of sales in the Greek, Greek-style and natural category of the U.K. yogurt market, with a 11.6% share of market value for the year ended December 25, 2022, while private label products increased their market share to 27.4% at the expense of branded products, as a result of consumers preferring lower cost alternatives while the cost of living has risen.

The following table presents the main participants in the U.K. Greek, Greek-style and natural yogurt category, together with their market positions by sales in value and sales in volume for the year ended December 25, 2022.

	<b>Greek, Greek-Style and Natural Yogurt</b>	
	<b>Value Share</b>	<b>Volume Share</b>
<b>Private Label</b> .....	27.4%	40.2%
<b>Yeo Valley Organic</b> .....	13.3%	11.1%
<b>Danone</b> .....	12.5%	10.1%
<b>FAGE</b> .....	11.6%	6.6%
<b>Arla</b> .....	9.2%	7.6%
<b>Nestlé</b> .....	6.3%	3.9%
<b>Muller</b> .....	5.6%	4.7%
<b>Pakeeza</b> .....	3.7%	7.3%
<b>Epicurean</b> .....	3.1%	2.2%

Source: IRI GB and Northern Ireland Scanning data, December 25, 2022.

## The Italian Yogurt Market

The total Italian yogurt market was valued at €1.51 billion for the fifty-two weeks ended January 1, 2023 and experienced a sales increase in value of 6.2% and a decrease in volume of 0.9% as compared to 2021. In this market, FAGE had sales decreases of 20.7% in volume and 5.9 % in value (IRI data), decreasing its market share of sales in value to 8.3% of the overall market (-1.1 pts).

With a 26.4% share for the year ended December 31, 2022, our *FAGE® Total®* brand is first in the Italian plain yogurt market with respect to sales in value, which accounts for 18.3% of the total market and is made of two distinct product categories: the full-fat category, representing approximately 44.8%, and the low-fat category, accounting for the remaining 55.2%. With a share of 8% for the year ended January 1, 2023, our *FAGE® Fruyo®* is the fourth largest brand in the Italian fruit yogurt market. In the same segment, *FAGE® Trublend®* lost a small amount of market share and ended the year with a 1.6% share (-0.2 pts). The fruit yogurt market is divided into two categories: full-fat (accounting for 64%) and low-fat (accounting for 36%). *FAGE® Fruyo®* is the market leader in the fruit low-fat category with a market share of sales in value of 17.8% and, thanks also to *FAGE® Trublend®*, *FAGE®* ended the year with a share of 22.1%, being the manufacturing leader in the segment. With a share of 4.6%, our *FAGE® Total® Split Cup* brand is the second-ranked brand in the Italian two-compartment yogurt market. The two-compartment yogurt segment accounts for 7.7% of the total Italian market.

In the Italian strained yogurt segment, where FAGE is the historical leader, although sales have decreased by 5.9% in value and accounted for approximately 17.2% of the Italian market with respect to total sales in value, equal to €259.6 million.

In the lactose-free segment, FAGE has become an important player, experiencing growth both in value and volume and becoming the third largest brand with a value share of 7.4%.

The following table presents the size and growth rates of the Italian yogurt and dairy desserts markets by volume and value for the years ended 2020, 2021 and 2022.

	Volume			Value		
	2020	2021	2022	2020	2021	2022
		(metric tons)			(€ thousands)	
<b>Total Yogurt Market .....</b>	353,814	356,649	353,494	1,399,208	1,419,804	1,508,233
% annual change .....		0.8%	(0.9)%		1.5%	6.2%
<b>Categories in which we compete:</b>						
<b>Full-Fat White Yogurt Market .....</b>	34,996	34,318	34,517	116,291	114,914	123,425
% annual change .....		(1.9)%	0.5%		(1.2)%	7.4%
<b>Low-Fat White Yogurt Market .....</b>	32,174	33,777	33,000	134,299	142,202	152,216
% annual change .....		5.0%	(2.3)%		5.9%	7.0%
<b>Full-Fat Fruit Yogurt Market .....</b>	103,180	97,559	94,640	339,613	321,847	338,796
% annual change .....		(5.4)%	(3.0)%		(5.2)%	5.3%
<b>Low-Fat Fruit Yogurt Market .....</b>	44,164	44,057	41,968	177,718	181,614	190,543
% annual change .....		(0.2)%	(4.7)%		2.2%	4.9%
<b>Two-Compartment Yogurt Market .....</b>	21,462	21,965	20,621	113,349	113,675	116,528
% annual change .....		2.3%	(6.1)%		0.3%	2.5%
<b>Dairy Desserts Market .....</b>	19,516	20,983	28,916	104,279	120,577	192,357
% annual change .....		7.5%	37.8%		15.6%	59.5%

Source: IRI Scanning data, January 1, 2023

FAGE decreased its value share to 8.3% (-1.2 pts) in 2022, and it is the fourth largest manufacturer behind Danone (19.9%), Müller (14.6%) and Latteria Sociale Vipiteno (8.3%) for the fifty-two weeks ended January 1, 2023. During 2022, Müller's brand slightly decreased its share of value (-0.8 pts) while private label products continued increasing their shares in 2022 as compared to 2021

(+2.2 pts), with shares of 14.6% and 16.6%, respectively.

Our main competitors in the Italian plain yogurt market are private label producers, Latteria Sociale Vipiteno and Müller. Our main competitors in the Italian fruit yogurt market are private label products, Müller, Latteria Sociale Vipiteno and Yomo.

The following tables present the main participants in the Italian yogurt market, together with their market positions in value and volume terms by product category for the fifty-two weeks ended January 1, 2023.

<b>VALUE MARKET SHARES</b>	<b>Total Yogurt Market</b>	<b>Low-Fat White Market</b>	<b>Full-Fat White Market</b>	<b>Low-Fat Fruit Market</b>	<b>Full-Fat Fruit Market</b>	<b>Two Compartment Market</b>
<b>FAGE</b> .....	#5 8.3%	#1 38%	#4 12.2%	#2 22.1%	- -	#3 4.6%
<b>Danone</b> .....	#1 19.9%	#10 1.0%	- -	#3 9.6%	- -	- -
<b>Müller</b> .....	#3 14.6%	#4 7.5%	#3 13.4%	#4 8.5%	#1 24.4%	#1 73.3%
<b>Latteria Vipiteno</b> .....	#4 8.3%	#3 12.5%	#2 21.8%	#5 8.2%	#2 18.9%	#11 0.0%
<b>Yomo</b> .....	#7 5.0%	#6 1.6%	#23 0.2%	#6 5.8%	#4 14.1%	6 0.8%
<b>Latteria NÖM</b> .....	#6 5.8%	#23 0.1%	#25 0.1%	#16 0.6%	#17 0.2%	#7 0.6%
<b>Nestlé</b> .....	#9 2.6%	#20 0.2%	#22 0.2%	#14 0.7%	#23 0.1%	#8 0.3%
<b>Mila</b> .....	#8 2.8%	#5 2.3%	#8 1.7%	#7 3.4%	#6 3.7%	#4 4.5%
<b>Private Label</b> .....	#2 16.6%	#2 27.1%	#1 26.4%	#1 30.9%	#3 17.1%	#2 14.6%

<b>VOLUME MARKET SHARES</b>	<b>Total Yogurt Market</b>	<b>Low-Fat White Market</b>	<b>Full-Fat White Market</b>	<b>Low-Fat Fruit Market</b>	<b>Full-Fat Fruit Market</b>	<b>Two Compartment Market</b>
<b>FAGE</b> .....	#7 4.6%	#2 24.5%	#4 6.0%	#2 12.1%	- -	#4 3.0%
<b>Danone</b> .....	#2 16.6%	#12 0.8%	- -	#6 7.0%	- -	- -
<b>Müller</b> .....	#3 14.8%	#4 10.4%	#3 15.6%	#4 9.1%	#1 24.2%	#1 72.3%
<b>Latteria Vipiteno</b> .....	#4 10.7%	#3 18.5%	#2 23.9%	#3 11.5%	#3 19.6%	#11 0.0%
<b>Yomo</b> .....	#6 5.3%	#8 1.3%	#28 0.1%	#5 8.1%	#4 13.3%	#5 0.8%
<b>Latteria NÖM</b> .....	#5 7.2%	#23 0.2%	#27 0.1%	#10 1.1%	#17 0.4%	#6 0.7%
<b>Nestlé</b> .....	#9 2.7%	#20 0.4%	#15 0.7%	#15 0.6%	#19 0.1%	#8 0.3%
<b>Mila</b> .....	#8 3.2%	#5 2.4%	#7 1.9%	#7 3.8%	#6 4.1%	#3 4.6%
<b>Private Label</b> .....	#1 20.0%	#1 30.5%	#1 30.4%	#1 35.1%	#2 20.4%	#2 17.5%

Source: IRI Scanning data, January 1, 2023.

## The Greek Yogurt Market

In Greece, the dairy market consists of five principal product categories: yogurt, dairy desserts, milk, milk creams and cheese. Within these product categories, we focus primarily on the yogurt market. The Greek yogurt market was valued at approximately € 227.9 million for the fifty-two weeks ended January 1, 2023. We hold the leading position in the Greek yogurt market. The following table presents the size and growth rates of the Greek yogurt market (not including traditional yogurt, i.e. yogurt with a layer of fat on top) by volume and value for the years 2020, 2021 and 2022.

	Volume			Value		
	2020	2021	2022	2020	2021	2022
		(metric tons)			(€ thousands)	
<b>Yogurt.....</b>	57,097	55,769	52,302	226,158	218,726	227,877
% annual change.....		(2.3)%	(6.2)%		(3.3)%	4.2%

Source: IRI Combined data, January 2020 - December 2022.

*\* IRI survey figures are derived by extrapolation from a sample of an estimated 85% of the Greek yogurt market (not including traditional yogurt, i.e. yogurt with a layer of fat on top).*

Yogurt has traditionally been a staple of the Greek diet. For the fifty-two weeks ended January 1, 2023, the Greek yogurt market (not including traditional yogurt) was approximately 52,300 metric tons in volume and approximately €227.9 million in value, representing a decline of approximately 6.2% and an increase of approximately 4.2%, respectively, compared to the fifty-two weeks ended January 2, 2022. Whereas the volume sales trend remains negative like the previous year, the value sales trend turned positive due to ongoing price inflation.

In contrast to other countries where yogurt is typically only a dessert or breakfast product, in Greece it is mainly consumed as a stand-alone snack or as part of a meal. The Greek yogurt market is very competitive. Our principal competitors are Kri-Kri and Vivartia S.A. (formerly Delta). We also compete with various private label products, Dodoni, Olympos, Friesland/Campina, Mevgal, Danone, Farma Koukaki and a number of other regional and local dairy businesses, as well as other foreign dairy companies.

The following table presents the main participants in the Greek yogurt market, together with their market positions by volume and value for the year ended December 31, 2022.

	Yogurt (Volume) *	Yogurt (Value) *
	#1	#1
<b>FAGE.....</b>	20.2%	22.2%
	#2	#4
<b>Private Label.....</b>	17.8%	10.1%
	#3	#2
<b>Kri Kri.....</b>	15.7%	15.8%
	#4	#3
<b>Vivartia .....</b>	11.0%	15.0%
	#5	#6
<b>Dodoni .....</b>	7.0%	5.9%
	#6	#5
<b>Olympos.....</b>	7.0%	8.8%
	#7	#8
<b>Friesland/Campina .....</b>	4.8%	4.5%
	#8	#7
<b>Mevgal.....</b>	4.2%	4.7%
	#9	#9
<b>Danone.....</b>	3.0%	4.1%
	#10	#10
<b>Farma Koukaki .....</b>	2.5%	2.5%
	93.2%	93.6%

Source: IRI Combined data, yearly figures, year ended January 1, 2023.

\*The figures do not include traditional yogurt.

## BUSINESS

### Overview

We are a leading international dairy company with a focus on yogurt. We have significant sales in the U.S. yogurt market, growing international sales outside of the United States, and leading market positions in the Italy, U.K. and Greek yogurt markets. We have grown from our origins in Greece in 1926 to become an international company with sales in approximately 30 countries in Europe, the Americas, Asia and Africa. For the year ended December 31, 2022, we generated sales of \$552.3 million and EBITDA of \$84.8 million.

We market, advertise and sell our yogurt worldwide under the *FAGE® Total®* brand. We believe that this highly recognized brand conveys an image of superior taste, quality and authenticity and enables us to enter new markets, expand our business in existing markets and bring new products to market. Our yogurt brand is the fourth largest yogurt brand in the United States in terms of sales, and our plain yogurt is the leading plain yogurt in the U.S. market in terms of sales. For the year ended December 31, 2022, approximately 61.8% of our sales and 59.0% of our EBITDA were generated in the United States and 38.2% of our sales and 41.0% of our EBITDA were generated in Europe, primarily in the United Kingdom, Italy and Greece. For the year ended December 31, 2022, our sales breakdown by geography was 61.8% in the United States, 25.3% in Europe (mainly the United Kingdom and Italy) and other markets, and 12.9% in Greece.

The products that we manufacture are produced in our state-of-the-art, highly automated facilities in the United States and Greece. Our U.S. manufacturing facility, located in Johnstown, New York, started commercial production in April 2008 and is the largest of our facilities in terms of production capacity. It manufactures yogurt products for the U.S. market and the rest of the Americas. We have two facilities in Greece: one for yogurt products and a second for cheese products. Our total number of full-time employees as of December 31, 2022 was approximately 795. We distribute our products to approximately 300 grocery store chains, which sell *FAGE®* products in approximately 50,000 of their stores in approximately 30 countries, primarily in the United States and throughout Europe. We also sell our products to bakeries, confectionaries, dairy stores and other smaller convenience stores.

For the year ended December 31, 2022, we had sales of \$552.3 million and EBITDA of \$84.8 million. Sales and EBITDA for the year ended December 31, 2021 amounted to \$535.6 million and \$74.9 million, respectively.

As we continue to grow our business and expand our sales volumes in Europe, we plan to supplement our production capacity at our Greek facilities with additional production capacity in Europe by constructing our New Manufacturing Facility. We plan to employ the same state-of-the-art technology and processes in the New Manufacturing Facility that we use in our U.S. production facility. When fully operational, we anticipate that the New Manufacturing Facility initially will contribute an additional 40,000 tons of yogurt production capacity annually.

The FAGE Group has been continuously owned since it was founded in 1926 by the family of Mr. Athanassios Filippou. FAGE International S.A. is a corporation organized under the laws of the Grand Duchy of Luxembourg. FAGE USA is a corporation organized under the laws of the State of New York and a direct wholly owned subsidiary of FAGE International.

### Competitive Strengths

We believe that our position as one of the leading dairy companies in the markets in which we compete can be attributed to, and will continue to be supported by, a number of competitive strengths, which include the following:

*Strong Trademark and Brand Image.* We believe the *FAGE® Total®* trademark conveys an image of superior taste, quality and authenticity that has allowed us to reinforce and expand our leading positions in the yogurt market in the United States, Greece and other international markets. We believe that we pioneered the Greek yogurt market by being the first company to introduce branded yogurt products in Greece and our brand has been instrumental in changing consumer preferences and driving the growth of this market internationally. We have been recognized in an October 2014 survey conducted by Consumer Reports® for the top quality of our products. Out of 27 plain and vanilla Greek yogurts that were evaluated in this survey, *FAGE® Total 2% Fat* yogurt, *FAGE® Total®* yogurt and *FAGE® Total® 0%* yogurt ranked first, second and seventh, respectively, for plain Greek yogurts and *FAGE® Fruyo® Nonfat* yogurt ranked second for vanilla Greek yogurts. Since 2014, *FAGE® Total 2% Fat* yogurt, *FAGE® Total®* yogurt and *FAGE® Total® 0%* yogurt continue to rank as the top plain Greek yogurt in many health and wellness publications, showing that FAGE products are much-loved and recognized for their distinctive taste, simple ingredients and milkfat offerings.

*Distinctive Products of Superior Quality.* We believe that our products are recognized by consumers for their superior quality and taste. This reputation for product quality has been built during our 97-year history through advanced technical expertise and significant investment in sophisticated production facilities. We offer some of the most distinctively Greek yogurt products. We believe that our strained yogurt, which is produced using our own proprietary recipe and process, has a fuller, richer taste and a thicker texture than that of other yogurts sold in the United States and Europe. We believe that our superior product quality and distinctive product offering has allowed us to expand internationally and will continue to provide growth opportunities in international markets. In addition to our premium product positioning, we have a strong focus on innovation.

*Leading Positions in Core Markets.* We have category-leading positions in our core markets of the United States, Italy, the United Kingdom and Greece.

- In the United States, we are the fourth largest producer of branded yogurt overall and the number one producer of plain branded yogurt in terms of sales, with a market share of approximately 29.0% in that segment.
- In Italy, we are the number one branded plain yogurt producer overall in terms of sales.
- In the United Kingdom, we are the third largest producer in terms of sales of Greek, Greek-style and Natural branded yogurt.
- We are the number one yogurt producer in Greece in terms of sales.

*State-of-the-Art Production Facilities and Processes.* Between January 1, 2018 and December 31, 2022, we made cumulative capital investments of \$108.3 million, including an investment of \$63.0 million for the completion of the expansion of the production facility in the United States, which started commercial production in April 2008. Our U.S. manufacturing facility currently has capacity to produce 160,000 tons of yogurt annually, which we estimate will enable us to meet the demand for our products for at least the next five years and further optimize our production costs. Our capital expenditure and investment program as well as our active management of our entire manufacturing footprint have allowed us to benefit from higher productivity, lower production costs and improved operating efficiencies, as increased automation and greater capacity utilization have lowered our per unit production costs. We believe that our production processes afford us a competitive advantage as they enable us to produce distinctive products of the highest quality. We protect our manufacturing know-how vigorously and invest extensively in our people to ensure that they follow the highest standards of production.

*Strength of Management.* We are owned and strategically led by the Filippou family, which has been active in the dairy industry for the past 97 years. The Filippou family has successfully introduced several innovative trends in the dairy industry, particularly over the last 34 years. For example, the Filippou family developed the packaged yogurt, one of the most profitable products in the Greek dairy market. Our present management team has made strategic decisions to support and strengthen our competitive position and profitability, and has demonstrated leadership in expanding the FAGE Group from its origins in Greece to international markets, particularly the United States, Italy and the United Kingdom, including the successful implementation of the Group's new production facilities. Our strong corporate culture and loyal shareholders, management and employees have enabled us to successfully weather significant macroeconomic challenges and to continue to expand our business over our nine-decade history.

## **Business Strategy**

Our general strategy is to reinforce and expand our leading market positions through continued investment, innovation and promotion, further develop our existing international operations and penetrate new international markets.

*Grow Our Business in the United States.* Since we introduced our *FAGE® Total®* product line in the United States in 1998, consumers have responded very favorably to this authentic Greek yogurt and sales have grown considerably. Our sales volume in the United States has grown from 16,666 tons in 2009 to 70,485 tons in 2022. Based on our experience with yogurt sales in the United States in the past 24 years, management believes that there is growth potential for our yogurt products in the U.S. market through the introduction of new products and increased product penetration and distribution. Additionally, based on kilograms of yogurt consumed per capita in 2017, the U.S. market consumed yogurt in significantly lower amounts than Europe and Canada. On this basis, we believe that there is scope for growth in the U.S. market. We believe we are well-positioned to capitalize on U.S. demand for yogurt products. Since January 1, 2008, our cumulative investment in our state-of-the-art, highly automated production facility in the United States, which started commercial production in April 2008, amounted to \$473.3 million as of December 31, 2022. Our production capacity at Johnstown has reached a total of approximately 160,000 tons of yogurt annually. We believe that our U.S. plant's production capability and standards are among the highest in the dairy industry, both in terms of technology and operating efficiency.

*Expand Production Capacity and Grow Our Business in Europe and Other International Markets.* As we continue to expand our business in Europe, we plan to supplement our production capacity at our Greek facilities with additional production capacity in Europe by constructing our New Manufacturing Facility. We intend to employ the same state-of-the-art technology and processes in the New Manufacturing Facility that we use in our U.S. production facility. We expect to invest approximately \$170.0 million to construct the New Manufacturing Facility, of which \$14.8 million already has been invested by December 31, 2022, all or substantially all of which will be funded through our operating cash flows. When fully operational, we expect that the New Manufacturing Facility initially will contribute an additional 40,000 tons of yogurt production capacity annually. Pending completion of the New Manufacturing Facility, production at our yogurt facility in Greece is increasing in order to accommodate growing European demand. We plan to continue making investments to streamline the production and distribution of our products internationally. We also plan to continue to grow our activities in other international markets and intend to continue to actively pursue opportunities to introduce our products to new geographic areas.

*Continue to Develop, Launch and Promote New and Innovative Product Lines.* Our product development effort will be focused on further expanding our product offerings in the yogurt market by introducing new, higher-margin yogurt products, launching new fruit yogurt products and introducing new products in the fermented dairy products category.

*Further Improve Efficiency and Profitability.* Our management is committed to improving the efficiency of our production and distribution processes in order to enhance our profitability. Production at our U.S. facility has significantly enhanced the profitability of our U.S. operations. We have achieved significant savings by re-engineering our Greek production facilities and by consolidating our raw milk supply chain and rationalizing our product mix. We believe that the New Manufacturing Facility will contribute to further margin improvements through lower production costs and transportation costs as compared to our existing Greek facilities. We have also enhanced efficiency by negotiating more favorable terms with our suppliers and eliminating lower-margin products from our product portfolio. As part of this effort, we have ceased the production and distribution of certain of our smaller product lines in favor of higher-margin products with broader appeal in different markets. We plan to further develop our product offering and promote higher-margin products.

## **Company History**

We are owned and strategically led by the Filippou family, which has been involved with the Greek dairy industry for the past 97 years. Today, third-generation members of the Filippou family run and manage our operations and lead our expansion in international markets. The FAGE Group is the successor to a business founded in 1926 by the establishment of the first dairy shop in Athens by the family of Mr. Athanassios Filippou, the grandfather of today's Chief Executive Officer and Chairman. In 1954, Mr. Ioannis Filippou, son of Mr. Athanassios Filippou, entered the family business and helped to create the first wholesale distribution network for yogurt. By 1964, the first yogurt and pastry production facility in Galatsi, Athens was founded by the two sons of Mr. Athanassios Filippou, Messrs. Ioannis and Kyriakos Filippou. In 1975, the yogurt plant was relocated from Galatsi to the property that we own at Metamorfossi in Attica, where our largest production facility in Greece remains to this day.

During the period from our inception until the mid-1970s, we were involved primarily in the small-scale production and distribution of traditional Greek yogurt. Until that time, retail outlets typically sold yogurt as a commodity product in bulk quantities, and the consumer often was unaware of the manufacturer. In 1975, we were the first company to introduce branded yogurt products into the Greek market. These products, which carried the *FAGE*® trademark, were sold in smaller, sealed tubs and presented in attractively designed packaging. Over the last four decades, branded yogurt products have steadily replaced the traditional bulk varieties, transforming the Greek yogurt industry into a predominantly branded market.

From our roots as a local Athens dairy producer, we have expanded throughout Greece as well as internationally. We began exporting yogurt to the United Kingdom and Italy in 1983 and to the United States in 1998. We enjoy a strong market presence in the United States and key European countries such as Italy and the United Kingdom.

In June 2000, FAGE USA Holdings, Inc. (formerly FAGE USA, Corp.; now merged with, and into, FAGE USA Dairy Industry, Inc.) was incorporated as a wholly owned subsidiary of FAGE Greece, which was then the parent company of the FAGE Group, to import, distribute and promote *FAGE*® *Total*® in the U.S. market. After only four years of sales in the United States and with sales of 2,146 tons of imported yogurt in 2004, we saw significant growth potential for our yogurt products in the U.S. market. In late 2004, we decided to invest in new manufacturing capacity in the United States in order to meet current and future demand and increase the profitability of our U.S. sales through the elimination of transportation costs and import duties. In February 2005, we established FAGE USA Dairy Industry, Inc., formerly a wholly owned subsidiary of FAGE USA Holdings, Inc., to build and operate a state-of-the-art yogurt manufacturing facility in Johnstown, New York. Our initial plan was to invest \$33.0 million, to build a facility with an annual capacity of 6,000 tons. While we were designing and constructing the new facility, U.S. sales growth and customer feedback were so strong that our management team instructed our engineers to increase the facility's capacity, first to 12,000 tons and then gradually to its current capacity of 160,000 tons. The facility started commercial production in April 2008. Since June 2008, all of the yogurt that we sell in the United States has been produced at our manufacturing facility in Johnstown, New York.

In 2021, we introduced in Europe a new Lactose-Free yogurt brand, *BeFree*®, and we also introduced the *Total*® *Blended* yogurt to satisfy more consumers' needs. During 2020, we launched *BestSelf*® as a lactose-free option.

On October 1, 2012, the FAGE Group completed an internal restructuring designed to enhance the efficiency of its corporate structure and to better reflect the increasingly international nature of our business. As a result of the restructuring, FAGE International S.A. ("Old FAGE Parent"), which was incorporated on September 25, 2012 in Luxembourg and was beneficially owned and controlled by Messrs. Ioannis and Kyriakos Filippou, became the parent company for all of our subsidiaries. Our operations in Greece are conducted through our Greek subsidiary, FAGE Greece (our former parent company). Until September 30, 2014, our operations outside of Greece were conducted through our Luxembourg subsidiary, FAGE Luxembourg S.à r.l. ("FAGE Luxembourg").

On September 30, 2014, Old FAGE Parent merged with and into FAGE Luxembourg. Simultaneously with the merger, FAGE Luxembourg (the surviving company in the merger) changed its name to FAGE International S.A.

On October 15, 2018, our subsidiary FAGE Italia S.r.l. merged with and into FAGE International.

On December 20, 2019, FAGE USA, Corp. merged with and into FAGE USA Dairy Industry, Inc.

On January 15, 2020, FAGE USA Holdings, Inc. merged with and into FAGE USA Dairy Industry, Inc.

## Products

Our principal product is Greek yogurt. We believe that Greek yogurt has a fuller, richer taste and a thicker texture than that of other yogurt sold in the United States and other parts of Europe. These distinctive characteristics have developed through the use of different ingredients and production processes. Our yogurts are made according to our family recipe using our proprietary production methods. To make our strained yogurt, we pasteurize the milk and add our own yogurt culture for a slow fermentation process. The yogurt culture is produced at our plant and helps to create the distinctive *FAGE® Total®* yogurt flavor. The yogurt then undergoes our proprietary straining process, which removes the watery whey and gives our yogurt its thick, creamy texture.

Our yogurt products include: strained and set yogurts made from milk, cream and yogurt culture; low-fat and fat-free yogurt made using skimmed milk; yogurts with honey, strawberries and other fruits; and yogurts flavored or mixed with fruit juice, fruit pieces, fruit preserves, cereals and other ingredients. We were the first company in Greece to offer products in the enriched food and children's yogurt sectors.

Our five major yogurt brands are *Total®*, *Ageladitsa®*, *Fruyo®*, *TruBlend®* and *Junior®*. The *Total®* line is a strained yogurt made from cow's milk or skimmed cow's milk and is produced in several variations including *Total®* plain and *Total® Split Cup®* with sweet fruit preserves and honey, in variants of 5%, 2% and 0% fat. *Ageladitsa®* is a set yogurt made from cow's milk and is produced in three variants: *Ageladitsa®* (classic, 4% fat), *Ageladitsa® 2%* (low-fat) and *Ageladitsa® 0%* (fat-free). *Fruyo®* is a strained yogurt with fruit pieces blended in that is available in several fruit flavors in non-fat and low-fat varieties, responding to consumer desires for a tastier and thicker fruit yogurt. The *TruBlend®* line is a low-fat blended Greek strained yogurt produced in seven flavor varieties all of which contain no added sugar and no sweeteners, responding to consumers looking for tasty low-sugar yogurt options. During 2021, we also introduced in Europe a new Lactose-Free yogurt brand, *BeFree®*, to satisfy more consumers' needs.

## Sales and Marketing

We seek to increase sales to our customer base, which primarily consists of food retailers, by promoting consumer loyalty to products carrying the *FAGE®* brand and our other brand lines. We believe that consumer loyalty and product preference are the main drivers of our sales, and that retailers stock our goods in response to consumer demand for such products. We support our brands and products by engaging in integrated marketing and communication programs designed to further strengthen the position and value of our brands.

The largest part of our advertising expenditure is for digital advertising – social media and pre-roll videos - and we also invest in TV and directly in retailers' points of sales. Beginning in 2011, we have actively engaged in Internet social media, and our footprint has steadily increased. As of 2022, our Facebook page has more than 2.2 million fans globally and we are present also on Instagram, Twitter, Pinterest and TikTok in several countries. In 2019, we completely renewed all our websites in terms of technology and content for each country, so that consumers around the world have access to updated information about our products as well as ideas for cooking and healthy living. In 2020, we launched a new international TV and digital campaign for *FAGE® Total®* with the slogan "*Plain Extraordinary*". This campaign is currently airing simultaneously in the United States, the United Kingdom, Italy, Greece and the Netherlands to celebrate the simplicity, versatility and premium quality of our product.

Trade marketing activities, undertaken in cooperation with supermarkets and other retailers, typically target higher-volume sales and consist mainly of price reductions. Consumer promotional activities include our major brands and newly introduced products. Other promotional activities include prominent in-store displays, marketing activities with key accounts. We strive to enhance our long-term relationships with our food retailers by offering greater product variety, better service and more value than our competitors offer. In addition, we employ key account managers to drive our sales and sales account representatives responsible for ensuring the broad distribution and sale of our products through retail outlets.

To promote international sales of our yogurt products in countries other than those that we serve through our sales force, we rely on our network of distributors. *FAGE* yogurt is marketed as authentic Greek recipe strained yogurt, made with *FAGE*'s proprietary method using only milk and *FAGE*-made yogurt cultures, that is of superior taste, quality and authenticity.

## Customers

We distribute our products to approximately 300 grocery store chains, which sell *FAGE®* products in approximately 50,000 of their stores in 30 countries, primarily in the United States and throughout Europe. We also sell our products to bakeries, confectionaries, dairy stores and other smaller convenience stores. No single customer accounted for more than 5.2% of our sales in 2022. We believe that the wide availability of our products enhances our strong brand image, which further assists in maintaining consumer demand for *FAGE®* products.

## Distribution

We distribute our products to the U.S. market from our U.S. production facility directly to regional and national grocery store chains and warehouse chains and indirectly, through national and regional grocery distributors, to independent and local stores. Deliveries are arranged with common carriers.



We distribute our products to the Greek market through an extensive and well-organized distribution network using our own vehicles as well as vehicles owned by our distributors and third-party transport service providers.

We distribute our products to other international markets through independent third party logistics providers in 11 countries and through distributors in 19 countries. Products sold to our customers outside of the Americas and Greece are shipped from Greece and delivered to approximately 25,000 retail outlets in the countries of destination.

### **Suppliers and Raw Materials**

The principal raw materials used in our fresh dairy products are fresh cow's milk, semi-processed cow milk cheese mass (baski), skimmed condensed milk, milk cream, and the fruit preparation and other ingredients that are included in certain of our yogurt products. We use plastic, aluminum foil and parchment paper for primary packaging materials. Raw materials are purchased from multiple suppliers in the United States, Greece and other parts of the European Union, and we are not dependent on any single supplier. We also purchase non-food materials, such as plastic lids, corrugated paper, paperboard and other packaging material for secondary and tertiary packaging, from multiple suppliers.

We select our suppliers based on an assessment of their quality, punctuality in delivery, consistent performance and ongoing cooperation. While we do not have any long-term written supply contracts, we have not experienced any significant problems in supplying our operations. Management believes that our sources of raw materials are adequate for our anticipated needs.

### **Competition**

We face competition from a number of different manufacturers of varying sizes in the United States, Italy, the United Kingdom, Greece and throughout the world. Our principal competitors all have substantial financial, marketing and other resources. Competition is based on product innovation, price, product quality, brand recognition and loyalty, effectiveness of marketing, promotional activity, and the ability to identify and satisfy consumer preferences. Our principal strategies for competing include product innovation based on consumer feedback and continuous research and development, superior product quality, innovative advertising, product promotion and an efficient supply chain and price. In most product categories, we compete not only with other widely advertised branded products, but also with regional brands and with generic and private label products that are generally sold at lower prices.

### **Governmental Regulation**

FAGE USA Dairy Industry, Inc. and our operations in the United States are subject to regulation by the U.S. Food and Drug Administration, the U.S. Department of Agriculture and the U.S. Federal Trade Commission under applicable laws relating to the use, manufacture, packaging, registration, licensing, labeling, distribution, storage, marketing, development, processing, advertising, transportation or sale of its food products (including the U.S. Federal Food, Drug and Cosmetic Act, as amended, the Agricultural Marketing Act of 1946, as amended, the Public Health Security and Bioterrorism Preparedness and Response Act of 2002, the Food Allergen Labeling and Consumer Protection Act of 2004, the U.S. Federal Trade Commission Act, the Organic Food Productions Act of 1990, the Sanitary Food Transportation Act, the Nutrition Labeling and Education Act of 1990, the Fair Packaging and Labeling Act, the FDA Food Safety Modernization Act and, in each case, the rules, regulations and guidelines promulgated thereunder), as well as laws and regulations administered and enforced by the New York State Department of Agriculture and Markets.

Luxembourg and Greece are members of the European Union, and as a result we are subject to certain regulations adopted by the European Union.

Pursuant to EU directives, the Greek government has implemented regulations respecting the production, packaging, labeling, storage and transportation of milk and dairy products. In accordance with such regulations, among other required steps, we have implemented the HACCP Standard, a systematic approach to the recognition and control of potential hazards in the production process.

We are also subject to certain employee safety regulations, including regulations issued pursuant to the U.S. Occupational Safety and Health Act. These regulations require us to comply with certain manufacturing safety standards to protect our employees from accidents. We believe that we are in material compliance with all employee safety regulations applicable to our business.

### **Environmental Matters**

Our business operations and ownership and operation of real property are subject to a broad range of environmental laws and regulations in each of the jurisdictions in which we operate, including Greek, EU, and U.S. federal and state laws and regulations. These laws and regulations impose increasingly stringent environmental protection standards on us and affect air emissions, wastewater discharges, the use and handling of hazardous materials, noise levels, waste disposal practice and environmental clean-up, among other things. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination at our or other sites or the imposition of new cleanup requirements could require us to incur future costs that would have a negative effect on our results of operations or cash flow. Environmental

laws can impose cleanup liability on owners or occupiers of a contaminated property even if they did not cause the contamination and our properties have not been investigated for the presence of soil or groundwater contamination.

We believe that we are in substantial compliance with environmental laws and regulations and that currently we have no liabilities under environmental requirements that we would expect to have a material adverse effect on our business, results of operations or financial condition.

## Employees

Our total number of full-time employees as of December 31, 2022 was approximately 795. We promote the recruitment, development and retention of well-qualified managers and employees. U.S., Greek, U.K. and Luxembourg legislation provides for mandatory minimum wage levels for our employees. Pursuant to our agreement with the union representing our Greek employees, we typically pay our employees more than the legislation requires and provide certain additional employee benefits. We believe that our relationship with our employees is good and we have not experienced any work stoppages due to labor unrest in the last five years.

The following table sets forth a breakdown of employees by main category of activity:

	<b>Number of Employees</b>
Production process .....	550
General and administrative .....	102
Selling and distribution .....	143
	<u>795</u>

## Research and Development

We place significant emphasis on our research and development activities. Our Quality Assurance and Research and Development (“QARD”) division is staffed by 47 employees who work in four laboratories in three different locations, with our main QARD facility located at our Athens plant. Most of our QARD employees have many years of experience in the dairy sector and some have advanced degrees.

Our QARD activities include development of new products as well as regular review of product quality, safety parameters and legal compliance for existing products. Over the last five years, we have developed approximately 100 new product variants of yogurt, cheese, milk creams and dairy desserts. Based on our experience, we expect to be able to develop approximately 20 new product varieties per year. We continuously research new ingredients and alternative sources of supplies to improve the quality of our products and manage our costs. Our QARD division also develops and implements food safety and manufacturing and quality assurance programs for our production lines in accordance with international standards, as audited by accredited certification organizations. Such quality assurance programs were instrumental in the extension of our production technology for our strained yogurt product line in our U.S. facility.

## Certifications

All of our production facilities maintain certain certifications according to relevant standards. For example, our Athens plant maintains certifications according to the following standards, among others:

- Quality Management System ISO 9001:2015;
- Food Safety Management System ISO 22000:2018;
- Food Safety Management System IFS FOOD; and
- Food Safety Management System BRC Global Standard.

Our U.S. facility is certified according to Safe Quality Foods standard SQF Food Safety Code. IFS FOOD, BRC Global Standard for Food Safety and SQF Food Safety Code are recognized by the Global Food Safety Initiative (GFSI).

## Trademarks

All of our products are marketed under registered trademarks. We consider our *FAGE*® trademark, as well as our other major product brands, to be important competitive advantages and material to our business. We actively take steps to protect our intellectual property rights when and where we deem appropriate. Trademarks are registered in the United States, the European Union, Greece and certain other countries.

## Properties

The following table sets forth our principal owned properties:

<b>Location</b>	<b>Approximate Building Area (in square meters)</b>
Metamorfossi, Athens, Greece (Yogurt Facility) .....	52,729
Johnstown Industrial Park, Johnstown, New York, U.S.A. (Yogurt Facility) .....	40,035
Trikala, Greece (Cheese Facility) .....	4,095

Our main Greek facility in Metamorfossi, Athens, houses our principal yogurt production facilities. As of December 31, 2022, we also leased two properties, of which one is in the United States and one is in Luxembourg. These leased properties consist of office space. Most of the commercial leases will expire between 2023 and 2028.

In 2021, we announced our plan to build the New Manufacturing Facility in the Riegmeer Hoogeveen business park in the Netherlands and we have signed an option contract for a 15-hectare plot with the municipality of Hoogeveen. We are working closely with the relevant authorities towards the realization of our New Manufacturing Facility, which we expect will be operational in the first half of 2026.

## Insurance

We maintain the types and amounts of insurance coverage that we believe are consistent with customary industry practices in the jurisdictions in which we operate and consider our insurance coverage to be adequate for our business. Our insurance policies cover product liability, employee-related accidents and injuries, property damage, machinery breakdowns, fixed assets, facilities and liability deriving from our activities.

## Legal Proceedings

From time to time, lawsuits have been filed against FAGE Greece by dairy farmers who supplied the company during the period from 2001-2007, claiming damages and loss of income due to alleged violations of the rules of Greek anti-trust law relating to FAGE Greece's case with the Hellenic Competition Commission, which was irrevocably closed in 2013. The Group believes it has recognized adequate and sufficient provisions for any probable costs for these lawsuits.

We are, from time to time, involved in various other legal proceedings incidental to the conduct of our business. Management does not believe that the outcome of any of such current legal proceedings will have a material adverse effect on our financial condition or results of operations.

## MANAGEMENT

The following table identifies each of the directors and executive officers of FAGE International. Directors are elected for a term of six years or until their successors are elected and qualified. The address of each director and executive officer of FAGE International is 145, Rue du Kiem, L-8030 Strassen, Luxembourg.

Name	Age	Position
Athanassios-Kyros Filippou .....	54	Chairman, Chief Operating Officer and Director
Athanassios Filippou .....	57	Vice Chairman, Chief Executive Officer and Director
Robert Shea .....	61	Chief Financial Officer and Director
Alexios Alexopoulos .....	60	Chief Commercial Officer and Director
Spyridon Theodorou .....	56	Chief Engineering Officer and Director
Ioannis Ravanis .....	55	Director
Jeffrey Scipione .....	52	Director
Charalampos Krommydas .....	52	Director
Alexandre Nazon .....	45	Director

**Mr. Athanassios-Kyros Filippou** has been the Chairman of the Board of Directors of FAGE International since its inception in September 2012 and Chief Operating Officer of FAGE International since December 2016. He is the Chairman of the Board of Directors of FAGE USA. He was a Vice Chairman of FAGE Greece from 2006 to 2010, its Chairman of the Board of Directors from 2010 to 2012, its Vice Chairman and Chief Executive Officer from December 2012 to December 2016 and a Director since 1994. He also currently holds the position of Chairman of the Board of Directors of EMFI S.A. (formerly *Hellenic Milk and Flour Industry S.A.*) (“*EMFI*”), Mornos S.A. (“*Mornos*”), Palace S.A. (“*Palace*”) and EAGLE Holdings S.A. (formerly EVGA HOLDINGS S.A.) (“*Evga*”). Previously, he served as the Chief Executive Officer of EMFI until January 30, 2017, the Chief Executive Officer of Mornos until December 6, 2016 and the Chief Executive Officer of Evga until February 14, 2017. Earlier, he served as a director of Palace and its Vice Chairman from 2004 to 2011. He is the son of Mr. Kyriakos Filippou. See “Ownership of Share Capital” and “Related Party Transactions”.

**Mr. Athanassios Filippou** has been Vice Chairman and Chief Executive Officer of FAGE International since its inception in September 2012. He is the Vice Chairman and Chief Executive Officer of FAGE USA. He has been the Chief Executive Officer and a Director of FAGE Greece since October 2019. He previously served as the Chief Executive Officer of FAGE Greece from 2006 to 2012 and as a Director of FAGE Greece from 1994 to 2012. He is the son of Mr. Ioannis Filippou. See “Ownership of Share Capital” and “Related Party Transactions”.

**Mr. Robert Shea** has been Chief Financial Officer since March 2020 and has been a Director of FAGE International since its inception in September 2012. He is also the Secretary, Treasurer and Chief Financial Officer and a Director of FAGE USA. Previously he held the position of Financial Controller and Director of FAGE USA from May 2008 to May 2010. Prior to joining FAGE USA, he was an Associate V.P. of Sanofi-Aventis Pharmaceuticals, Inc. (“*Sanofi*”) and held various other positions within Sanofi and its predecessor companies since 1992.

**Mr. Alexios Alexopoulos** has been Chief Commercial Officer since December 2016 and a Director of FAGE International since February 2017. He was a Director of FAGE Greece from 2007 to 2016 and its Chief Commercial Officer from 2010 to 2016. He has been the President of FAGE U.K. Limited since 2015. He previously held the positions of Marketing and Communication Director from 2002 to 2007 and Deputy Commercial Director from 2007 to 2010.

**Mr. Spyridon Theodorou** has been Chief Engineering Officer since January 2016 and a Director of FAGE International since February 2017. Previously he held various managerial positions in FAGE Greece’s Technical Department since 1991.

**Mr. Ioannis Ravanis** has been a Director of FAGE International since its inception in September 2012. He is also the Executive Vice President, Manufacturing and Operations and a Director of FAGE USA. He has been with the FAGE Group for his entire career, holding various positions of increasing responsibility. He moved to the United States in 2006 to oversee construction of our U.S. manufacturing facility.

**Mr. Jeffrey Scipione** has been a Director of FAGE International since June 2014. He also has been the Chief Commercial Officer since April 2018 and a Director of FAGE USA since June 2014. He was the Vice President of Sales & Marketing of FAGE USA from June 2014 to March 2018. Previously, he held the position of Business Manager of FAGE USA from 2011 to 2014. Prior to joining FAGE USA, he was the Business Development Manager of Spotless Punch, Inc. Mr. Scipione has over 18 years of U.S. sales and business development experience.

**Mr. Charalampos Krommydas** has been a Director of FAGE International since February 2017. He also has been the Chief Athens Plant Officer and a Director of FAGE Greece since October 2016. He previously held various managerial positions in FAGE Greece’s Production and Logistics Department since 1997.

**Mr. Alexandre Nazon** has been a Director of FAGE International since December 2020. He also has been the Finance Director of FAGE International since 2019. Previously he was a V.P. of AMPLEXOR International and held various other positions within AMPLEXOR International and its predecessor companies since 2003.

The following table identifies each of the directors and executive officers of FAGE USA. Directors hold office until the next annual meeting of stockholders of FAGE USA and until their successors are elected and qualified. Officers hold office until their successors are elected and qualified. The address of each director and executive officer of FAGE USA is 1 Opportunity Drive, Johnstown Industrial Park, Johnstown, New York 12095, U.S.A.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Athanassios-Kyros Filippou .....	54	Chairman
Athanassios Filippou .....	57	Vice Chairman and Chief Executive Officer and Director
Robert Shea .....	61	Secretary, Chief Financial Officer and Director
Ioannis Ravanis .....	55	Executive Vice President, Manufacturing and Operations and Director
Jeffrey Scipione .....	52	Chief Commercial Officer and Director
Charlotte Gross .....	56	Director

The following is biographical information for each of the directors and executive officers of FAGE USA who is not a director or executive officer of FAGE International or FAGE Greece.

**Ms. Charlotte Gross** has been a Director of FAGE USA since December 2020. She also has been the Accounting Director of FAGE USA since April 2020. She was the Accounting Manager of FAGE USA from May 2008 to March 2020. Prior to joining FAGE USA, she was the Accounts Payable Manager of Beechnut Nutrition Corp. Ms. Gross has over 30 years of U.S. accounting and finance experience.

The following table identifies each of the directors and executive officers of FAGE Greece. Directors are elected for a term of five years, which may be extended until the ordinary general meeting of shareholders that follows the end of this term, but cannot exceed six years. Officers hold office until their successors are elected and qualified. The address of each director and executive officer of FAGE Greece is 35 Hermou Street, 144 52, Metamorfossi, Athens, Greece.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Ioannis Filippou .....	87	Chairman of the Board
FAGE International S.A. ....	N.A.	Vice Chairman of the Board, represented by its Chairman, Mr. Athanassios-Kyros Filippou
Athanassios Filippou .....	57	Chief Executive Officer and Director
Dimitrios Filippou .....	54	Director (non-executive Director)
Dimitra Filippou .....	81	Director (non-executive Director)
Charalampos Krommydas .....	52	Chief Athens Plant Officer and Director
Theodoros Peppas .....	59	Financial Director and Director
Emmanuel Papaefthimiou .....	72	Director

The following is biographical information for each of the directors and executive officers of FAGE Greece who is not a director or executive officer of FAGE International or FAGE USA.

**Mr. Ioannis Filippou** is Chairman of the Board of FAGE Greece since December 2016. He had been FAGE Greece's Chairman or its Chief Executive Officer in alternate years from 1989 to 2005. He is the brother of Mr. Kyriakos Filippou. See "Ownership of Share Capital" and "Related Party Transactions".

**Mr. Dimitrios Filippou** is a non-executive Director of FAGE Greece. He was the Vice Chairman of the Board of Directors of FAGE Greece from December 2016 to October 2019 and was the Chairman of the Board of Directors of FAGE Greece from December 2012 to December 2016. He currently holds the positions of Chairman of the Board of Directors and Chief Executive Officer of Hellenic Quality Foods S.A. ("*HQF*") and Chairman of the Board of Directors and Chief Executive Officer of Vis S.A. ("*Vis*"). He is the son of Mr. Ioannis Filippou. See "Ownership of Share Capital" and "Related Party Transactions".

**Mrs. Dimitra Filippou** is a non-executive Director of FAGE Greece, a position she has held since 2002. She held the position of the Chairman of the Board of Directors of Palace from 2003 until October 2016. Mrs. Dimitra Filippou is the wife of Mr. Kyriakos Filippou. See "Ownership of Share Capital" and "Related Party Transactions".

**Mr. Theodoros Peppas** has been a Director of FAGE Greece since October 2019. He also has been the Financial Director of FAGE Greece since December 2016. He previously held managerial positions in FAGE Greece's Financial Department since 1997.

**Mr. Emmanuel Papaefthimiou** is a Director of FAGE Greece, a position he has held since 1995. He was the Exports/Imports Logistics Manager of FAGE Greece from 1984 to 2005.

## Compensation of Directors and Executive Officers

We paid an aggregate of \$11.2 million and \$11.5 million for the years ended December 31, 2022 and 2021, respectively, to our executive officers and directors. We have no share option or other share-based compensation. Of these amounts, \$7.5 million and \$7.8 million have been paid to our shareholders and certain family members who are our affiliates in the years ended December 31, 2022 and 2021, respectively.

## OWNERSHIP OF SHARE CAPITAL

### FAGE International

FAGE International is beneficially owned and controlled by members of the family of our late founder, Mr. Athanassios Filippou.

### FAGE USA

FAGE USA is wholly owned by FAGE International.

## RELATED PARTY TRANSACTIONS

### Transactions with Family-Owned Companies

Members of the controlling families (including Messrs. Athanassios Filippou, Athanassios-Kyros Filippou and Dimitrios Filippou) own interests, directly and indirectly, in several companies. We purchase goods and services from certain of such companies in the ordinary course of our business. We believe that in each case the terms of such transactions are comparable to those that would be attainable by us in the ordinary course of business from unaffiliated third parties under similar circumstances. The following briefly describes the material transactions between such companies.

*Mornos S.A. ("Mornos"):* We purchase plastic yogurt tubs, aluminum yogurt tub tops and other packaging products from Mornos. This company is controlled by a company owned by Mr. Athanassios-Kyros Filippou and members of his family. Mr. Athanassios Kyros Filippou is the Chairman of the Board of Directors of Mornos and was its Chief Executive Officer until December 6, 2016. Our purchases from Mornos totaled \$13.5 million and \$14.4 million for the years ended December 31, 2022 and 2021, respectively.

*Vis S.A. ("Vis"):* We purchase packaging materials from Vis, a public company that is listed on the Athens Exchange. Mr. Ioannis Filippou and a company that he beneficially owns collectively owned 85.74% of Vis as of December 31, 2022. Mr. Dimitrios Filippou is the Chairman of the Board and Chief Executive Officer of Vis. Our purchases from Vis totaled \$1.0 million and \$0.9 million for the years ended December 31, 2022 and 2021, respectively.

*EMFI S.A. (formerly Hellenic Milk and Flour Industry S.A.) ("EMFI"):* EMFI is controlled by a company owned by Mr. Athanassios-Kyros Filippou and members of his family. Mr. Athanassios-Kyros Filippou is the Chairman of the Board of Directors of EMFI. Currently, EMFI produces ice cream products, croissants and sweet doughs. From time to time, we sell to EMFI various raw materials for its products. Purchases from EMFI totaled \$0.1 million and \$0.0 million for the years ended December 31, 2022 and 2021, respectively. Sales to EMFI totaled \$0.4 million and \$0.1 million for the years ended December 31, 2022 and 2021, respectively.

*Dimitrios Nikolou Single Member P.C. ("Dimitrios Nikolou"):* Mr. Dimitrios Nikolou is the son of Ioannis Nikolou, who is the brother-in-law of Mr. Ioannis Filippou and one of our former sales representatives. Dimitrios Nikolou Single Member P.C. on August 31, 2018 succeeded the company of Ioannis Nikolou, assuming its liabilities. As a sales representative, Dimitrios Nikolou distributes and sells our products and derives a standard commission on the sale of such products. We determine the commissions offered to our sales representatives in a uniform manner. Commissions paid by us to Dimitrios Nikolou totaled \$0.1 million for each of the years ended December 31, 2022 and 2021. Our sales to Dimitrios Nikolou totaled \$0.1 million for each of the years ended December 31, 2022 and 2021. In January 2023, Dimitrios Nikolou terminated his sales relationship with the Group.

*Alpha Phi S.à r.l.: Alpha Phi S.à r.l. ("Alpha Phi")* was a company owned by the Filippou family. It provided consulting services to the FAGE Group. Services provided to the Group by Alpha Phi for the year ended December 31, 2021 amounted to \$3.6 million. Alpha Phi also purchased administrative services and subleased office space from the Group. Services purchased and rents provided by the Group to Alpha Phi for the year ended December 31, 2021 amounted to \$0.0 million. Alpha Phi S.à r.l. was dissolved in 2021.

*Theta Phi S.à r.l.: Theta Phi S.à r.l. ("Theta Phi")* was a company owned by the Filippou family. It provided consulting services to the FAGE Group. Services provided to the Group by Theta Phi for the year ended December 31, 2021 amounted to \$3.6 million. Theta Phi also purchased administrative services and subleased office space from the Group. Services purchased and rents provided by the Group to Theta Phi for the year ended December 31, 2021 amounted to \$0.0 million. Theta Phi S.à r.l. was dissolved in 2021.

*Iota Alpha Phi S.à r.l.: Iota Alpha Phi S.à r.l. ("Iota Alpha Phi")* is a company owned by the Filippou family. It purchases administrative services and subleases office space from the Group. Services purchased and rents provided by the Group to Iota Alpha Phi amounted to \$0.0 million for each of the years ended December 31, 2022 and 2021.

*Kappa Alpha Phi S.à r.l.: Kappa Alpha Phi S.à r.l. ("Kappa Alpha Phi")* is a company owned by the Filippou family. It purchases administrative services and subleases office space from the Group. Services purchased and rents provided by the Group to Kappa Alpha Phi amounted to \$0.0 million for each of the years ended December 31, 2022 and 2021.

*Iota Phi S.à r.l.:* Iota Phi S.à r.l. (“Iota Phi”) is a company owned by the Filippou family. It purchases administrative services and subleases office space from the Group. Services purchased and rents provided by the Group to Iota Phi amounted to \$0.0 million for each of the years ended December 31, 2022 and 2021.

*Kappa Phi S.à r.l.:* Kappa Phi S.à r.l. (“Kappa Phi”) is a company owned by the Filippou family. It purchases administrative services and subleases office space from the Group. Services purchased and rents provided by the Group to Kappa Phi amounted to \$0.0 million for each of the years ended December 31, 2022 and 2021.

### Compensation to Family Members

In addition to the relationships described above, certain members of the Filippou family are directors of various entities that (i) are in the FAGE Group or (ii) provide various services to us. The aggregate compensation paid by the Group in this respect for the years ended December 31, 2022 and 2021, was \$7.5 million and \$7.8 million, respectively.

## RISK MANAGEMENT OBJECTIVES AND POLICIES

Our principal financial liabilities are comprised of short-term borrowings, interest-bearing loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise funds for our operations and investments. We also have trade and other receivables and cash and cash equivalents that are derived directly from its operations. We also hold certain investments in equity instruments measured at fair value through other comprehensive income.

We are exposed to a) Market Risk (comprised mainly of interest rate risk, foreign exchange risk and fair value risk), b) Credit Risk and c) Liquidity Risk, which are further discussed below:

### a) Market Risk

- (i) **Interest Rate Risk:** As of December 31, 2022 and 2021, the Group had no short-term borrowings at variable rates. We do not use derivative financial instruments to hedge the interest rate risk on our debt obligations.
- (ii) **Foreign Currency Risk:** We enter into transactions denominated in foreign currencies related to the sales and purchases of goods. Therefore, we are exposed to market risk related to possible foreign currency fluctuations, which is mitigated to a certain extent by the set-off of credit and debit balances in the same currencies. Due to the fact that we have increased our international exposure due to sales to the Euro zone and the U.K. market, our financial position and results of operations are increasingly subject to currency translation risks.

As of December 31, 2022 and 2021, approximately 37.7% and 45.0%, respectively, of our sales were denominated in currencies other than the presentation currency of the Group and 38.7% and 41.1%, respectively, of costs were denominated in foreign currencies. The following table demonstrates a model of the sensitivity to a change in the U.S. dollar and British pound exchange rate that is reasonable and possible, with all other variables held constant, of our profit/(loss) before tax and our equity.

		Increase/ decrease in foreign currency rate	Effect on profit/(loss) before tax	Effect on equity
2022	Euro	+5%	244	558
		-5%	(244)	(558)
	GB pound	+5%	24	(17)
		-5%	(24)	17
2021	Euro	+5%	100	393
		-5%	(100)	(393)
	GB pound	+5%	28	(9)
		-5%	(28)	9

- (iii) **Fair Value Risk:** The carrying amounts reflected in the accompanying consolidated statement of financial position for cash and cash equivalents, trade and other receivables, trade and other payables and accrued and other current liabilities approximate their respective fair values due to the relatively short-term maturity of these financial instruments. The amounts shown on the face of the statement of financial position as investments in equity instruments reflect their fair value at year end. The fair value of variable rate borrowings and other long-term liabilities approximate their carrying amounts. The fair value of the Senior Notes, at December 31, 2022 and 2021, amounted to \$269.9 million and \$296.6 million, respectively.

- b) **Credit Risk:** Our maximum exposure to credit risk, due to the failure of counterparties to perform their obligations as at December 31, 2022 and 2021, in relation to each class of recognized financial assets, is the carrying amount of those assets as indicated in the accompanying consolidated statement of financial position. Concentrations of credit risks are limited with respect to receivables due to the large number of customers comprising our customer base. We generally do not require collateral or other security to support customer receivables. There was no customer which accounted for more than 6.4% of our revenue or receivables in 2022.
- c) **Liquidity Risk:** We manage liquidity risk by monitoring forecasted cash flows and ensuring that adequate banking facilities and reserve borrowing facilities are maintained. We have sufficient undrawn borrowing facilities that can be utilized to fund any potential shortfall in cash resources.

Prudent liquidity risk management implies the availability of funding through adequate amounts of committed credit facilities, cash and marketable securities and the ability to close out those positions as and when required by the business or project.

The table below summarizes the maturity profiles of various financial liabilities as at December 31, 2022 and 2021, based on contractual undiscounted payments.

December 31, 2022	1 to 12 months	2 to 5 years	Over 5 years	Total
Interest bearing loans and borrowings	-	288,365	-	288,365
Interest accruing on Senior Notes due 2026	16,220	42,579	-	58,799
Trade, other payables and accruing interest	30,878	-	-	30,878
	<u>47,098</u>	<u>330,944</u>	<u>-</u>	<u>378,042</u>

December 31, 2021	1 to 12 months	2 to 5 years	Over 5 years	Total
Interest bearing loans and borrowings	-	288,365	-	288,365
Interest accruing on Senior Notes due 2026	16,221	58,799	-	75,020
Trade, other payables and accruing interest	31,785	-	-	31,785
	<u>48,006</u>	<u>347,164</u>	<u>-</u>	<u>395,170</u>

## Capital Management

We manage our capital structure and make adjustments to it in light of changes in economic conditions. We monitor capital using a gearing ratio, which is adjusted net debt divided by total equity plus adjusted net debt. We include within adjusted net debt interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, less investments in time deposits maturing in more than 3 months, excluding discontinued operations. We fund our operating costs through cash from operations and short-term borrowings under various lines of credit maintained with several banks. As of each of December 31, 2022 and 2021, the available credit lines amounted to \$35.0 million.

Following is a table setting forth our capitalization as of December 31, 2022 and 2021.

	December 31,	
	2022	2021
Interest bearing loans and borrowings	285,399	284,677
Short-term borrowings	-	-
Trade accounts payable and due to related companies	24,757	25,664
Less investments (time deposits maturing in more than 3 months)	(65,000)	-
Less cash and cash equivalents	(73,737)	(119,239)
<b>Adjusted net debt</b>	<b><u>171,419</u></b>	<b><u>191,102</u></b>
<b>Total equity</b>	<b><u>282,127</u></b>	<b><u>284,774</u></b>
<b>Equity and adjusted net debt</b>	<b>453,546</b>	<b>475,876</b>
<b>Gearing ratio</b>	<b>37.8%</b>	<b>40.2%</b>



## Financial Instruments

Set forth below is a comparison by category of carrying amounts and fair values as of December 31, 2022 and 2021, of all of the financial instruments that are carried in the consolidated financial statements.

	Carrying amount		Fair value	
	December 31,		December 31,	
	2022	2021	2022	2021
	(\$ in thousands)			
<i>Non-financial assets</i>				
Land	37,588	37,685	37,588	37,685
<i>Financial assets</i>				
Investments (time deposits maturing in more than 3 months)	65,000	-	65,000	-
Cash and cash equivalents	73,737	119,239	73,737	119,239
Investments in equity instruments	94	100	94	100
Trade and other receivables	52,229	56,984	52,229	56,984
Due from related companies	738	817	738	817
<i>Financial liabilities</i>				
Interest-bearing loans and borrowings	285,399	284,677	269,918	296,644
Trade accounts payables	24,717	25,627	24,717	25,627
Due to related companies	40	37	40	37
Accrued and other liabilities	26,589	26,094	26,589	26,094

## Fair Value Hierarchy

We use the following hierarchy for determining and disclosing the fair value of financial instruments by valuing technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

	Fair value		Fair value hierarchy
	2022	2021	
	(\$ in thousands)		
<i>Financial assets</i>			
Investments in equity instruments	94	100	Level 2
<i>Financial liabilities</i>			
Fixed rate borrowings	269,918	296,644	Level 1

## **SECTION C - D**

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## **Independent auditor's report**

To the Shareholders of  
FAGE International S.A.  
145, rue du Kiem  
L-8030 Strassen

### **Report on the audit of the consolidated financial statements**

#### **Opinion**

We have audited the consolidated financial statements of Fage International S.A. (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

#### **Basis for Opinion**

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (the "Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "responsibilities of the "réviseur d'entreprises agréé" for the audit of the consolidated financial statements" section of our report. We are also independent of the Group in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants ("IESBA Code") as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements, and have fulfilled our other ethical responsibilities under those ethical 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 consolidated Report of the Board of Directors but does not include the consolidated financial statements and our report of the "réviseur d'entreprises agréé" 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.



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. 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 this fact. We have nothing to report in this regard.

### **Responsibilities of the Board of Directors for the consolidated financial statements**

The Board of Directors is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRS as adopted by the European Union, 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.

### **Responsibilities of the "réviseur d'entreprises agréé" 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 a report of the "réviseur d'entreprises agréé" that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of 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 report of the "réviseur d'entreprises agréé" 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 report of the "réviseur d'entreprises agréé". 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 and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

The consolidated Report of the Board of Directors is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

Ernst & Young  
Société anonyme  
Cabinet de révision agréé



Gabriel De Maigret



Petar Dionissiev

Luxembourg, 29 March 2023

**FAGE INTERNATIONAL S.A.**

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS  
FOR THE YEAR ENDED DECEMBER 31, 2022**

(All amounts in thousands of U.S. dollars,  
except share and per share data)

		<b>Year ended December 31,</b>	
		<b>2022</b>	<b>2021</b>
	<b>Notes</b>		
Sales	2.3(g)	552,275	535,630
Cost of sales		(380,708)	(344,386)
<b>Gross profit</b>		<b>171,567</b>	<b>191,244</b>
Selling, general and administrative expenses	5	(112,710)	(137,801)
Other income		789	1,181
Other expenses	8, 21	(3,574)	(10,164)
<b>OPERATING PROFIT FOR THE YEAR</b>		<b>56,072</b>	<b>44,460</b>
Financial expenses	6	(17,220)	(23,350)
Financial income	6	1,296	14
Foreign exchange gains/(losses), net		(4,269)	(4,779)
<b>PROFIT FOR THE YEAR BEFORE INCOME TAXES</b>		<b>35,879</b>	<b>16,345</b>
Income tax benefit/(expense)	7	(6,583)	(536)
<b>NET PROFIT</b>		<b>29,296</b>	<b>15,809</b>
Attributable to:			
		29,296	15,809
Equity holders of the parent		<b>29,296</b>	<b>15,809</b>
<b>Earnings per share</b>			
Basic and diluted		29.30	15.81
<b>Weighted average number of shares, basic and diluted</b>		<b>1,000,000</b>	<b>1,000,000</b>

The accompanying notes are an integral part of these consolidated financial statements.

**FAGE INTERNATIONAL S.A.**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME/ LOSS**  
**FOR THE YEAR ENDED DECEMBER 31, 2022**  
(All amounts in thousands of U.S. dollars)

	Notes	Year ended December 31,	
		2022	2021
<b>Net profit for the year</b>		<b>29,296</b>	<b>15,809</b>
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:			
Exchange gains/(losses) on translation of foreign operations	2.3(c)	(3,762)	(4,967)
<b>Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods</b>		<b>(3,762)</b>	<b>(4,967)</b>
Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods:			
Remeasurement gains/(losses) on defined benefit plans	22	184	76
Deferred income taxes on net actuarial gains/(losses)	7	(40)	(27)
		144	49
Revaluation of land at fair value		2,147	-
Deferred income taxes	7	(472)	364
		1,675	364
<b>Net other comprehensive loss not to be reclassified to profit or loss in subsequent periods</b>		<b>1,819</b>	<b>413</b>
<b>Other comprehensive income/(loss) for the year, net of deferred income taxes</b>		<b>(1,943)</b>	<b>(4,554)</b>
<b>Total comprehensive income/(loss) for the year, net of deferred income taxes</b>		<b>27,353</b>	<b>11,255</b>
Attributable to:		27,353	11,255
Equity holders of the parent		27,353	11,255

The accompanying notes are an integral part of these consolidated financial statements.

**FAGE INTERNATIONAL S.A.**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2022**

(All amounts in thousands of U.S. dollars)

		<b>Year ended December 31,</b>	
	<b>Notes</b>	<b>2022</b>	<b>2021</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, plant and equipment	8	331,549	351,777
Right-of-use leased assets	9	3,080	3,759
Intangible assets	10	858	1,042
Goodwill	11	2,518	2,740
Investments in equity instruments	12	94	100
Other non-current assets	13	285	281
Deferred income taxes	7	72,770	74,766
<b>Total non-current assets</b>		<b>411,154</b>	<b>434,465</b>
<b>Current Assets:</b>			
Inventories	14	46,093	43,902
Trade and other receivables	15	52,229	56,984
Due from related companies	16	738	817
Prepaid income taxes	7	518	1,358
Investments (deposits maturing in more than 3 months)	17	65,000	-
Cash and cash equivalents	17	73,737	119,239
<b>Total current assets</b>		<b>238,315</b>	<b>222,300</b>
<b>TOTAL ASSETS</b>		<b>649,469</b>	<b>656,765</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity Attributable to Equity Holders of the Parent Company</b>			
Share capital	18	1,000	1,000
Share premium	18	4,547	4,547
Other reserves		459	459
Land revaluation surplus	8	34,201	32,526
Reversal of fixed assets statutory revaluation surplus	18	(44,410)	(44,410)
Legal, tax free and special reserves	19	52,016	52,016
Retained earnings		264,131	264,835
Other components of equity		(29,817)	(26,199)
<b>Total Equity</b>		<b>282,127</b>	<b>284,774</b>
<b>Non-Current Liabilities</b>			
Interest-bearing loans and borrowings	21	285,399	284,677
Provision for staff retirement indemnities	22	1,691	2,388
Deferred income taxes	7	24,196	27,459
Non-current liabilities from leases	9	2,507	3,130
<b>Total non-current liabilities</b>		<b>313,793</b>	<b>317,654</b>
<b>Current Liabilities:</b>			
Trade accounts payable	23	24,717	25,627
Due to related companies	16	40	37
Short-term borrowings	24	-	-
Income taxes payable		1,508	1,874
Accrued and other current liabilities	25	26,589	26,094
Current liabilities from leases	9	695	705
<b>Total current liabilities</b>		<b>53,549</b>	<b>54,337</b>
<b>Total liabilities</b>		<b>367,342</b>	<b>371,991</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>649,469</b>	<b>656,765</b>

The accompanying notes are an integral part of these consolidated financial statements.



**FAGE INTERNATIONAL S.A.**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2022**  
(All amounts in thousands of U.S. dollars)

	Share capital	Share premium	Land revaluation surplus	Reversal of fixed assets statutory revaluation surplus	Legal, tax free and special reserves	Other reserves	Retained earnings	Actuarial gains/ ( losses)	Foreign exchange gains/ ( losses)	Total equity
<b>Balance, December 31, 2020</b>	<b>1,000</b>	<b>4,547</b>	<b>32,162</b>	<b>(44,410)</b>	<b>52,016</b>	<b>459</b>	<b>274,026</b>	<b>(468)</b>	<b>(20,813)</b>	<b>298,519</b>
Profit for the year	-	-	-	-	-	-	15,809	-	-	15,809
Other comprehensive income	-	-	364	-	-	-	-	49	(4,967)	(4,554)
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>364</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>15,809</b>	<b>49</b>	<b>(4,967)</b>	<b>11,255</b>
Dividends distribution	-	-	-	-	-	-	(25,000)	-	-	(25,000)
<b>Balance, December 31, 2021</b>	<b>1,000</b>	<b>4,547</b>	<b>32,526</b>	<b>(44,410)</b>	<b>52,016</b>	<b>459</b>	<b>264,835</b>	<b>(419)</b>	<b>(25,780)</b>	<b>284,774</b>
Profit for the year	-	-	-	-	-	-	29,296	-	-	29,296
Other comprehensive income	-	-	1,675	-	-	-	-	144	(3,762)	(1,943)
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>1,675</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>29,296</b>	<b>144</b>	<b>(3,762)</b>	<b>27,353</b>
Dividends distribution	-	-	-	-	-	-	(30,000)	-	-	(30,000)
<b>Balance, December 31, 2022</b>	<b>1,000</b>	<b>4,547</b>	<b>34,201</b>	<b>(44,410)</b>	<b>52,016</b>	<b>459</b>	<b>264,131</b>	<b>(275)</b>	<b>(29,542)</b>	<b>282,127</b>

The accompanying notes are an integral part of these consolidated financial statements.

**FAGE INTERNATIONAL S.A.**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2022**  
(All amounts in thousands of U.S. dollars)

	Notes	December 31,	
		2022	2021
Profit/(loss) before income taxes		35,879	16,345
Adjustments to reconcile to net cash provided by operating activities:			
Depreciation and amortization	4	32,153	34,422
Amortization of right of use leased assets	4, 9	811	816
Provision for staff retirement indemnities	22	1,581	522
Provision for doubtful accounts receivable	15	(27)	27
Financial income	6	(1,296)	(14)
Financial expenses	6	17,140	23,328
Interest on financial leasing	6, 9	80	22
(Gain)/loss on disposal of property, plant and equipment	8	(101)	6,254
<b>Operating profit before working capital changes</b>		<b>86,220</b>	<b>81,722</b>
<b>(Increase)/Decrease in:</b>			
Inventories	14	(2,191)	(2,873)
Trade and other receivables	15	4,782	1,640
Due from related companies	16	79	332
<b>Increase/(Decrease) in:</b>			
Trade accounts payable	23	(910)	1,218
Due to related companies	16	3	(76)
Accrued and other current liabilities	25	495	(2,760)
<b>Working capital changes</b>		<b>2,258</b>	<b>(2,519)</b>
Income taxes paid	7	(7,524)	(4,276)
Payment of staff indemnities	22	(1,945)	(404)
(Increase)/decrease in other non-current assets	13	(4)	601
<b>Net Cash from/(used in) Operating Activities</b>		<b>79,005</b>	<b>75,124</b>
<b>Investing Activities:</b>			
Capital expenditure for property, plant and equipment	8	(14,549)	(14,323)
Additions to intangible assets	10	(155)	(172)
Proceeds from disposal of property, plant and equipment	8	474	346
Investments	17	(65,000)	-
Interest and other related income received	6	1,005	14
<b>Net Cash from/(used in) Investing Activities</b>		<b>(78,225)</b>	<b>(14,135)</b>
<b>Financing Activities:</b>			
Repayments of short and long-term borrowings	21	-	(123,975)
Payment of lease liabilities	9	(762)	(791)
Interest paid	6	(16,372)	(23,290)
Dividends and share premium paid to equity holders of the parent	20	(30,000)	(25,000)
<b>Net Cash from/(used in) Financing Activities</b>		<b>(47,134)</b>	<b>(173,056)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(46,354)</b>	<b>(112,067)</b>
<b>Effect of exchange rates changes on cash</b>		<b>852</b>	<b>1,051</b>
<b>Cash and cash equivalents at beginning of year</b>	17	<b>119,239</b>	<b>230,255</b>
<b>Cash and cash equivalents at end of year</b>	17	<b>73,737</b>	<b>119,239</b>

The accompanying notes are an integral part of these consolidated financial statements.

**FAGE INTERNATIONAL S.A.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amounts in all tables and notes are presented in thousands of U.S. dollars, unless otherwise stated)

**1. CORPORATE INFORMATION:**

FAGE International S.A. (“FAGE International”) is a corporation organized under the laws of the Grand Duchy of Luxembourg on September 25, 2012. Its registered office is located at 145, Rue du Kiem, L-8030 Strassen, Grand Duchy of Luxembourg. FAGE International has a share capital of \$1,000 and is registered with the Luxembourg Register of Commerce and Companies under number B 171651.

References to the Group include, unless the context requires otherwise, FAGE International and its wholly owned subsidiaries consolidated therewith:

- FAGE USA Dairy Industry, Inc., United States
- FAGE Greece Dairy Industry Single Member S.A., Greece
- FAGE U.K. Limited, United Kingdom

FAGE International operates principally in the United States, the Hellenic Republic, also known as Greece, and, directly or through its subsidiaries, elsewhere in Europe and the rest of the world.

**2. BASIS OF PRESENTATION:**

**2.1 Basis of Preparation of Financial Statements:** The accompanying consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) (“IFRS”).

They have been prepared under the historical cost convention except for the measurement of investments in equity instruments initially designated at fair value through other comprehensive income, derivative financial instruments and land, which have been measured at fair value.

The preparation of financial statements, in accordance with IFRS, requires the use of critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies which have been adopted. The areas involving a higher degree of judgment or complexity, and areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 2.

**2.2 Basis of consolidation:** The consolidated financial statements comprise the financial statements of FAGE International and its subsidiaries as at December 31, 2022.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Losses within a subsidiary are attributed to the non-controlling interest (“NCI”) even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary,
- Derecognizes the carrying amount of any non-controlling interest,
- Derecognizes the cumulative translation differences, recorded in equity,
- Recognizes the fair value of the consideration received,
- Recognizes the fair value of any investment retained,
- Recognizes any surplus or deficit in profit or loss, and
- Reclassifies the parent’s share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

**2.3 Summary of Significant Accounting Policies**

- (a) **Business combinations and goodwill:** Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at fair value at the acquisition date and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree’s identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the fair value at the acquisition date of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. 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 are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

- (b) **Investments in Associates:** The Group's investments in other entities in which it exercises significant influence and are neither a subsidiary nor a joint venture are accounted for using the equity method. Under this method the investment in associates is initially recognized at cost and subsequently increased or decreased to recognize the investor's share of the profit or loss of the associate, changes in the investor's share of net assets of the associate since the acquisition. The consolidated statement of profit or loss reflects the Group's share of the results of operations of the associate. When a change has been directly recognized in the equity of the associate, the Group recognizes its share of such change, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate. The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group. After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in the associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value.
- (c) **Functional and Presentation Currency:** The Group's presentation currency is the U.S. dollar and, accordingly, the consolidated financial statements are presented in U.S. dollars which is also the parent company's functional currency.

*Presentation currency:*

The Group's presentation currency is the U.S. dollar, the denomination currency of the majority of the Group's operations as well as its loans. The retranslation to U.S. dollars was performed using the procedures outlined below:

- assets and liabilities were translated into U.S. dollars at closing rates of exchange on the relevant reporting dates;
- income and expenses were translated into U.S. dollars at average rates of exchange as they are a suitable proxy for the prevailing rates at the date of transactions;
- differences resulting from the retranslation on the opening balance of net assets and the results for the period were recorded in Other Comprehensive Income/(Loss) (which did not impact the total value of equity, but resulted in reclassifications between previously reported translation differences and retained earnings) and
- share capital, share premium and other reserves were translated at historical rates prevailing at the dates of the transactions.

The exchange rates used were as follows (Source: European Central Bank):

	2022		2021	
	Average of the Year	Year-end rate	Average of the Year	Year-end rate
EUR/USD	1.0500	1.0666	1.1816	1.1326
GBP/USD	1.2283	1.2026	1.3765	1.3479

Functional currency:

As a significant majority of the Group's revenues and costs are earned and incurred in U.S. dollars and having considered the aggregate effect of all relevant factors, management concluded that the functional currency of FAGE International, since its incorporation, shall be the U.S. dollar.

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The financial statements of FAGE Greece Dairy Industry Single Member S.A., are presented in euros. The separate financial statements of FAGE U.K. Limited are presented in British Pounds and the separate financial statements of FAGE USA Dairy Industry, Inc. are presented in U.S. dollars. Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of the transaction. At the reporting dates, monetary assets and liabilities, which are denominated in foreign currencies, are adjusted to reflect the functional currency rate of exchange ruling at that date. Gains or losses resulting from foreign currency remeasurement are reflected in the accompanying consolidated statement of profit or loss. Gains or losses from transactions are also reflected in the consolidated statement of profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

As at the reporting date, all consolidated statement of financial position accounts of those foreign subsidiaries are translated into U.S. dollars using the exchange rate in effect at the reporting date. Revenues and expenses are translated at the weighted average rate of exchange rate prevailing during the year. The exchange differences arising on translation for consolidation are recognized as a component of other comprehensive income/(loss), which amounted to \$(3,762) and \$(4,967) for the years ended December 31, 2022 and 2021, respectively. Translation gains/ (losses) are reported in other reserves, a component of equity, which balance amounted to \$(29,542) and \$(25,780) at December 31, 2022 and 2021, respectively.

- (d) **Advertising Costs:** All advertising costs are expensed as incurred and are included in selling, general and administrative expenses in the consolidated statement of profit or loss. Advertising costs for the years ended December 31, 2022 and 2021, were \$17,484 and \$34,418, respectively (Note 5).
- (e) **Intangible Assets:** Intangible assets consist of product development costs, the customer network and employment contract acquired through a business combination and software. Purchased intangible assets are capitalized at cost while those acquired through business combinations are capitalized at fair value at the date of acquisition. Following initial recognition, those intangibles are carried at cost less accumulated amortization and any accumulated impairment losses.

Amortization of intangible assets is computed based on the straight-line method at rates, which approximate average useful lives. The rates used are as follows:

<u>Classification</u>	<u>Annual Rates</u>
Customer network	6.7%
Employment contract	25%
Product development costs	20%
Software costs	20%

- (f) **Research and Product Development Costs:** Research costs are expensed as incurred. Development expenditure is mainly incurred for developing products. Costs incurred for the development of an individual project are recognized as an intangible asset only when the requirements of IAS 38 Intangible Assets are met. Development expenditures on an individual project are recognized as an intangible asset when the Group can demonstrate:
- the technical feasibility of completing the intangible asset so that the asset will be available for use or sale;
  - its intention to complete and the Group's ability to use or sell the asset;
  - how the asset will generate future economic benefits;
  - the availability of resources to complete the asset; and
  - the ability to measure reliably the expenditure during development.

Following initial recognition, those development costs are carried at cost less accumulated amortization and any accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit and recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

- (g) **Revenue From Contracts With Customers:** The Group is an international dairy company with a focus on yogurt manufacturing and sales. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The disclosures of significant accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided in Note 2.5.

#### *Sale of goods*

Revenue from sale of goods is recognized at the point in time when control of the goods is transferred to the customer, which generally occurs upon delivery. The normal credit terms are 30 days upon delivery.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties or customer loyalty points). In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

#### *Variable consideration*

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

#### *Interest income*

Interest income is recognized as interest accrues using the effective interest method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

- (h) **Property, Plant and Equipment:** Property, plant and equipment (excluding land) are stated at cost, net of subsidies provided by the Greek State and New York State, less accumulated depreciation and less any accumulated impairment losses. Borrowing costs incurred during the period of construction that is directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset using the related borrowing rate. Repairs and maintenance costs are expensed as incurred. Significant improvements are capitalized to the cost of the related asset if such improvements increase the life of the asset, increase its production capacity or improve its efficiency. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement, and any gain or loss is included in the consolidated statements of profit or loss. For statutory reporting purposes, certain companies of the Group were obliged to revalue their property, plant and equipment at various dates following the provisions of the respective mandatory tax laws. These revaluations have been reversed in the consolidated financial statements, after giving effect to the related deferred income taxes. The reversal of the net revaluation gains is reflected in the component of equity “Reversal of fixed assets statutory revaluation surplus”.

Since December 31, 2011, land, following initial recognition at cost, is measured at fair value less impairment losses recognized after the date of the revaluation. Valuations performed by independent RICS certified appraisers using the comparative approach are performed each 3 years to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

Any revaluation surplus net of tax is recorded in other comprehensive income/(loss) and credited to the assets revaluation reserve included in “Land revaluation surplus” in the equity section of the consolidated statement of financial position, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in the consolidated statement of profit or loss, in which case the increase is recognized in the consolidated statement of profit or loss. A revaluation deficit is recognized in the consolidated statement of profit or loss, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve.

Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings. See Note 8 for further details.

- (i) **Depreciation:** Depreciation is computed based on the straight-line method at rates which approximate average useful lives. Land is not depreciated. The rates used are as follows:

<u>Classification</u>	<u>Annual Rates</u>
Buildings	3%
Machinery and equipment	7%
Transportation equipment	12% - 15%
Furniture and fixtures	15%

- (j) **Impairment of Non-financial assets:** With the exception of goodwill which is tested for impairment on an annual basis, the carrying values of other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs to sell and its value in use. Recoverable amount is determined for an individual

asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Whenever the carrying value of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. An impairment loss is recognized in the consolidated statement of profit or loss. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

**(k) Financial Instruments – initial recognition and subsequent measurement:**

IFRS 9 Financial Instruments replaces IAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after January 1, 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement; impairment; and hedge accounting.

The Group applied IFRS 9 prospectively, with an initial application date of January 1, 2018.

**i) Financial Assets**

**Initial recognition and measurement of financial assets**

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition 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 determined under IFRS 15. Refer to the accounting policies in section (g) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are "solely payments of principal and interest (SPPI)" on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

**Subsequent measurement of financial assets**

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

**(i) Financial assets at amortized cost (debt instruments)**

This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest rates ("EIR") method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost includes cash, cash and equivalents, trade receivables, and due from related companies.

**(ii) *Investments in equity instruments designated at fair value through OCI***

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they are neither held for trading nor contingent consideration recognized by an acquirer in a business combination to which IFRS 3 applies. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these investments are never recycled to profit or loss. Dividends are only recognized as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the entity, and the amount of the dividend can be measured reliably. The Group elected to classify irrevocably its non-listed equity investments under this category.

**(iii) *Financial assets at fair value through profit and loss***

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognized as other income in the statement of profit or loss when the right of payment has been established. The Group did not have such instruments neither in the prior nor in the current financial year.

## **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## **Impairment of financial assets**

Further disclosures relating to impairment of financial assets are also provided in Note 15.

The Group recognizes an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.



ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the relevant economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account 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.

## **ii) Financial Liabilities**

### **Initial recognition and subsequent measurement of financial liabilities**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, bank overdrafts, loans and borrowings, financial guarantee contracts, and derivative financial instruments.

### **Subsequent measurement**

The measurement of financial liabilities depends on their classification as follows:

#### **(i) Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the consolidated statement of profit or loss.

The Group has not designated any financial liabilities upon initial recognition as at fair value through profit or loss.

#### **(ii) Loans and borrowings**

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate ("EIR") method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate ("EIR"). The EIR amortization is included in finance costs in the consolidated statement of profit or loss.

This category generally applies to interest-bearing loans and borrowings.

#### **(iii) Financial guarantee contracts**

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the best estimate of the expenditure

required to settle the present obligation at the reporting date and the amount recognized less cumulative amortization.

#### **Derecognition of financial liabilities**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of profit or loss.

#### **iii) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

#### **iv) Fair value of financial instruments**

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; a discounted cash flow analysis; or other valuation models.

An analysis of fair values of financial instruments and further details as to how they are measured are provided in Note 27.

### **(l) Derivative financial instruments and hedge accounting**

#### **Initial recognition and subsequent measurement**

The Group uses derivative financial instruments such as forward currency contracts, interest rate swaps and forward commodity contracts to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment (except for foreign currency risk),
- Cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment,
- Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

Before January 1, 2018, the documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the Group will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Beginning January 1, 2018, the documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is an "economic relationship" between the hedged item and the hedging instrument.
- The effect of credit risk does not "dominate the value changes" that result from that economic relationship.

- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

The Group did not have any such instruments in the prior financial year or in the current financial year.

- (m) **Inventories:** Inventories, consisting of raw materials, semi-finished goods, finished goods, and spare parts are stated at the lower of cost or net realizable value and are accounted for using the perpetual inventory approach by applying the weighted average method. They are initially recognized against the trade accounts payable and are valued at the lower of cost and net realizable value. Inventory variation is accounted for as part of the cost of goods sold as soon as revenue is being recorded. Please also see Note 2.5 (a) - Revenue from contracts with customers. Cost of finished and semi finished products includes all costs incurred in bringing inventories to their current location and state of manufacture and comprises raw materials, labor, an applicable amount of production overhead (based on normal operating capacity, but excludes borrowing costs) and packaging. Net realizable value for finished goods 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. The net realizable value for raw materials is the estimated replacement cost in the ordinary course of business.

- (n) **Cash and Cash Equivalents:** The Group considers time deposits and other highly liquid investments with original maturity of three months or less, to be cash equivalents.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash at hand and in banks and of cash and cash equivalents as defined above.

- (o) **Non-current assets held for sale and discontinued operations:** Non-current assets and disposal groups classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell. Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition, Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. In the consolidated statement of profit or loss of the reporting period and of the comparable period of the previous year, income and expenses from discontinued operations are reported separate from normal income and expenses down to the level of profit/(loss) after taxes, even when the Group retains a non-controlling interest in the subsidiary after the sale. The resulting profit or loss (after taxes) is reported separately in the consolidated statement of profit or loss.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated/amortized.

- (p) **Borrowing Costs:** Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.
- (q) **Reserve for Staff Retirement Indemnities:** Staff retirement obligations are calculated at the present value of the future retirement benefits deemed to have accrued at the reporting date, based on the employees earning retirement benefit rights steadily throughout the working period. The reserve for retirement obligations is calculated on the basis of financial and actuarial assumptions detailed in Note 22 and are determined using the projected unit credit actuarial valuation method. Net pension costs for the period are included in payroll in the consolidated statement of profit or loss.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds or government bonds which have terms to maturity approximating the terms of the related pension obligation. Past service costs are recognized in profit or loss on the earlier of:

- the date of the plan amendment or curtailment; and,
- the date that the Group recognizes restructuring-related costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation:

- service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements under other operating expenses/income; and,
- net interest expense or income under finance expenses.

Re-measurements, comprising of the actuarial gains and losses, the effect of the asset ceiling, excluding net interest (not applicable to the Group) and the return on plan assets (excluding net interest), are recognized immediately in the consolidated statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income/(loss) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

- (r) **Income Taxes (Current and Deferred):** Current and deferred income taxes are computed based on the tax rates and tax laws that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Income tax expense consists of income taxes for the current year based on each entity's profits as adjusted in its tax returns, additional income taxes resulting from the audits of the tax authorities and deferred income taxes.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income taxes are provided using the liability method for all temporary differences arising between the tax base of assets and liabilities and their carrying values for financial reporting purposes at the reporting date.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and,
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized, except:

- Where the deferred income tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and,
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future and there will be available taxable profit which will be used against temporary differences.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the financial position date.

For transactions recognized directly in equity, any related tax effects are also recognized directly in equity and not in the consolidated statement of profit or loss.

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

The Company adopted IFRIC 23 relating to uncertainties over income tax treatments, which became effective for annual periods beginning on or after January 1, 2019. This Interpretation clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments.

The Interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

The Group applies significant judgment in identifying uncertainties over income tax treatments. Upon adoption of the Interpretation, the Group considered whether it has any uncertain tax positions. The Company and its subsidiaries operate in different tax jurisdictions and therefore they assess on a country by country basis and in accordance with IFRIC 23 any eventual exposure. The Group determined, based on its assessment, that it is probable that its tax treatments (including those for the subsidiaries) will be accepted by the relevant tax authorities. Therefore, the Interpretation did not have an impact on the consolidated financial statements of the Group.

(s) **Leases:**

The new lease standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer (“lessee”) and the supplier (“lessor”). The new standard requires lessees to recognize most leases on their financial statements. Lessees will have a single accounting model for all leases, with certain exemptions. Lessor accounting is substantially unchanged. The Group decided to apply the modified retrospective approach, in which the lessee does not restate comparative figures. Instead, the lessee will recognize the cumulative effect of initially applying IFRS 16 as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the date of initial application. Details of the new requirements for the Group’s financial statements are described in Note 9.

(t) **Provisions and Contingencies:** Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle this obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are reviewed at each reporting date and adjusted to reflect the present value of the expenditure expected to be required to settle the obligation. When the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate the risks specific to the liability.

Contingent liabilities are not recognized in the consolidated financial statements but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable.

(u) **Operating Segment Reporting:** The Group produces dairy products. It operates primarily in the EU (through its production plant in Greece and its headquarters in Luxembourg) and the United States of America and has also certain foreign activities in other countries. Due to the nature of the products and the manner in which they are marketed to customers, the business is operated and managed as one business segment distinguished between the European operations and the U.S. operations. Intra-segment balances and transactions have been eliminated on consolidation.(v) **Government grants:** Under various incentive laws, the Greek State as well as New York State provide subsidies for property, plant and equipment. Government grants are recognized when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income over the period necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset. The Group accrues for such subsidies when it meets the related contractual obligations and reflects such subsidies as a reduction of the related asset cost (See Note 2.3(h)).

Where the Group receives non-monetary grants, the asset and the grant are recorded gross at nominal amounts and released to the consolidated statement of profit or loss over the expected useful life and pattern of consumption of the benefit of the underlying asset by equal annual installments. Where loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as additional government grant.

(w) **Share Capital:** Share capital represents the par value of the Parent company’s shares in issue. Any excess of the fair value of the consideration received over the par value of the shares issued is recognized as “share premium” in shareholders’ equity. Incremental external costs directly attributable to the issue of new shares are shown as a deduction in equity, net of tax, from the proceeds.(x) **Earnings/(Loss) per Share:** Basic earnings/(loss) per share is computed by dividing net income/(loss) attributable to the shareholders of the parent by the weighted average number of ordinary shares outstanding during each year.

Diluted earnings/(loss) per share amounts is calculated by dividing the net income/(loss) attributable to the shareholders of the parent by the weighted average number of ordinary shares outstanding each year as adjusted for the effects of dilutive instruments.

(y) **Dividend Distribution:** Dividend distribution to the shareholders of FAGE International is recognized as a liability in the consolidated financial statements in the period in which the dividends are approved by FAGE International’s shareholders.**2.4 Changes in Accounting Policies and Disclosures*****New and Amended Standards and Interpretations***

Several amendments and interpretations apply for the first time in 2022, but do not have an impact on the consolidated financial statements of the Group except for the below change in accounting policy in IAS 19. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

**Decision of the Interpretation Committee of International Financial Reporting Standards (IFRIC) on the distribution of staff benefits over periods of service under a defined benefit plan, in accordance with International Accounting Standard (IAS) 19 "Employee Benefits"**

During 2021, a new tax law, Law 4808/2021, was enacted in Greece according to which the gap between daily workers and salaried employees closes from January 1, 2022 and the reserve for the staff retirement indemnities had to be recalculated. As a result, from then on, daily workers in case of normal retirement are entitled to an amount of salaries instead of a number of wages, calculated based on the same scale and rules as those of salaried employees. The impact of the aforementioned was remeasured by using the discount rate according to the market conditions as of December 31, 2021.

**Interest Rate Benchmark Reform – Phase 2 – Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16**

The amendments – effective for annual periods beginning on or after January 1, 2021 and endorsed by the EU - provide temporary relief which addresses the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR). This includes, among others, (1) a practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest when the transition takes place on an economically equivalent basis with no value transfer having occurred; and (2) a relief from discontinuing hedging relationships when required by the IBOR reform and when redefining the hedged risk to reference an RFR and redefining the description of the hedging instruments and/or the hedged items to reflect the RFR. At the same time, additional disclosures are required on how the entity is managing the transition and others. These amendments have no impact on the Group's consolidated financial position or results of operations since the Group has no exposure to IBOR.

**Leases COVID-19 – Related Rent Concessions – Amendments to IFRS 16**

In May 2020, the IASB amended IFRS 16 to provide relief to lessees from applying the IFRS 16 guidance on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. Such amendments are applicable to financial years starting in June 2020. In March 2021, the IASB further modified the amendments in order to extend its application to lease payments due beyond June 30, 2022. The amendments are effective for annual reporting periods beginning on or after April 1, 2021 and earlier application is permitted. The amendments do not apply to lessors. As a practical expedient, a lessee may elect not to assess whether a COVID-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the COVID-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification.

Lessees will apply the practical expedient retrospectively, recognizing the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of the annual reporting period in which the amendments are first applied. Since no lease modifications or concessions have been granted to the Group nor are expected to be received, these amendments will have no impact on the Group's consolidated financial position or results of operations once they become applicable.

***Amendments to the Conceptual Framework for Financial Reporting***

The IASB has revised its conceptual framework. The framework is not an IFRS standard, and none of the concepts override those in any standard or any requirements in a standard. Its purpose is to assist the IASB in developing standards, to help preparers develop consistent accounting policies if there is no applicable standard in place and to assist all parties to understand and interpret the standards. Management has assessed that the conceptual framework amendments have no impact on the Group's consolidated financial position or results of operations.

***Insurance Contracts (deferral of effective date of IFRS 9) - Amendments to IFRS 4***

Effective for annual periods starting on or after January 1, 2021, these amendments extend the effective date to apply IFRS 9 for insurance contracts to January 1, 2023 in order to align with the effective date of IFRS 17. These amendments have been endorsed by the EU. These amendments have no impact on the Group's consolidated financial position or results of operations.

**Reference to the Conceptual Framework – Amendments to IFRS 3**

These amendments are effective for annual periods beginning on or after January 1, 2022 and have been endorsed by the EU. In May 2020, the IASB issued Amendments to IFRS 3 Business Combinations – Reference to the Conceptual Framework. The amendments are intended to replace a reference to a previous version of the IASB's Conceptual Framework (the 1989 Framework) with a reference to the current version issued in March 2018 (the Conceptual Framework) without significantly changing its requirements. The amendments will promote consistency in financial reporting and avoid potential confusion from having more than one version of the Conceptual Framework in use. Management has assessed that the conceptual framework amendments have no impact on the Group's consolidated financial position or results of operations.

**Onerous Contracts – Costs of fulfilling a contract – Amendments to IAS 37**

These amendments are effective for annual periods beginning on or after January 1, 2022 and have been endorsed by the EU. In May 2020, the IASB issued amendments to IAS 37 Provisions Contingent Liabilities and Contingent Assets to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments must be applied

prospectively to contracts for which an entity has not yet fulfilled all of its obligations at the beginning of the annual reporting period in which it first applies the amendments (the date of initial application). Earlier application is permitted and must be disclosed. The amendments are intended to provide clarity and help ensure consistent application of the standard. Entities that previously applied the incremental cost approach will see provisions increase to reflect the inclusion of costs related directly to contract activities, whilst entities that previously recognized contract loss provisions using the guidance from the former standard, IAS 11 Construction Contracts, will be required to exclude the allocation of indirect overheads from their provisions. Management considers that the amendments will not have an impact on the Group's consolidated financial position or results of operations.

#### **Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16**

The amendments are effective for annual periods beginning on or after January 1, 2022 and have been endorsed by the EU. They prohibit entities from deducting from the cost of an item of property, plant and equipment (PP&E), any proceeds of the sale of items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss. The amendments must be applied retrospectively only to items of PP&E made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment. Management expects that the amendments will not have an impact on the Group's consolidated financial position or results of operations.

#### **AIP – IFRS 1 First-time Adoption of IFRS: Subsidiary as a first-time adopter**

The amendment permits a subsidiary, an associate or a joint venture that elects to apply paragraph D16(a) of IFRS 1 to measure cumulative translation differences using amounts reported in parent's consolidated financial statements, based on the parent's date of transition to IFRS, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. This amendment is effective for annual periods beginning on or after January 1, 2022, with a permitted earlier application and has been endorsed by the EU. Management is of the opinion that the amendments are not applicable to the Group's consolidated financial position or results of operations.

#### **AIP – IFRS 9 Financial Instruments: Fees in the '10 per cent' test of derecognition of financial liabilities**

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. There is no similar amendment proposed for IAS 39. This amendment is applicable to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. This amendment is effective for annual reporting periods beginning on or after January 1, 2022 with a permitted earlier application and has been endorsed by the EU. Management is of the opinion that the amendments are not applicable to the Group's consolidated financial position or results of operations.

## **2.5 Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### **Judgments**

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements:

- (a) **Revenue from contracts with customers:** IFRS 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The Group applied the following judgments that significantly affect the determination of the amount and timing of revenue from contracts with customers:

#### ***Determining method to estimate variable consideration and assessing the constraint***

Certain contracts for the sale of goods include a right of return and volume rebates that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of goods with rights of return, given the large number of customer contracts that have similar

characteristics. In estimating the variable consideration for the sale of goods with volume rebates, the Group determined that using a combination of the most likely amount method and expected value method is appropriate. The selected method that better predicts the amount of variable consideration was primarily driven by the number of volume thresholds contained in the contract. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

### Estimates and assumptions

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. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

- (a) **Provision for expected credit losses of trade receivables:** The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due groupings for various customer segments that have similar loss patterns (mostly by geography and coverage by credit insurance). The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecasted economic conditions (i.e., inflation rate) are expected to deteriorate over the next year which can lead to an increased number of defaults in the dairy sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.
- (b) **Provision for income taxes:** According to IAS 12, income tax provisions are based on estimations as to the taxes that shall be paid to the tax authorities and includes the current income tax for each fiscal year, the provision for additional taxes which may arise from future tax audits and the recognition of future tax benefits. The final clearance of income taxes may be different from the relevant amounts which are included in these consolidated financial statements.
- (c) **Depreciation rates and useful lives:** The Group's assets are depreciated over their estimated remaining useful lives. The actual lives of these assets can vary depending on a variety of factors such as technological innovation and maintenance programs.
- (d) **Goodwill and impairment test:** The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Key assumptions used in the value in use calculation with respect to the above impairment tests are as follows:

- i. **Budgeted gross margin:** The basis used to determine the value assigned to the budgeted gross margins is the average actual gross margins achieved by each cash-generating unit in the preceding five-year period.
- ii. **Capital needs:** All the necessary estimated acquisitions of fixed assets as well as working capital needs and maintenance needs were taken into account, based on the latest five years' actual needs, in order for the cash-generating units to maintain their production capacity and market share.
- iii. **Discount rates:** Discount rates represent the current market assessment of the risks specific to each cash generating unit, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest bearing borrowings the Group is obliged to service.
- (e) **Impairment of property, plant and equipment:** Property, plant and equipment are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or cash-generating unit and chooses a suitable discount rate in order to calculate the present value of those cash flows.
- (f) **Deferred tax assets:** Deferred tax assets are recognized for all unused tax losses and the tax value of intellectual property to the extent that it is probable that taxable profits will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies.



- (g) **Measurement of land at fair value:** The Group's policy is to measure land at revalued amounts (estimated fair values), as these are determined by independent appraisal firms, less any impairment losses recognized after the date of revaluation. Valuations are performed frequently enough to ensure that the fair value of the revalued asset does not differ materially from its carrying amount.
- (h) **Provisions:** The Group records provisions for risks and contingencies that may arise from legal cases which may result in outflow of economic benefits for their settlement. The provisions are recorded based on the amount of the legal case and the possibilities related to the final outcome of the case.

## 2.6 Standards issued but not yet effective and not early adopted

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- **IFRS 17, Insurance Contracts**

The standard is effective for annual periods beginning on or after January 1, 2023 and has been endorsed by the EU. IFRS 17 establishes principles for the recognition, measurement, presentation and disclosure of insurance contracts issued, reinsurance contracts held and investment contracts with discretionary participation features issued. IFRS 17 was amended to include a transition option for a "classification overlay" to address possible accounting mismatches between financial assets and insurance contract liabilities in the comparative information presented on initial application. Management does not consider this standard to be relevant for the Group's consolidated financial position or results of operations.

- **Classification of Liabilities as Current or Non-Current – Amendments to IAS 1**

These amendments are effective for annual periods beginning on or after January 1, 2024 and have not yet been endorsed by the EU. In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 Presentation of Financial Statements to specify the requirements for classifying liabilities as current or non-current. The amendments clarify what is meant by a right to defer settlement, that a right to defer must exist at the end of the reporting period, that classification is unaffected by the likelihood that an entity will exercise its deferral right and that only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification. Management expects that the amendments will not have an impact on the Group's consolidated financial position or results of operations.

- **Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting Policies**

The amendments are effective for periods beginning on or after January 1, 2023 and have been endorsed by the EU. They require entities to disclose their material accounting policies rather than their significant accounting policies. To support these amendments the IASB has also developed guidance and examples to explain and demonstrate the application of the "four-step materiality process". According to the amendments, accounting policy information may be material (i) because of its nature, even if the related amounts are immaterial; (2) if users of an entity's financial statements would need it to understand other material information in the financial statements; and (3) if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. Management expects that the amendments will not have an impact on the Group's consolidated financial position or results of operations.

- **Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates**

The amendments help entities to distinguish between accounting policies and accounting estimates and the correction of errors. The amendments are effective for annual periods beginning on or after January 1, 2023 and have not yet been endorsed by the EU. Accounting estimates are now defined as being the monetary amounts in financial statements that are subject to measurement uncertainty. The amendments clarify that a change in an accounting estimate that results from new information or new developments is not the correction of an error. The amended standard clarifies that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. Management expects that the amendments will not have an impact on the Group's consolidated financial position or results of operations.

- **Amendments to IAS 12, 'Income Taxes'**

The amendments, issued in May 2021, require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with a permitted earlier application and have been endorsed by the EU. The amendments – to be applied on a modified retrospective basis - require companies (a) to recognize a

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deferred tax asset – to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized – and a deferred tax liability for all deductible and taxable temporary differences associated with (1) right-of-use assets and lease liabilities; and (2) decommissioning, restoration and similar liabilities, and the corresponding amounts recognized as part of the cost of the related asset; and (b) to recognize the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. Management expects that the amendments will not have a material impact on the Group's consolidated financial position or results of operations.

- **Lease Liability in a Sale and Leaseback – Amendments to IFRS 16**

In September 2022, the Board issued Lease Liability in a Sale and Leaseback (Amendments to IFRS 16). The amendment to IFRS 16 specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains. The seller-lessee will need to develop and apply an accounting policy that results in information that is relevant and reliable in accordance with IAS 8. A seller-lessee applies the amendment to annual reporting periods beginning on or after January 1, 2024. Earlier application is permitted, and that fact must be disclosed. A seller-lessee applies the amendment retrospectively in accordance with IAS 8 to sale and leaseback transactions entered into after the date of initial application (i.e., the amendment does not apply to sale and leaseback transactions entered into prior to the date of initial application). The date of initial application is the beginning of the annual reporting period in which an entity first applied IFRS 16.

## 2.7 *Approval of Financial Statements:*

FAGE International's Board of Directors approved the consolidated financial statements as of and for the year ended December 31, 2022, on March 29, 2023. The above mentioned consolidated financial statements are subject to the final approval by the Annual General Assembly of Shareholders which is scheduled for June 2023.

## 3. **PAYROLL COST:**

Payroll cost in the accompanying consolidated financial statements is analyzed as follows:

	<b>Year ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
Wages and salaries	45,513	45,676
Social security costs	5,072	5,602
Provision for staff retirement indemnities (Note 22)	1,581	521
Other staff costs	5,636	5,165
<b>Total payroll</b>	<b>57,802</b>	<b>56,964</b>
Less: amounts charged to cost of production	(29,432)	(28,653)
amounts capitalized to tangible and intangible assets	(1,524)	(1,507)
<b>Payroll expensed (Note 5)</b>	<b>26,846</b>	<b>26,804</b>

The Group's total number of employees as of December 31, 2022 and 2021, was approximately 795 and 828, respectively.

Amounts paid to directors and executive officers included in payroll are described in Note 5.

## 4. **DEPRECIATION AND AMORTIZATION:**

Depreciation and amortization in the accompanying consolidated financial statements is analyzed as follows:

	<b>Year ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
Depreciation on property, plant and equipment (Note 8)	31,835	34,165
Amortization of right-of-use leased assets (Note 9)	811	816
Amortization of intangible assets (Note 10)	318	257
<b>Total depreciation and amortization</b>	<b>32,964</b>	<b>35,238</b>

Less: amounts charged to cost of production	(27,823)	(28,730)
<b>Depreciation and amortization expensed (Note 5)</b>	<b>5,141</b>	<b>6,508</b>

**5. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES:**

Selling, general and administrative expenses in the accompanying consolidated financial statements are analyzed as follows:

	<b>Year ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
Shipping and handling costs	46,175	46,328
Advertising costs (Note 2.3(d))	17,484	34,418
Third party fees	6,122	13,494
Payroll (Note 3)	26,846	26,804
Depreciation and amortization (Note 4)	5,141	6,508
Repairs and maintenance	1,062	1,136
Travelling and entertainment	433	368
Allowance for doubtful accounts (Note 15)	(27)	27
Other	9,474	8,718
<b>Total</b>	<b>112,710</b>	<b>137,801</b>

Compensation paid to directors and executive officers for the years ended December 31, 2022 and 2021, included in payroll and third party fees, amounted to \$11,214 and \$11,479, respectively. Of these amounts, \$7,487 and \$7,817 have been paid to the shareholders and family members in the years ended December 31, 2022 and 2021, respectively.

Audit fees for the years ended December 31, 2022 and 2021, amounted to \$817 and \$838, respectively.

**6. FINANCIAL INCOME AND EXPENSES:**

Financial income/(expenses) in the accompanying consolidated financial statements is analyzed as follows:

	<b>Year ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
Financial expenses on loans and borrowings (Note 21)	(16,943)	(22,975)
Interest on short-term borrowings (Note 24)	(132)	(133)
Finance leasing interest expenses (Note 9)	(80)	(22)
Amortization of fees (Note 24)	(46)	(50)
Other	(19)	(170)
<b>Total financial expenses</b>	<b>(17,220)</b>	<b>(23,350)</b>
Interest earned on cash at banks and on time deposits (Note 17)	1,296	14
<b>Total financial income</b>	<b>1,296</b>	<b>14</b>
<b>Total financial income/(expenses), net</b>	<b>(15,924)</b>	<b>(23,336)</b>

**7. INCOME TAXES:**

In accordance with Luxembourg tax regulations, the corporate tax rate applied by companies for fiscal years 2017 and 2016 was 27.08%. In December 2016, a new tax law was enacted in Luxembourg, which decreased the income tax rate to 27.08% for the fiscal year 2017, to 26.01% for the fiscal year 2018 and to 24.94% from fiscal year 2019 onwards.

Income tax expense reflected in the accompanying consolidated statements of profit or loss is analyzed as follows:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
Income taxes:		
Current income tax expense	6,998	2,605
Deferred income tax (benefit)/expense	(415)	(2,069)
<b>Total income tax reported in the consolidated statements of profit or loss</b>	<b>6,583</b>	<b>536</b>

In December 2016, the Luxembourg tax law was amended which, among other things, resulted in (i) a decrease of the income tax rate from 29.2% (2016) to 27.08% for fiscal year 2017, to 26.01% for fiscal year 2018 and to 24.94% from fiscal year 2019 onwards; (ii) an abolishment of the 80% corporate income tax exemption on net income and capital gains realized/derived by FAGE International from software copyrights, patents, trademarks, designs, domain names and models acquired or created after December 31, 2007 following June 30, 2021 and (iii) an abolishment of the exemption for net wealth tax that was applicable to the net value of software copyrights, patents, trademarks, designs, domain names and models acquired or created after December 31, 2007 following June 30, 2021.

After giving effect to the tax rate changes for 2017 and 2018, the net deferred tax asset for 2016 decreased to \$44,015, a difference of \$8,398, which includes a \$5,269 difference due to the change in tax rates and \$3,129 of amortization for 2016.

Under the tax regime applied up to June 30, 2021, the amortization of FAGE International's intellectual property was allocated between trademarks ("Qualifying Intellectual Property") and technology ("Non-qualifying Intellectual Property") and the portion allocated to the Qualifying Intellectual Property fell within the scope of the 80% net tax-exemption as mentioned-above, thus only 20% of the amortization expenses related to the Qualifying Intellectual Property was tax-deductible. Pursuant to the same tax regime as applicable up to June 30, 2021, the net value attributable to the Qualifying Intellectual Property was exempt for Luxembourg net wealth tax purposes pursuant to a specific net wealth tax exemption. As discussed above, the tax law amendment abolished, as of June 30, 2021, (i) the partial exemption for any income and capital gain realized/derived from the Qualifying Intellectual Property and (ii) the net wealth tax exemption with respect to the net value of the Qualifying Intellectual Property. As a result, FAGE International recognized a deferred tax asset of approximately \$38.5 million on the basis that the amortization of the Qualifying Intellectual Property will be fully tax-deductible as of July 1, 2021. In recognizing such deferred tax asset, management assessed that adequate future taxable profits would be available to realize such deferred tax asset as well as the fact that, for tax losses incurred as from January 1, 2017, their carryforward is limited to 17 years with older tax losses being deducted first. However, tax losses incurred before December 31, 2016 may still be carried forward without any time limitation.

On December 22, 2017, the United States enacted the Tax Cuts and Jobs Act, which, among other measures, reduces the U.S. federal corporate income tax rate from 35% to 21%. Such change affects the measure of our U.S. deferred tax assets and liabilities because of the rates at which these assets and liabilities are expected to reverse in the future.

The reconciliation of the provision for income tax expense to the amount determined by the application of the Luxembourg statutory tax rate to pretax income is summarized as follows:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Profit/(loss) before income taxes</b>	<b>35,879</b>	<b>16,345</b>
Income tax charge/(benefit) calculated at the nominal applicable tax rate	8,948	4,076
Write-off of deferred tax asset recognized in prior years	712	-
Tax effect on current year losses not recognized	61	-
Tax effect on prior year losses not previously recognized	(3,531)	-
Utilization of deferred tax assets on losses	-	513
Additional tax assessments	26	(515)
Effect on deferred tax asset from change in tax rate	-	(623)
Tax effect of change in accounting policy	-	(369)
Effect of non-recognition of deferred tax asset on losses	-	40
Tax effect of different tax rates of subsidiaries	(636)	(8)
Tax effects of non-taxable income and expenses not deductible for tax purposes	1,003	(2,578)
<b>Provision for income taxes reported in the consolidated statement of income</b>	<b>6,583</b>	<b>536</b>
<b>Effective income tax rate</b>	<b>18.3%</b>	<b>3.3%</b>

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Tax laws and related regulations in certain of the tax jurisdictions in which the Group operates are subject to interpretations by the tax authorities. Tax returns are filed annually but the profits or losses declared for tax purposes remain provisional until such time, as the tax authorities examine the returns and the records of the taxpayer and a final assessment is issued. Tax losses, to the extent accepted or deemed acceptable by the tax authorities or by the applicable legislation, can be used to offset taxable profits.

At December 31, 2022, the Group had accumulated tax carryforward losses of \$58,101 which, if not utilized to offset future taxable income, can be carried forward indefinitely. The Group has recognized a deferred tax asset of \$13,041 on tax carryforward losses of \$52,291 as it believes that sufficient taxable profits will be available against which the deferred tax assets can be utilized. No deferred tax asset has been recognized on tax carryforward losses of \$1,449 as management has assessed that they did not meet the recognition criteria.

With respect to the Group's subsidiaries, their books and records have not been audited by the tax authorities for the following years:

<b><u>Company Names</u></b>	<b><u>Fiscal Years</u></b>
FAGE International S.A.	2021-2022
FAGE USA Holdings, Inc. (merged with and into FAGE USA Dairy Industry, Inc. on January 15, 2020)	2019-2020*
FAGE USA Dairy Industry, Inc.	2019-2022*
FAGE Greece Dairy Industry Single Member S.A.	2017-2022
FAGE U.K. Limited	2018-2022
FAGE Italia S.r.l. (merged with and into FAGE International S.A. on October 15, 2018)	2017-2018
FAGE Deutschland GmbH (liquidated in 2018)	2018

\* FAGE USA Dairy Industry, Inc. is, and FAGE USA Holdings, Inc. was, no longer subject to federal, state and local examination for the years before 2019.

The Group, based upon previous years' tax examinations and interpretations of the relevant tax laws in the countries where it operates enacted or substantively enacted as of December 31, 2022, believes to have recognized adequate and sufficient provisions for probable tax costs.

	<b><u>December 31,</u></b>	
	<b><u>2022</u></b>	<b><u>2021</u></b>
Opening balance net deferred tax asset /(liability)	47,307	44,258
(Charge)/credit to the consolidated statement of profit or loss	415	2,069
Translation difference	1,364	643
Directly charged against equity	(512)	337
<b>Closing balance of the net deferred tax asset</b>	<b><u>48,574</u></b>	<b><u>47,307</u></b>

Deferred income tax assets and liabilities recognized in the accompanying consolidated statements of financial position and consolidated statements of profit or loss are analyzed as follows:

		<b>Consolidated Statements of Financial Position</b>	
		<b>December 31,</b>	
		<b>2022</b>	<b>2021</b>
<b>Deferred income tax liabilities</b>			
- Property, plant and equipment		20,106	22,702
- Land revaluation to fair value		5,208	4,986
- Deferred cost		488	269
- Foreign currency translation		-	-
<b>Gross deferred income tax liabilities</b>		<b>25,802</b>	<b>27,957</b>
<b>Deferred income tax assets</b>			
- Intangible asset		(59,494)	(65,596)
- Staff retirement indemnities		(372)	(526)
- Tax loss carry forwards		(13,041)	(7,957)
- Foreign currency translation		(748)	(976)
- Accounts receivable		(189)	(209)
- Other assets		(271)	-
- Provision for legal cases		(261)	-
<b>Gross deferred income tax assets</b>		<b>(74,376)</b>	<b>(75,264)</b>
Less: deferred income tax assets separately classified		72,770	74,766
		<b>(1,606)</b>	<b>(498)</b>
<b>Net deferred tax liabilities</b>		<b>24,196</b>	<b>27,459</b>

		<b>Consolidated Statements of Profit or Loss</b>	
		<b>Year Ended December 31,</b>	
		<b>2022</b>	<b>2021</b>
<b>Deferred income tax liabilities</b>			
- Property, plant and equipment		(2,405)	(2,272)
- Foreign currency translation		180	(2,040)
<b>Deferred income tax assets</b>			
- Deferred costs		225	198
- Intangible asset		6,102	2,673
- Staff retirement indemnities		80	13
- Tax loss carry forwards		(4,084)	(513)
- Accounts receivable		11	(128)
- Other assets		(267)	-
- Provision for legal cases		(257)	-
		<b>(415)</b>	<b>(2,069)</b>

**Movement of deferred tax balances charged directly to equity**

	<b>2022</b>	<b>2021</b>
- Revaluation of land at fair value	472	(364)
- Net actuarial gains/(losses)	40	27
- Net movement due to translation differences	(1,364)	(643)

As at December 31, 2022, the prepaid income taxes for the Group amounted to \$518 (\$1,358 as at December 31, 2021).

**8. PROPERTY, PLANT AND EQUIPMENT:**

Property, plant and equipment (excluding land since December 31, 2008) are stated at original cost, net of related Greek State subsidies of \$9,238 concerning FAGE Greece Dairy Industry Single Member S.A. at December 31, 2022 and 2021, for both of the years, plus interest costs capitalized during periods of construction for qualifying assets based upon the weighted average borrowing rate. There were no capitalized interest costs for 2022 or 2021. Based on the Group's accounting policy, land is measured at fair value.

Property, plant and equipment are analyzed as follows:

**FAGE INTERNATIONAL S.A.**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amounts in all tables and notes are presented in thousands of U.S. dollars, unless otherwise stated)

	<b>Land</b>	<b>Buildings</b>	<b>Machinery and equipment</b>	<b>Transportation equipment</b>	<b>Furniture and fixtures</b>	<b>Construction in progress (CIP)</b>	<b>Total</b>
<b>COST</b>							
<b>At January 1, 2021</b>	<b>40,764</b>	<b>210,296</b>	<b>435,141</b>	<b>8,708</b>	<b>36,083</b>	<b>18,577</b>	<b>749,569</b>
Additions	-	868	4,954	434	833	7,234	14,323
Disposal of fixed assets	(5)	(942)	(1,124)	(322)	(221)	(6,424)	(9,038)
Transfers from CIP	-	33	5,019	-	-	(5,052)	-
Foreign currency remeasurement	(3,073)	(2,838)	(11,094)	(439)	(1,921)	(220)	(19,585)
<b>At December 31, 2021</b>	<b>37,686</b>	<b>207,417</b>	<b>432,896</b>	<b>8,381</b>	<b>34,774</b>	<b>14,115</b>	<b>735,269</b>
Additions	-	1,122	3,469	964	534	8,460	14,549
Revaluation	2,147	-	-	-	-	-	2,147
Disposal of fixed assets	(92)	(54)	(48)	(660)	(1,874)	-	(2,728)
Transfers from CIP	-	39	2,960	-	-	(2,999)	-
Foreign currency remeasurement	(2,152)	(2,028)	(8,173)	(306)	(1,360)	(8)	(14,027)
<b>At December 31, 2022</b>	<b>37,589</b>	<b>206,496</b>	<b>431,104</b>	<b>8,379</b>	<b>32,074</b>	<b>19,568</b>	<b>735,210</b>
<b>ACCUMULATED DEPRECIATION</b>							
<b>At January 1, 2021</b>	<b>-</b>	<b>(70,998)</b>	<b>(256,456)</b>	<b>(4,797)</b>	<b>(32,390)</b>	<b>-</b>	<b>(364,641)</b>
Depreciation expense (Note 4)	-	(6,144)	(25,315)	(935)	(1,771)	-	(34,165)
Disposal of fixed assets	-	942	1,046	229	221	-	2,438
Foreign currency remeasurement	-	2,009	8,749	293	1,825	-	12,876
<b>At December 31, 2021</b>	<b>-</b>	<b>(74,191)</b>	<b>(271,976)</b>	<b>(5,210)</b>	<b>(32,115)</b>	<b>-</b>	<b>(383,492)</b>
Depreciation expense (Note 4)	-	(6,136)	(23,650)	(936)	(1,113)	-	(31,835)
Disposal of fixed assets	-	48	40	394	1,874	-	2,356
Foreign currency remeasurement	-	1,459	6,332	222	1,297	-	9,310
<b>At December 31, 2022</b>	<b>-</b>	<b>(78,820)</b>	<b>(289,254)</b>	<b>(5,530)</b>	<b>(30,057)</b>	<b>-</b>	<b>(403,661)</b>
<b>NET BOOK VALUE</b>							
<b>At December 31, 2021</b>	<b>37,686</b>	<b>133,226</b>	<b>160,920</b>	<b>3,171</b>	<b>2,659</b>	<b>14,115</b>	<b>351,777</b>
<b>At December 31, 2022</b>	<b>37,589</b>	<b>127,676</b>	<b>141,850</b>	<b>2,849</b>	<b>2,017</b>	<b>19,568</b>	<b>331,549</b>

Cumulative capital expenditures related to the construction and expansion of the Group's U.S. facility amounted to \$473,327 and \$466,763 as of December 31, 2022 and 2021, respectively. Cumulative capital expenditures related to the New Manufacturing Facility amounted to \$14,784 and \$11,725 as of December 31, 2022 and 2021, respectively.

Since December 31, 2008, the Group measures land using the revaluation model. In 2008, the Group engaged an accredited independent appraiser, to determine the fair value of its land. The valuation is performed following a level 3 valuation technique. The fair value of land is determined with the market approach, by reference to market based evidence. This means that valuation is performed by the appraiser and the main inputs are based on market observable prices and transactions for similar assets in the area, adjusted for any difference in the location or condition of the specific property.

In 2020, the Group engaged an accredited independent appraiser to determine the fair value of its land as at December 31, 2020. The measurement resulted in a revaluation of \$436 recognized in the consolidated statement of comprehensive income/(loss) and in the equity component "land revaluation surplus", net of deferred taxes of \$105. In 2022, the Group engaged an accredited independent appraiser to determine the fair value of its land as at December 31, 2022. The measurement resulted in a revaluation of \$2,147 recognized in the consolidated statement of comprehensive income/(loss) and in the equity component "land revaluation surplus", net of deferred taxes of \$472.

During the third quarter of 2020, the Group determined to abandon our plan to construct the New Manufacturing Facility in Luxembourg. In the fourth quarter of 2020, the Luxembourg government repurchased the land that it had previously sold to us for the

New Manufacturing Facility at the original purchase price. Moreover, in 2021, the Group chose a location at the Riegmeer Hoogeveen business park in the Netherlands for our New Manufacturing Facility and we have signed an option contract for a 15-hectare plot with the municipality of Hoogeveen. We are working closely with the relevant authorities towards the realization of our New Manufacturing Facility, which we expect will be operational in the first half of 2026. As a result of these decisions and some changes in contractors, the Group impaired net capitalized costs relating to the New Manufacturing Facility for the years ended December 31, 2022 and 2021, of \$0.0 million and \$3.0 million, respectively, included as part of the \$0.0 million and \$2.8 million, net loss on disposal of property, plant and equipment, respectively, which are included in other expenses.

## 9. FINANCE LEASES AND LIABILITIES:

The table shows the movements relating to leases for the year ended December 31, 2022 is as follows:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Assets</b>		
<b>Right-of-use leased assets January 1</b>	<b>3,759</b>	<b>3,147</b>
New right-of-use leased asset	231	1,726
Amortization of right-of-use leased assets (Note 4)	(811)	(816)
Write-downs	-	(268)
Foreign currency remeasurement	(99)	(30)
<b>Right-of-use leased assets December 31</b>	<b>3,080</b>	<b>3,759</b>
<b>Liabilities</b>		
<b>Total liabilities from finance leases January 1</b>	<b>3,835</b>	<b>3,149</b>
New liabilities from finance lease	150	1,726
Liabilities from finance lease – rental expenses	(762)	(791)
Interest expenses from finance leases (Note 6)	80	22
Write-downs	-	(246)
Foreign currency remeasurement	(101)	(25)
<b>Total liabilities from finance leases December 31</b>	<b>3,202</b>	<b>3,835</b>
Analyzed to:		
Non-current liabilities from finance leases	2,507	3,130
Current liabilities from finance leases	695	705
<b>Total liabilities from finance leases December 31</b>	<b>3,202</b>	<b>3,835</b>
<b>Impact on Profit or Loss Statement</b>		
Interest expenses from finance leases	(80)	(22)
Amortization of right-of-use leased assets	(811)	(816)
Write-downs	-	(22)
Liabilities from finance lease – rental expenses	762	791
<b>Gross impact on Profit or Loss Statement December 31</b>	<b>(129)</b>	<b>(69)</b>
Deferred tax	32	17
<b>Net impact on Profit or Loss Statement December 31</b>	<b>(97)</b>	<b>(52)</b>

## 10. INTANGIBLE ASSETS:

Intangible assets in the accompanying consolidated financial statements are analyzed as follows:



	Development costs	EDP license fees/expenses	Total
<b>Balance, January 1, 2021</b>	<b>1,136</b>	<b>17</b>	<b>1,153</b>
Additions	172	-	172
Foreign currency remeasurement	(26)	-	(26)
Amortization (Note 4)	(245)	(12)	(257)
<b>Balance, December 31, 2021</b>	<b>1,037</b>	<b>5</b>	<b>1,042</b>
Additions	155	-	155
Foreign currency remeasurement	(21)	-	(21)
Amortization (Note 4)	(313)	(5)	(318)
<b>Balance, December 31, 2022</b>	<b>858</b>	<b>-</b>	<b>858</b>

## 11. CONSOLIDATED SUBSIDIARIES AND GOODWILL:

### CONSOLIDATED SUBSIDIARIES

The consolidated financial statements as at December 31, 2022, include the financial statements of FAGE International S.A. and its subsidiaries listed below:

	Equity interest December 31, 2022	Country of incorporation	
FAGE USA Dairy Industry, Inc.	100.0%	USA	U.S. operating subsidiary with its primary activity being the operation of the Group's U.S. production facility and the distribution of its products in the U.S.
FAGE Greece Dairy Industry Single Member S.A.	100.0%	Greece	Greek operating subsidiary with its primary activity being the operation of the Group's Greek production facilities and distribution of its products in Greece.
FAGE U.K. Limited	100.0%	United Kingdom	Distribution network covering the United Kingdom.

**FAGE USA Dairy Industry, Inc.:** FAGE USA Dairy Industry, Inc. is the U.S. operating subsidiary with its primary activity being the operation of the Group's U.S. production facility and the distribution of its products in the U.S.

**FAGE U.K. Limited:** On April 13, 2005, FAGE acquired 100% of the share capital of its distributor in the United Kingdom, Gordon Conrad Limited (subsequently renamed FAGE U.K. Limited), for consideration of \$6,997.

**FAGE Greece Dairy Industry Single Member S.A.:** FAGE Greece Dairy Industry Single Member S.A. is the Group's Greek operating subsidiary with its primary activity being the operation of the Group's Greek production facilities and distribution of its products in Greece.

### GOODWILL

The carrying value of goodwill reflected in the accompanying consolidated statements of financial position is analyzed as follows:

**FAGE INTERNATIONAL S.A.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amounts in all tables and notes are presented in thousands of U.S. dollars, unless otherwise stated)

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
Foods Hellas S.A. (FAGE Greece Dairy Industry Single Member S.A.)	1,383	1,468
FAGE U.K. Limited	1,135	1,272
Total	<b>2,518</b>	<b>2,740</b>

The movement in goodwill is analyzed as follows:

<b>Balance at January 1, 2021</b>	<b>2,879</b>
Foreign currency remeasurement	(139)
<b>Balance at December 31, 2021</b>	<b>2,740</b>
Foreign currency remeasurement	(222)
<b>Balance at December 31, 2022</b>	<b>2,518</b>

Goodwill is tested annually for impairment on December of each year or more frequently when circumstances indicate that the carrying value may be impaired. The Group has identified two cash generating units, the European and the U.S.

The annual impairment test for goodwill was based on the value in use approach as described in Note 2.5(d), which was used to determine the recoverable amount of the cash generating units of the Group to which goodwill is allocated. Cash flow projections are based on financial forecasts approved by management covering a five-year period. The pre-tax discount rate applied to cash flow projections was 12.24% and cash flows beyond the five-year period were extrapolated using a 0.0% growth rate which is the expected average growth rate for the specific industry.

Management did not identify any impairment at the Group level as a result of this test.

**Sensitivity to changes in assumptions**

With regard to the assessment of value in use of the cash generating units of the Group, management believes that a reasonable change in any of the above key assumptions would not cause the current value of these cash generating units to materially exceed their recoverable amounts.

**12. INVESTMENTS IN EQUITY INSTRUMENTS:**

Investments in equity instruments are analyzed as follows:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Shares—unlisted:</b>		
Packing Hellas Development S.A.	94	100
<b>Total Investments in equity instruments</b>	<b>94</b>	<b>100</b>

Investments in equity instruments are initially designated at fair value through other comprehensive income and consist of investments in ordinary and preferred shares and, therefore, have no fixed maturity date or coupon rate.

The aforementioned investments are carried at their fair value with the difference in the fair values reflected in other comprehensive income/(loss) (no recycling) unless a significant or prolonged decline exists in which case it is recycled through the consolidated statement of profit or loss.

**13. OTHER NON-CURRENT ASSETS:**

Other non-current assets are analyzed as follows:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
Utility deposits	157	158
Other	128	123
	<b>285</b>	<b>281</b>

**14. INVENTORIES:**

Inventories are analyzed as follows:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
Merchandise	205	385
Finished and semi-finished products	20,875	19,522
Raw materials and supplies	25,013	23,995
	<b>46,093</b>	<b>43,902</b>

**15. TRADE AND OTHER RECEIVABLES:**

Trade and other receivables are analyzed as follows:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Trade:</b>		
—In U.S. dollars	26,053	20,872
—In foreign currencies	25,156	28,376
	<b>51,209</b>	<b>49,248</b>
—Less: allowance for doubtful accounts	(1,457)	(1,643)
	<b>49,752</b>	<b>47,605</b>
<b>Other:</b>		
—Value added tax	2,815	3,735
—Prepaid expenses	940	1,649
—Advances to suppliers	30	1,758
—Various debtors	282	3,925
	<b>4,067</b>	<b>11,067</b>
—Less: allowance for doubtful accounts	(1,590)	(1,688)
	<b>2,477</b>	<b>9,379</b>
	<b>52,229</b>	<b>56,984</b>

The movement of the allowance for doubtful accounts during the years ended December 31, 2022 and 2021, was as follows:

	<b>Trade</b>	<b>Other</b>	<b>Total</b>
<b>Balance at January 1, 2021</b>	<b>2,127</b>	<b>1,829</b>	<b>3,956</b>
Provision (Note 5)	27	-	27
Utilization	(377)	-	(377)
Foreign currency remeasurement	(134)	(141)	(275)
<b>Balance at December 31, 2021</b>	<b>1,643</b>	<b>1,688</b>	<b>3,331</b>
Provision (Note 5)	(27)	-	(27)
Utilization	(55)	-	(55)
Foreign currency remeasurement	(104)	(98)	(202)
<b>Balance at December 31, 2022</b>	<b>1,457</b>	<b>1,590</b>	<b>3,047</b>

The ageing analysis of trade accounts receivable is as follows:

	<u>Total</u>	<u>Neither past due nor impaired</u>	<u>Past due but not impaired</u>
		<u>Current</u>	<u>Over 60 days</u>
2022	49,752	48,865	887
2021	47,605	46,877	728

Due to the prolonged and complex legal procedures in Greece, it is not unusual for the collection process to take three to five years before a case is finalized.

**16. RELATED PARTIES:**

The Group purchases goods and services from and makes sales of goods to certain related companies in the ordinary course of business. Such related companies consist of affiliates or companies which have common ownership and/or management with the Group.

Account balances with related companies are as follows:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
Due from:		
- Dimitrios Nikolou Single Member P.C.	453	481
- EMFI S.A.	38	31
- Vis S.A.	247	260
- Iota Alpha Phi S.à r.l.	-	3
- Iota Phi S.à r.l.	-	21
- Kappa Phi S.à r.l.	-	21
	<b>738</b>	<b>817</b>
Due to:		
- Mornos S.A.	40	28
- Kappa Alpha Phi S.à r.l.	-	9
	<b>40</b>	<b>37</b>

Transactions with related companies for the years ended December 31, 2022 and 2021, are analyzed as follows:

	<b>Purchases from related parties</b>		<b>Sales to related parties</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
<b>Inventories, materials and supplies</b>				
- Mornos S.A.	13,485	14,401	10	12
- Vis S.A.	974	915	6	6
- EMFI S.A.	95	34	419	75
- Dimitrios Nikolou Single Member P.C.	-	-	51	58
	<b>14,554</b>	<b>15,350</b>	<b>486</b>	<b>151</b>
<b>Other services</b>				
- Alpha Phi S.à r.l.	-	3,600	-	22
- Theta Phi S.à r.l.	-	3,600	-	22
- Iota Alpha Phi S.à r.l.	-	-	28	28
- Kappa Alpha Phi S.à r.l.	-	-	28	28
- Iota Phi S.à r.l.	-	-	34	38
- Kappa Phi S.à r.l.	-	-	34	38
- Dimitrios Nikolou Single Member P.C.	89	113	-	-
	<b>89</b>	<b>7,313</b>	<b>124</b>	<b>176</b>
<b>Total</b>	<b>14,643</b>	<b>22,663</b>	<b>610</b>	<b>327</b>

Purchases of inventories, materials and supplies from related parties represent approximately 4.7% and 5.6% of the Group's total purchases for the years ended December 31, 2022 and 2021, respectively.

Other services from related parties represent approximately 0.4% and 15.1% of the Group's total respective costs for the years ended December 31, 2022 and 2021, respectively.

**Mornos S.A. ("Mornos"):** The Group purchases plastic yogurt tubs, aluminum yogurt tub tops and other packaging products from Mornos. This company is controlled by a company owned by Mr. Athanassios-Kyros Filippou and members of his family. Mr. Athanassios-Kyros Filippou is the Chairman of the Board of Directors of Mornos and has been its Chief Executive Officer since December 6, 2016. The Group's purchases from Mornos totaled \$13,485 and \$14,401 for the years ended December 31, 2022 and 2021, respectively.

**Vis S.A. ("Vis"):** The Group purchases packaging materials from Vis, a public company that is listed on the Athens Exchange. Mr. Ioannis Filippou and a company that he beneficially owns collectively owned 85.74% of Vis as of December 31, 2022. Mr.

Dimitrios Filippou is the Chairman of the Board and Chief Executive Officer of Vis. Purchases from Vis totaled \$974 and \$915 for the years ended December 31, 2022 and 2021, respectively.

**EMFI S.A. (formerly Hellenic Milk and Flour Industry S.A.) (“EMFI”):** EMFI is controlled by a company owned by Mr. Athanassios-Kyros Filippou and members of his family. Mr. Athanassios-Kyros Filippou is the Chairman of the Board of Directors of EMFI. Currently, EMFI produces ice cream products, croissants and sweet doughs. From time to time, the Group sells to EMFI various raw materials for its products. Purchases from EMFI totaled \$95 and \$34 for the years ended December 31, 2022 and 2021, respectively. Sales to EMFI totaled \$419 and \$75 for the years ended December 31, 2022 and 2021, respectively.

**Dimitrios Nikolou Single Member P.C. (“Dimitrios Nikolou”):** Mr. Dimitrios Nikolou is the son of Ioannis Nikolou, who is the brother-in-law of Mr. Ioannis Filippou and one of our former sales representatives. Dimitrios Nikolou Single Member P.C. on August 31, 2018 succeeded the company of Ioannis Nikolou, assuming its liabilities. As a sales representative, Dimitrios Nikolou distributes and sells the Group’s products and derives a standard commission on the sale of such products. The Group determines the commissions offered to its sales representatives in a uniform manner. Commissions paid by the Group to Dimitrios Nikolou totaled \$89 and \$113 for the years ended December 31, 2022 and 2021, respectively. Our sales to Dimitrios Nikolou totaled \$51 and \$58 for the years ended December 31, 2022 and 2021, respectively. In January 2023, Dimitrios Nikolou terminated his sales relationship with the Group.

**Alpha Phi S.à r.l. (“Alpha Phi”):** Alpha Phi was a company owned by the Filippou family. It provided consulting services to the Group. Services provided to the Group by Alpha Phi for the year ended December 31, 2021 amounted to \$3,600. Alpha Phi also purchased administrative services and subleased office space from the Group. Services purchased and rents provided by the Group to Alpha Phi for the year ended December 31, 2021 amounted to \$22. Alpha Phi S.à r.l. was dissolved in 2021.

**Theta Phi S.à r.l. (“Theta Phi”):** Theta Phi was a company owned by the Filippou family. It provided consulting services to the Group. Services provided to the Group by Theta Phi for the year ended December 31, 2021 amounted to \$3,600. Theta Phi also purchased administrative services and subleased office space from the Group. Services purchased and rents provided by the Group to Theta Phi for the year ended December 31, 2021 amounted to \$22. Theta Phi S.à r.l. was dissolved in 2021.

**Iota Alpha Phi S.à r.l. (“Iota Alpha Phi”):** Iota Alpha Phi is a company owned by the Filippou family. It purchases administrative services and subleases office space from the Group. Services purchased and rents provided by the Group to Iota Alpha Phi for the years ended December 31, 2022 and 2021 amounted to \$28.

**Kappa Alpha Phi S.à r.l. (“Kappa Alpha Phi”):** Kappa Alpha Phi is a company owned by the Filippou family. It purchases administrative services and subleases office space from the Group. Services purchased and rents provided by the Group to Kappa Alpha Phi for each of the years ended December 31, 2022 and 2021 amounted to \$28.

**Iota Phi S.à r.l. (“Iota Phi”):** Iota Phi is a company owned by the Filippou family. It purchases administrative services and subleases office space from the Group. Services purchased and rents provided by the Group to Iota Phi for each of the years ended December 31, 2022 and 2021 amounted to \$34 and \$38, respectively.

**Kappa Phi S.à r.l. (“Kappa Phi”):** Kappa Phi is a company owned by the Filippou family. It purchases administrative services and subleases office space from the Group. Services purchased and rents provided by the Group to Kappa Phi for each of the years ended December 31, 2022 and 2021 amounted to \$34 and \$38, respectively.

**Total Compensation to Key Management Personnel:** Compensation and related costs to directors and executive officers are analyzed as follows:

	December 31,	
	2022	2021
Compensation paid to shareholders and family members as directors and executive officers	7,487	7,817
Compensation to other directors and executive officers	3,291	3,234
	10,778	11,051
Payments to state pension plans	436	428
	<b>11,214</b>	<b>11,479</b>

## 17. CASH, CASH EQUIVALENTS AND INVESTMENTS:

Cash and cash equivalents are analyzed as follows:

	December 31,	
	2022	2021
Cash in hand	80	69
Cash at banks	73,657	119,170
	<b>73,737</b>	<b>119,239</b>

Cash at banks earns interest at floating rates based on monthly bank deposit rates. Interest earned on cash at banks and time deposits is accounted for on an accrual basis and amounted to \$1,296 and \$14 for the years ended December 31, 2022 and 2021, respectively, for the Group and is included in financial income in the accompanying consolidated statements of profit or loss (Note 6).

Cash and cash equivalents for the Group at December 31, 2022 consisted of \$10,178 denominated in foreign currencies and \$63,559 in U.S. dollars (\$8,929 and \$110,310, respectively, at December 31, 2021).

There was no restricted cash at December 31, 2022 and 2021.

At the end of 2022, the Group invested \$65,000 in time deposits maturing in more than 3 months.

#### 18. SHARE CAPITAL, SHARE PREMIUM AND NET REVALUATION SURPLUS:

FAGE International, which was incorporated on September 25, 2012 in Luxembourg and is beneficially owned and controlled by members of the family of our late founder, Mr. Athanassios Filippou, is the parent company of all subsidiaries.

FAGE International's share capital is composed of one million (1,000,000) indivisible shares in registered form, each with a par value of one U.S. dollar (\$1), all subscribed and fully paid up, representing the entire share capital. Each share is entitled to one vote.

Share capital and share premium are analyzed as follows:

	December 31,	
	2022	2021
Share capital	1,000	1,000
Share premium	4,547	4,547
	<b>5,547</b>	<b>5,547</b>

The reversal of fixed assets statutory revaluation surplus of \$44,410 as at December 31, 2022 and 2021, represents gains resulting from the statutory tax law revaluation of fixed assets in Greece which have been capitalized according to the provisions of the relevant laws. These revaluations have been reversed in the accompanying consolidated financial statements with the reversal of the net revaluation gains being reflected as a separate component of equity.

#### 19. LEGAL, TAX FREE AND SPECIAL RESERVES:

Legal, tax free and special reserves for the Group relate to reserves of FAGE International and its subsidiary FAGE Greece Dairy Industry Single Member S.A. and are analyzed as follows:

	December 31,	
	2022	2021
Legal reserve	3,757	3,757
Tax free reserves		
- Greek Law 1892/1990 (Art. 12)	47,229	47,229
Special reserves		
- Greek Law 1892/1990 (Art. 23a)	-	-
- Greek Law 3296/2004	1,030	1,030
	1,030	1,030
	<b>52,016</b>	<b>52,016</b>

##### *Legal Reserve:*

Under Greek corporate law, corporations are required to transfer a minimum of 5% of their annual net profit as reflected in their statutory books to a legal reserve, until such reserve equals one-third of the outstanding share capital. The above reserve cannot be distributed during the existence of the FAGE Greece Dairy Industry Single Member S.A.

Under Luxembourg law, a minimum of 5% of the net profit of the year must be allocated to legal reserve until such reserve equals 10% of the issued share capital. This reserve may not be distributed in form of cash, dividends, or otherwise, during the life of the Group.

***Tax Free Reserves:***

Under the provisions of Law 1892/1990 (Art. 12), corporations were allowed to establish tax free reserves equal to sixty percent of their pre-tax profits, as reflected in their statutory books, generated from manufacturing activities, after allowing for legal reserve, dividends and Board of Directors fees, but limited to sixty percent of the capital expenditures made in the respective year under this law. This incentive expired on December 31, 2004. According to the Greek tax regulations, this reserve is exempt from income tax, provided it is not distributed to shareholders. FAGE Greece Dairy Industry Single Member S.A. has no intention of distributing this reserve and, accordingly, has not provided for deferred income tax liability that would be required in the event the reserve is distributed.

***Tax Free Reserves:***

If the above reserves are distributed then income taxes will be payable at the then prevailing rates.

***Special Reserves:***

- (a) Under the provisions of Law 1892/1990 (Art. 23a) FAGE Greece Dairy Industry Single Member S.A. submitted to the Greek State a business plan concerning the expansion and upgrading of certain production units, during the period from 1995 through 1997. FAGE Greece Dairy Industry Single Member S.A. was obliged to record its own contribution as a special reserve out of each year's profits as reflected in the statutory books. The reserve could not be distributed for a period of ten years from the completion of the business plan.
- (b) Under the provisions of Law 3296/2004 FAGE Greece Dairy Industry Single Member S.A. was obliged to record, as a special reserve, the balance of the allowance for doubtful accounts receivable reflected in its statutory books which had not been offset against specific account receivable balances.

**20. DIVIDENDS:**

In accordance with the Luxembourg law dated August 1915 on commercial companies, as amended and restated from time to time (the "Law"), and the articles of association of FAGE International:

- 1. The general meeting of FAGE International's shareholders determines the allocation of the balance of the annual net profits at the annual general meeting. The general meeting of FAGE International's shareholders may decide on the payment of an annual dividend, to transfer the balance to a reserve account, or to carry it forward in accordance with the applicable legal provisions. Annual dividends are distributions made to FAGE International's shareholders after the end of a financial year, which are paid out of the amount of the profits at the end of such financial year plus any profits carried forward, less any losses carried forward and sums to be placed to the legal reserve or any other reserve in accordance with the law on commercial companies, 10<sup>th</sup> August 1915, as amended and restated from time to time or the articles of association of FAGE International. In accordance with the Law, except for cases of reductions of subscribed capital, no distributions (including dividends) to shareholders may be made when on the closing date of the last financial year the net assets as set out in the annual accounts are, or following such a distribution would become, lower than the amount of the subscribed capital plus the reserves which may not be distributed under law or by virtue of the articles of association of FAGE International. In addition, any distribution made in infringement of this latter rule must be returned by the shareholders who have received it if FAGE International proves that the shareholders knew of the irregularity of the distributions made in their favor or could not, in the circumstances, have been unaware of it.
- 2. The Board of Directors of FAGE International (the "Board") may distribute interim dividends subject to the following conditions:
  - a. the Board must prepare interim accounts;
  - b. the interim accounts must reflect that sufficient profits and other reserves (including share premium) are available for distribution; it being understood that the amount to be distributed may not exceed the profits made since the end of the last financial year for which the annual accounts have been approved, if any;
  - c. increased by profits carried forward and distributable reserves, and reduced by losses carried forward and sums to be allocated to the legal or a statutory reserve;
  - d. the decision to distribute interim dividends must be taken by the Board within two (2) months from the date of the interim accounts; and

- e. the approved external auditors (réviseur d'entreprises agréé) must prepare a report addressed to the Board which must verify whether the above conditions have been satisfied.

In 2022, FAGE International paid interim dividends to its shareholders amounting to \$30,000. All of the above conditions for such dividends were met.

## 21. INTEREST BEARING LOANS AND BORROWINGS:

Interest bearing loans and borrowings are analyzed as follows:

	December 31,	
	2022	2021
Senior Notes due 2026	420,000	420,000
Less: Bond repurchases and redemptions	(131,635)	(131,635)
Total long-term debt	288,365	288,365
Less: Unamortized issuance costs	(2,966)	(3,688)
	<u>285,399</u>	<u>284,677</u>

On August 3, 2016, the Group completed the issuance of debt securities (the Senior Notes) at an aggregate face amount of \$420 million with maturity date on August 15, 2026. The Senior Notes bear interest at a rate of 5.625% per annum, payable semi-annually in arrears on each February 15 and August 15 commencing on February 15, 2017. The Senior Notes are redeemable, in whole or in part, at the option of the Group, at any time on or after August 15, 2021. During 2021 and 2020, the Group consummated open market repurchases, redemptions and cancellations of its bonds totaling \$123,975 and \$7,660, respectively, reducing the amount of outstanding debt securities (the Senior Notes) at each of December 31, 2022 and 2021, to an aggregate face amount of \$288,365. For the years ended December 31, 2022 and 2021, the repurchases and redemptions resulted in losses of \$0 and \$5,239, respectively, included in other expenses in the accompanying consolidated statement of profit or loss. The indebtedness evidenced by the Senior Notes constitutes a general unsecured senior obligation of FAGE International and ranks *pari passu* in right of payment with all other senior indebtedness and ranks senior in right of payment to all subordinated indebtedness of FAGE International.

The Senior Notes Indenture contains certain covenants that, among other things, limit the type and amount of additional indebtedness that may be incurred by FAGE International and its subsidiaries and impose certain limitations on investments, loans and advances, sales or transfers of assets, liens, dividends and other payments, the ability of FAGE International and its subsidiaries to enter into sale-leaseback transactions, certain transactions with affiliates and certain mergers. The Group was in compliance with the terms of the Senior Notes Indenture as of December 31, 2022.

Finance expenses on the Group's interest-bearing loans and borrowings for the years ended December 31, 2022 and 2021, amounted to \$16,943 and \$22,975, respectively, and are included in financial expenses in the accompanying consolidated statements of profit or loss (Note 6).

The annual principal payments required to be made on all loans subsequent to December 31, 2022 and 2021, are as follows:

	December 31,	
	2022	2021
2 – 5 years	288,365	288,365
Over 5 years	-	-
	<u>288,365</u>	<u>288,365</u>

The Group's borrowings arising from financing activities include the Senior Notes (2022: \$285,399 and 2021: \$284,677) and drawdowns under various lines of credit maintained by the Group with several banks (2022: \$0 and 2021: \$0).

## 22. PENSION AND STAFF RETIREMENT INDEMNITIES:

- (a) **State Pension:** In various countries where the Group operates there are defined contribution plans. FAGE Greece's employees are covered by one of several Greek State sponsored pension funds. Each employee is required to contribute a portion of their monthly salary to the fund, with FAGE Greece also contributing a portion. Upon retirement, the pension fund is responsible for paying the employees retirement benefits. As such, FAGE Greece has no legal or constructive obligation to pay future



benefits under this plan. FAGE Greece's contributions to the pension funds for the years ended December 31, 2022 and 2021, have been recorded to expenses and were \$3,180 and \$3,726, respectively.

- (b) **Staff Retirement Indemnities:** For FAGE Greece, under Greek labor law, employees and workers are entitled to termination/retirement payments in the event of dismissal or retirement with the amount of payment varying in relation to the employee's or worker's compensation, length of service and manner of termination (dismissed or retired). Employees or workers who resign or are dismissed with cause are not entitled to termination payments. The indemnity payable in case of retirement is equal to 40% of the amount which would be payable upon dismissal without cause. In Greece, local practice is that pension plans are not funded. In accordance with this practice, FAGE Greece does not fund these plans. FAGE Greece charges operations for benefits earned in each period with a corresponding increase in pension liability. Benefit payments made each period to retirees are charged against this liability.

The movements in the net liability in the accompanying consolidated statement of financial position are as follows:

	December 31,	
	2022	2021
<b>Net liability at beginning of the year</b>	<b>2,388</b>	<b>2,544</b>
Actual benefits paid by the Group	(1,945)	(404)
Expense recognized in the consolidated statements of profit or loss (Note 3)	1,581	521
Expense/(income) recognized in the consolidated statements of comprehensive income	(184)	(76)
Foreign currency remeasurement	(149)	(197)
<b>Net liability at end of the year</b>	<b>1,691</b>	<b>2,388</b>

An international firm of independent actuaries estimated the Group's liabilities arising from the obligation to pay retirement indemnities. The details and principal assumptions of the actuarial study as at December 31, 2022 and 2021, are as follows:

	December 31,	
	2022	2021
<b>Present value of unfunded obligations</b>	<b>2,388</b>	<b>2,544</b>
<b>Components of net periodic pension cost:</b>		
Current service cost	208	187
Past service cost due to amendments	5	82
Interest cost	14	7
Termination benefits	1,354	245
<b>Total charge to operations</b>	<b>1,581</b>	<b>521</b>
<b>Reconciliation of benefit obligation:</b>		
<b>Net liability at the beginning of the year</b>	<b>2,388</b>	<b>2,544</b>
Service cost	1,567	513
Interest cost	14	8
Benefits paid	(1,945)	(404)
Actuarial net (gain)/loss	(184)	(76)
Foreign currency remeasurement	(149)	(197)
<b>Present value of obligation at the end of year</b>	<b>1,691</b>	<b>2,388</b>
<b>Principal Assumptions:</b>		
Discount rate	<b>4.20%</b>	<b>0.60%</b>
Rate of compensation increase	<b>2.20%</b>	<b>1.70%</b>
Increase in consumer price index	<b>2.20%</b>	<b>1.70%</b>

Additional cost of extra benefits relates to benefits paid to employees who became redundant. Most of these benefits were not expected within the terms of this plan and, accordingly, the excess of benefit payments over existing reserves have been treated as an additional pension charge. The additional pension charge for the years ended December 31, 2022 and 2021, amounted to \$1,354 and \$245, respectively.

A quantitative sensitivity analysis for significant assumptions as at December 31, 2022 is shown below:

**Sensitivity information for defined benefit obligation**

Effect on the present value of defined benefit obligation due to:

		<u>2022</u>	<u>2021</u>
Change in the discount rate	+0.5%	-3%	-3%
	-0.5%	+3%	+3%
Change in the salary increase	+0.5%	+3%	+3%
	-0.5%	-3%	-3%

**Sensitivity information for service cost**

Effect on current service cost (including interest) due to:

		<u>2022</u>	<u>2021</u>
Change in the discount rate	+0.5%	-4%	-4%
	-0.5%	+4%	+4%
Change in the salary increase	+0.5%	+4%	+4%
	-0.5%	-4%	-4%

**23. TRADE ACCOUNTS PAYABLE:**

Trade accounts payable are analyzed as follows:

	<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>
Suppliers in U.S. dollars	17,263	15,036
Suppliers in other currencies	7,454	10,591
	<u><b>24,717</b></u>	<u><b>25,627</b></u>

**24. SHORT-TERM BORROWINGS:**

Short-term borrowings are draw-downs under various lines of credit maintained by the Group with several banks. The use of these facilities for the Group is presented below:

	<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>
Credit lines available	35,000	35,000
Unused credit lines	(35,000)	(35,000)
<b>Short-term borrowings</b>	<u><b>-</b></u>	<u><b>-</b></u>

The weighted average interest rates on short-term borrowings for the years ended December 31, 2022 and 2021, was 0% and 0%, respectively.

Interest on short-term borrowings for the years ended December 31, 2022 and 2021, totaled \$132 and \$133, respectively, for the Group and is included in interest expense in the accompanying consolidated statements of profit or loss (Note 6). Amortization of fees for the revolving credit facility of FAGE USA Dairy Industry, Inc. for the years ended December 31, 2022 and 2021, amounted to \$46 and \$50, respectively, and is included in interest expense in the accompanying consolidated statements of profit or loss (Note 6).

The available credit lines for the FAGE Group as of December 31, 2022 and December 31, 2021 amounted to \$35,000, which was provided by Citibank, N.A. in the United States and secured by accounts receivable and certain inventory of FAGE USA Dairy Industry, Inc.

**25. ACCRUED AND OTHER CURRENT LIABILITIES:**

The amount reflected in the accompanying consolidated statements of financial position is analyzed as follows:

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Taxes withheld:</b>		
Payroll	460	481
Third parties	641	744
Other	243	210
	<b>1,344</b>	<b>1,435</b>
 Advances from customers	 <b>383</b>	 <b>625</b>
 Accrued interest	 6,121	 6,121
Social security funds payable	871	945
Accrued and other liabilities	17,870	16,968
	<b>24,862</b>	<b>24,034</b>
<b>Total</b>	<b>26,589</b>	<b>26,094</b>

**26. SEGMENT INFORMATION:**

The Group produces dairy products and operates primarily in the United States, Greece and other European countries. Due to the nature of the products and the manner in which they are marketed to customers, the business is operated and managed as one business segment distinguished between the European operations and the U.S. operations. Accordingly, no operating results by individual or group of products are produced and neither are the Group's assets and liabilities analyzed by various product groups. Intra-segment balances and transactions have been eliminated on consolidation.

Segment information for the years ended December 31, 2022 and 2021, is analyzed as follows:

	<b>Year ended December 31, 2022</b>		
	<b>European operations</b>	<b>U.S. operations</b>	<b>Consolidated</b>
<b>Revenues</b>			
Net sales to external customers	211,110	341,165	552,275
 <b>Profit before income taxes</b>	 <b>14,617</b>	 <b>21,262</b>	 <b>35,879</b>
Income tax expense	2,045	4,538	6,583
<b>Segment result net profit</b>	<b>12,572</b>	<b>16,724</b>	<b>29,296</b>
 Income tax expense	 2,045	 4,538	 6,583
Depreciation and amortization	6,936	26,028	32,964
Financial expenses/(income), net	13,222	2,702	15,924
 <b>Other segment information:</b>			
Capital expenditures:			
Tangible and intangible fixed assets	7,610	7,094	14,704
 <b>Segment assets</b>	 <b>316,886</b>	 <b>332,583</b>	 <b>649,469</b>
 <b>Segment liabilities</b>	 <b>269,656</b>	 <b>97,686</b>	 <b>367,342</b>

	Year ended December 31, 2021		
	European operations	U.S. operations	Consolidated
<b>Revenues</b>			
Net sales to external customers	244,144	291,486	535,630
<b>Profit before income taxes</b>	<b>15,989</b>	<b>356</b>	<b>16,345</b>
Income tax expense	465	71	536
<b>Segment result net profit</b>	<b>15,524</b>	<b>285</b>	<b>15,809</b>
Income tax expense	465	71	536
Depreciation and amortization	7,759	27,479	35,238
Financial expenses/(income), net	17,198	6,138	23,336
<b>Other segment information:</b>			
Capital expenditures:			
Tangible and intangible fixed assets	9,889	4,606	14,495
<b>Segment assets</b>	<b>331,247</b>	<b>325,518</b>	<b>656,765</b>
<b>Segment liabilities</b>	<b>274,616</b>	<b>97,375</b>	<b>371,991</b>

## 27. CONTINGENCIES AND COMMITMENTS:

### (a) Litigation and claims:

- (i) From time to time, lawsuits have been filed against FAGE Greece by dairy farmers who supplied the company during the period from 2001-2007, claiming damages and loss of income due to alleged violations of the rules of Greek anti-trust law relating to FAGE Greece's case with the Hellenic Competition Commission, which was irrevocably closed in 2013. The Group believes it has recognized adequate and sufficient provisions for any probable costs for these lawsuits.
- (ii) The Group is involved in various other legal proceedings incidental to the conduct of its business and its organizational structure. Management does not believe that the outcome of any of these other legal proceedings will have a material adverse effect on the Group's financial condition or results of operations. The Group maintains product liability insurance that it believes is adequate at the present time in light of the Group's prior experience.

### (b) Commitments:

#### (i) Letters of Guarantee:

At each of December 31, 2022 and 2021, the Group had outstanding bank letters of guarantee in favor of various parties amounting to \$18. Such guarantees have been provided for the good execution of agreements.

#### (ii) Investment in the United States:

To remain current in the U.S. market, the Group is engaged in modifications to the Johnstown facility. The Group has signed agreements with various suppliers and contractors related to these modifications. Future minimum amounts payable under these agreements as at December 31, 2022 amounted to \$2,956 all of which is due within the next 3 months. Of the total future amounts payable, \$224 is denominated in Euro. Such guarantees have been provided for the good execution of agreements.

#### (iii) Investment in the Netherlands:

The Company has decided to construct a New Manufacturing Facility in the Netherlands to meet increasing European demand. The Group has signed agreements with various suppliers and contractors related to this construction. Future minimum amounts payable under these agreements as at December 31, 2022 amounted to \$2,023 all of which are denominated in Euro. Most of these amounts are due between one and five years.

**28. RISK MANAGEMENT OBJECTIVES AND POLICIES:**

The Group's principal financial liabilities are comprised of short-term borrowings, interest-bearing loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise funds for the Group's operations and investments. The Group also has trade and other receivables and cash and cash equivalents that are derived directly from its operations. The Group also holds certain investments in equity instruments measured at fair value through other comprehensive income.

The Group is exposed to a) Market Risk (comprised mainly of interest rate risk, foreign exchange risk and fair value risk), b) Credit Risk and c) Liquidity Risk, which are further discussed below:

**a) Market Risk**

(i) **Interest Rate Risk:** As of December 31, 2022 and 2021, the Group had no short-term borrowings at variable rates. The Group does not use derivative financial instruments to hedge the interest rate risk on its debt obligations.

(ii) **Foreign Currency Risk:** The Group enters into transactions denominated in foreign currencies related to the sales and purchases of goods. Therefore, the Group is exposed to market risk related to possible foreign currency fluctuations, which is mitigated to a certain extent by the set-off of credit and debit balances in the same currencies. Due to the fact that the Group has increased its international exposure due to sales to the Euro zone and the U.K. market, its financial position and results of operations are increasingly subject to currency translation risks.

As of December 31, 2022 and 2021, approximately 37.7% and 45.0%, respectively, of the Group's sales were denominated in currencies other than the presentation currency of the Group and 38.7% and 41.1%, respectively, of costs were denominated in foreign currencies. The following table demonstrates a model of the sensitivity to a change in the U.S. dollar and British pound exchange rate that is reasonable and possible, with all other variables held constant, of the Group's profit/(loss) before tax and the Group's equity.

		<u>Increase/ decrease in foreign currency rate</u>	<u>Effect on profit/(loss) before tax</u>	<u>Effect on equity</u>
2022	Euro	+5%	244	558
		-5%	(244)	(558)
	GB pound	+5%	24	(17)
		-5%	(24)	17
2021	Euro	+5%	100	393
		-5%	(100)	(393)
	GB pound	+5%	28	(9)
		-5%	(28)	9

(iii) **Fair Value Risk:** The carrying amounts reflected in the accompanying consolidated statement of financial position for cash and cash equivalents, trade and other receivables, trade and other payables and accrued and other current liabilities approximate their respective fair values due to the relatively short-term maturity of these financial instruments. The amounts shown on the face of the statement of financial position as investments in equity instruments reflect their fair value at year end. The fair value of variable rate borrowings and other long-term liabilities approximate their carrying amounts. The fair value of the Senior Notes, at December 31, 2022 and 2021, amounted to \$269,918 and \$296,644, respectively.

b) **Credit Risk:** The Group's maximum exposure to credit risk, due to the failure of counterparties to perform their obligations as at December 31, 2022 and 2021, in relation to each class of recognized financial assets, is the carrying amount of those assets as indicated in the accompanying consolidated statement of financial position. Concentrations of credit risks are limited with respect to receivables due to the large number of customers comprising the Group's customer base. The Group generally does not require collateral or other security to support customer receivables. There was no customer which accounted for more than 6.4% of the Group's revenue or receivables in 2022.

c) **Liquidity Risk:** The Group manages liquidity risk by monitoring forecasted cash flows and ensuring that adequate banking facilities and reserve borrowing facilities are maintained. The Group has sufficient undrawn borrowing facilities that can be utilized to fund any potential shortfall in cash resources.

Prudent liquidity risk management implies the availability of funding through adequate amounts of committed credit facilities, cash and marketable securities and the ability to close out those positions as and when required by the business or project.

**FAGE INTERNATIONAL S.A.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amounts in all tables and notes are presented in thousands of U.S. dollars, unless otherwise stated)

The table below summarizes the maturity profiles of various financial liabilities as at December 31, 2022 and 2021, based on contractual undiscounted payments.

December 31, 2022	1 to 12 months	2 to 5 years	Over 5 years	Total
Interest bearing loans and borrowings	-	288,365	-	288,365
Interest accruing on Senior Notes due 2026	16,220	42,579	-	58,799
Trade, other payables and accruing interest	30,878	-	-	30,878
	<u>47,098</u>	<u>330,944</u>	<u>-</u>	<u>378,042</u>
December 31, 2021	1 to 12 months	2 to 5 years	Over 5 years	Total
Interest bearing loans and borrowings	-	288,365	-	288,365
Interest accruing on Senior Notes due 2026	16,221	58,799	-	75,020
Trade, other payables and accruing interest	31,785	-	-	31,785
	<u>48,006</u>	<u>347,164</u>	<u>-</u>	<u>395,170</u>

**Capital Management**

The Group manages its capital structure and make adjustments to it, in light of changes in economic conditions. The Group monitors capital using a gearing ratio, which is adjusted net debt divided by total equity plus adjusted net debt. The Group includes within adjusted net debt interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, less investments in time deposits maturing in more than 3 months, excluding discontinued operations. The Group funds its operating costs through cash from operations and short-term borrowings under various lines of credit maintained with several banks. As of December 31, 2022 and 2021, the available credit lines amounted to \$35,000 and \$35,000, respectively.

Following is a table setting forth our capitalization as of December 31, 2022 and 2021.

	December 31,	
	2022	2021
Interest bearing loans and borrowings	285,399	284,677
Short-term borrowings	-	-
Trade accounts payable and due to related companies	24,757	25,664
Less investments (time deposits maturing in more than 3 months)	(65,000)	-
Less cash and cash equivalents	(73,737)	(119,239)
<b>Adjusted net debt</b>	<u><b>171,419</b></u>	<u><b>191,102</b></u>
<b>Total equity</b>	<u><b>282,127</b></u>	<u><b>284,774</b></u>
<b>Equity and adjusted net debt</b>	<b>453,546</b>	<b>475,876</b>
<b>Gearing ratio</b>	<b>37.8%</b>	<b>40.2%</b>

**Financial Instruments**

Set forth below is a comparison by category of carrying amounts and fair values as of December 31, 2022 and 2021, of all of the financial instruments that are carried in the consolidated financial statements.

	Carrying amount		Fair value	
	December 31,		December 31,	
	2022	2021	2022	2021
	(\$ in thousands)			
<i>Non-financial assets</i>				
Land	37,588	37,685	37,588	37,685
<i>Financial assets</i>				
Investments (time deposits maturing in more than 3 months)	65,000	-	65,000	-
Cash and cash equivalents	73,737	119,239	73,737	119,239
Investments in equity instruments	94	100	94	100
Trade and other receivables	52,229	56,984	52,229	56,984
Due from related companies	738	817	738	817
<i>Financial liabilities</i>				
Interest-bearing loans and borrowings	285,399	284,677	269,918	296,644
Trade accounts payables	24,717	25,627	24,71	25,627
Due to related companies	40	37	40	37
Accrued and other liabilities	26,589	26,094	26,589	26,094

### Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuing technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

	Fair value		Fair value hierarchy
	2022	2021	
	(\$ in thousands)		
<i>Financial assets</i>			
Investments in equity instruments	94	100	Level 2
<i>Financial liabilities</i>			
Fixed rate borrowings	269,918	296,644	Level 1

### 29. SUBSEQUENT EVENTS:

- a. In January 2023, FAGE International resolved to pay, and paid, interim dividends to its shareholders in the aggregate amount of \$20,000.