



FAGE INTERNATIONAL S.A.

QUARTERLY REPORT
For the Nine and Three Months Ended
September 30, 2023

November 13, 2023

This report (the “Quarterly Report”) sets forth certain information regarding the financial condition and results of operations of FAGE International S.A. and its subsidiaries (the “FAGE Group”) for the nine and three months ended September 30, 2023. The Quarterly Report includes a review, in English, of the FAGE Group’s unaudited financial information and analysis for the third quarter of 2023 as well as certain other information.

The following unaudited financial statements in the opinion of the management reflect all necessary adjustments (which include only normal recurring adjustments) necessary for a fair presentation of the FAGE Group’s financial position, results of operations and cash flows for the periods presented.

For a description of accounting policies see Notes to the Consolidated Financial Statements in the FAGE Group’s 2022 Annual Report.

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 September 30, 2023, an aggregate principal amount of \$180.9 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 Quarterly 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. The reference to this website is an inactive textual reference only and none of the information contained on this website is incorporated into this Quarterly 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 Quarterly 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 Quarterly 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 Quarterly 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.

Because the risk factors referred to in this Quarterly Report could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made in this Quarterly 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 Quarterly 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 Quarterly 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 Quarterly Report that attempt to advise them of the factors affecting our business.

DEFINITIONS

The following terms used in this Quarterly 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 Quarterly 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 Quarterly Report.

Financial Information

The consolidated financial information for the FAGE Group has been presented as of and for the nine months ended September 30, 2023 and 2022, 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 European Union. You should read the consolidated financial statements of the FAGE Group included at the end of this Quarterly Report, including the notes thereto (collectively, the “Consolidated Financial Statements”), together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. Some financial information in this Quarterly Report has been rounded and, as a result, the numerical figures shown as totals in this Quarterly 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 Quarterly 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. \$1.0594 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 September 30, 2023.

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 Quarterly 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 nine months ended September 30, 2023 and 2022, 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 Quarterly Report may contain 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 Quarterly 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 Quarterly Report. In addition, in many cases, statements in this Quarterly 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*.

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

Results of Operations for the FAGE Group for the Nine and Three Months Ended September 30, 2023 and 2022

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:

| | Nine months ended September 30, | | Three months ended September 30, | |
|--|------------------------------------|--------|--|--------|
| | 2023 | 2022 | 2023 | 2022 |
| | (Unaudited) | | (Unaudited) | |
| Sales | 100.0% | 100.0% | 100.0% | 100.0% |
| Cost of sales | (53.1) | (70.0) | (52.1) | (69.6) |
| Gross profit | 46.9 | 30.0 | 47.9 | 30.4 |
| Selling, general and administrative expenses | (22.2) | (20.7) | (20.0) | (19.4) |
| Other income | 0.2 | 0.4 | 0.4 | 0.9 |
| Other expenses | (1.3) | (0.3) | (1.6) | (0.5) |
| Operating profit for the period | 23.6 | 9.4 | 26.7 | 11.4 |
| Financial income/(expenses), net | (1.7) | (3.0) | (1.3) | (2.8) |
| Foreign exchange gains/(losses), net | (0.1) | (2.4) | (1.0) | (2.9) |
| Profit before income taxes | 21.8 | 4.0 | 24.4 | 5.7 |
| Income tax expense | (4.9) | (0.5) | (5.4) | (1.6) |
| Net profit | 16.9% | 3.5% | 19.0% | 4.1% |

Nine months ended September 30, 2023 compared to nine months ended September 30, 2022

Sales. Our sales in value for the nine months ended September 30, 2023 amounted to \$477.3 million, an increase of \$56.1 million, or 13.3%, compared to sales in value of \$421.2 million for the nine months ended September 30, 2022.

This increase in sales in value for the nine months ended September 30, 2023, as compared to the nine months ended September 30, 2022, is mainly due to the increase in the average net selling price across all markets by 10.8%, the increase in our sales in volume by 1.8% and the positive impact of 0.7% on sales in value due to the weakening of the U.S. dollar against the Euro and the British Pound (the exchange rates for the nine months ended September 30, 2023 and 2022, were €1 = \$1.0816 and €1 = \$1.0560 and £1 = \$1.2449 and £1 = \$1.2432, respectively). Our sales in value increased in the United Kingdom, the United States, Italy and Greece by 25.1%, 14.4%, 9.4% and 5.2%, respectively.

Our sales in volume for the nine months ended September 30, 2023 increased by 1.8% as compared to the nine months ended September 30, 2022. This resulted mainly from increases in sales in volume in the United Kingdom and the United States by 7.4% and 4.5%, respectively, which were partially offset by decreases in sales in volume in Italy and Greece by 5.7% and 4.5%, respectively.

Our sales in value outside of Greece accounted for 87.9% of our total sales in value for the nine months ended September 30, 2023, as compared to 87.0% for the nine months ended September 30, 2022.

Gross profit. Gross profit for the nine months ended September 30, 2023 was \$224.0 million, an increase of \$97.8 million, or 77.5%, from \$126.2 million for the nine months ended September 30, 2022. Gross profit as a percentage of sales for the nine months ended September 30, 2023 was 46.9%, compared to 30.0% for the nine months ended September 30, 2022. The main reason for this increase was the decrease in the prices of milk used in the Greek and U.S. facilities by 36.7% and 23.4%, respectively.

Selling, general and administrative expenses. Selling, general and administrative expenses ("SG&A") for the nine months ended September 30, 2023 were \$105.9 million, an increase of \$18.6 million, or 21.3%, from \$87.3 million for the nine months ended September 30, 2022. As a percentage of sales, SG&A was 22.2% for the nine months ended September 30, 2023 and 20.7% for the nine months ended September 30, 2022. This increase in SG&A is mainly due to the increase in advertising costs.

Other income/(expenses), net. Net other expenses for the nine months ended September 30, 2023 amounted to \$5.3 million. Net other income for the nine months ended September 30, 2022 amounted to \$0.4 million.

Operating profit. Operating profit for the nine months ended September 30, 2023 was \$112.8 million, an increase of \$73.5 million, or 187.0%, as compared to operating profit of \$39.3 million for the nine months ended September 30, 2022. As a percentage of sales, operating profit was 23.6% for the nine months ended September 30, 2023, as compared to 9.4% for the nine months ended September 30, 2022. This increase in operating profit is mainly due to the increase in gross profit, which was partially offset by the increase in SG&A and other expenses.

Financial income/(expenses), net. Net financial expenses for the nine months ended September 30, 2023 were \$8.0 million, compared to \$12.5 million for the nine months ended September 30, 2022. Financial income/(expenses), net as a percentage of sales was 1.7% for the nine months ended September 30, 2023 and 3.0% for the nine months ended September 30, 2022.

Foreign exchange (losses)/gains, net. Net foreign exchange losses for the nine months ended September 30, 2023 were \$0.7 million, compared to net foreign exchange losses for the nine months ended September 30, 2022 of \$10.1 million.

Profit before income taxes. Profit before income taxes for the nine months ended September 30, 2023 was \$104.1 million, as compared to profit before income taxes of \$16.6 million for the nine months ended September 30, 2022. This increase is mainly due to the increase in operating profit, the decrease in financial income/(expenses), net and foreign exchange effects.

Income tax benefit/(expense). Income tax expense for the nine months ended September 30, 2023 was \$23.3 million, as compared to an income tax expense of \$2.0 million for the nine months ended September 30, 2022.

Net profit. Net profit for the nine months ended September 30, 2023 was \$80.8 million, as compared to net profit of \$14.7 million for the nine months ended September 30, 2022.

Three months ended September 30, 2023 compared to three months ended September 30, 2022

Sales. Our sales in value for the three months ended September 30, 2023 amounted to \$167.7 million, an increase of \$26.4 million, or 18.7%, compared to sales in value of \$141.3 million for the three months ended September 30, 2022.

This increase in sales in value for the three months ended September 30, 2023, as compared to the three months ended September 30, 2022, is mainly due to the increase in the average net selling price across all markets by 6.1%, the increase in our sales in volume by 9.6% and the positive impact of 3.0% on sales in value due to the weakening of the U.S. dollar against the Euro and the British Pound (the exchange rates for the three months ended September 30, 2023 and 2022, were €1 = \$1.0828 and €1 = \$0.9982 and £1 = \$1.2594 and £1 = \$1.1592, respectively). Our sales in value increased in the United Kingdom, the United States, Italy and Greece by 53.0%, 17.9%, 15.5% and 6.9%, respectively.

Our sales in volume for the three months ended September 30, 2023 increased by 9.6% as compared to the three months ended September 30, 2022. This resulted mainly from increases in sales in volume in the United Kingdom, the United States and Greece by 14.3%, 13.5% and 2.4%, respectively, which were partially offset by a decrease in sales in volume in Italy by 0.7%.

Our sales in value outside of Greece accounted for 88.1% of our total sales in value for the three months ended September 30, 2023, as compared to 86.8% for the three months ended September 30, 2022.

Gross profit. Gross profit for the three months ended September 30, 2023 was \$80.3 million, an increase of \$37.3 million, or 86.9%, from \$42.9 million for the three months ended September 30, 2022. Gross profit as a percentage of sales for the three months ended September 30, 2023 was 47.9%, compared to 30.4% for the three months ended September 30, 2022. The main reason for this increase was the decrease in the prices of milk used in the Greek and U.S. facilities by 33.8% and 26.8%, respectively.

Selling, general and administrative expenses. SG&A for the three months ended September 30, 2023 were \$33.6 million, an increase of \$6.1 million, or 22.4%, from \$27.4 million for the three months ended September 30, 2022. As a percentage of sales, SG&A was 20.0% for the three months ended September 30, 2023 and 19.4% for the three months ended September 30, 2022. This increase in SG&A is mainly due to the increase in advertising costs.

Other income/(expenses), net. Net other expenses for the three months ended September 30, 2023 amounted to \$1.9 million. Net other income for the three months ended September 30, 2022 amounted to \$0.5 million.

Operating profit. Operating profit for the three months ended September 30, 2023 was \$44.8 million, an increase of \$28.8 million, or 179.7%, as compared to operating profit of \$16.0 million for the three months ended September 30, 2022. As a percentage of sales, operating profit was 26.7% for the three months ended September 30, 2023, as compared to 11.4% for the three months ended September 30, 2022. This increase in operating profit is mainly due to the increase in gross profit, which was partially offset by the increase in SG&A and other expenses.

Financial income/(expenses), net. Net financial expenses for the three months ended September 30, 2023 were \$2.1 million, compared to \$3.9 million for the three months ended September 30, 2022. Financial income/(expenses), net as a percentage of sales was 1.3% for the three months ended September 30, 2023 and 2.8% for the three months ended September 30, 2022.

Foreign exchange (losses)/gains, net. Net foreign exchange losses for the three months ended September 30, 2023 were \$1.7 million, compared to net foreign exchange losses for the three months ended September 30, 2022 of \$4.1 million.

Profit before income taxes. Profit before income taxes for the three months ended September 30, 2023 was \$41.0 million, as compared to profit before income taxes of \$8.0 million for the three months ended September 30, 2022. This increase is mainly due to the increase in operating profit, the decrease in financial income/(expenses), net and foreign exchange effects.

Income tax expense. Income tax expense for the three months ended September 30, 2023 was \$9.0 million, as compared to an income tax expense of \$2.2 million for the three months ended September 30, 2022.

Net profit. Net profit for the three months ended September 30, 2023 was \$31.9 million, as compared to net profit of \$5.8 million for the three months ended September 30, 2022.

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), dividend 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 September 30, 2023 amounted to \$35.0 million, all of 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 September 30, 2023, the unused portion amounted to \$35.0 million (See Note 18). The available credit lines for the Group as of December 31, 2022 amounted to \$35.0 million.

Cash at banks and cash equivalents as of September 30, 2023 amounted to \$92.5 million, compared to \$73.7 million as of December 31, 2022 (See Note 15). In addition, investments in time deposits that will mature in more than three months as of September 30, 2023 and December 31, 2022 amounted to \$0.0 and \$65.0 million, respectively.

We believe that this amount of our cash at banks and cash equivalents (\$92.5 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.

| | Nine months ended | |
|--|--------------------------|-----------------------|
| | September 30, | |
| | 2023 | 2022 |
| | (\$ thousands) | |
| Cash flow from/(used in) operating activities | 121,380 | 55,116 |
| Cash flow from/(used in) investing activities..... | 61,088 | (9,226) |
| Cash flow from/(used in) financing activities | (163,737) | (46,990) |
| Effect of exchange rates changes on cash | 34 | 1,871 |
| Cash and cash equivalents at beginning of period | <u>73,737</u> | <u>119,239</u> |
| Cash and cash equivalents at period-end..... | <u>92,502</u> | <u>120,010</u> |

Cash flow from/(used in) operating activities. Net cash from operating activities for the nine months ended September 30, 2023 was \$121.4 million, compared to net cash from operating activities of \$55.1 million for the nine months ended September 30, 2022. This increase is mainly due to the increase in operating profit.

Cash flow from/(used in) investing activities. Net cash from investing activities amounted to \$61.1 million for the nine months ended September 30, 2023. At December 31, 2022, the Group had \$65.0 million in time deposit investments that converted into cash and cash equivalents as at September 30, 2023. At September 30, 2023 the Group had \$0.0 million in time deposit investments that will mature in more than three months. Out of the capital expenditures of \$7.7 million in the first nine months of 2023, \$4.0 million related to capital expenditures for the U.S. facility, \$2.1 million related to our investment in our new manufacturing facility and \$1.6 million related to capital expenditures for the facilities in Greece. As of September 30, 2023, interest and other related income received amounted to \$3.6 million. Net cash used in investing activities amounted to \$9.2 million for the nine months ended September 30, 2022.

Cash flow from/(used in) financing activities. Net cash used in financing activities for the nine months ended September 30, 2023 was \$163.7 million. This resulted from \$107.5 million used to repurchase bonds (the Senior Notes), \$40.0 million of dividends paid to our shareholders from retained earnings, \$15.6 million of interest paid and \$0.6 million of payments of lease liabilities. Net cash used in financing activities for the nine months ended September 30, 2022 was \$47.0 million. This resulted from \$16.4 million of interest paid, \$30.0 million of dividends paid to our shareholders from retained earnings and \$0.6 million of payments of lease liabilities.

Other Financial Data

EBITDA (net profit/(loss) plus income tax (expense)/benefit, financial income/(expenses), net and depreciation and amortization) for the nine months ended September 30, 2023 amounted to \$134.9 million, as compared to \$54.0 million for the nine months ended September 30, 2022. The reconciliation of net profit to EBITDA is as follows:

| | Nine months ended September 30, | |
|----------------------------------|--|----------------------|
| | 2023 | 2022 |
| | (\$ thousands) | |
| Net profit | 80,760 | 14,688 |
| Income tax (benefit)/expense.. | 23,304 | 1,958 |
| Financial (income)/expenses, net | 8,039 | 12,500 |
| Depreciation and amortization | <u>22,772</u> | <u>24,809</u> |
| EBITDA..... | <u>134,875</u> | <u>53,955</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 net debt (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 three months) of the Group as of September 30, 2023 amounted to \$86.9 million, as compared to \$146.7 million as of December 31, 2022.

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. FAGE International's 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 United Kingdom and the United States; and
- fifth, the ongoing conflicts between Russia and Ukraine and between Israel and Hamas, respectively, may affect the Group's costs, which may have an effect on the Group's results.

FAGE International's 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.

Related Party Transactions

The FAGE 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 are controlled by members of the Filippou family.

Account balances with related companies are as follows:

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|--|-------------------------------------|------------------------------------|
| | (\$ thousands) | |
| Due from: | | |
| - Dimitrios Nikolou Single Member P.C. | 450 | 453 |
| - EMFI S.A. | 53 | 38 |
| - Vis S.A. | - | 247 |
| | <u>503</u> | <u>738</u> |
| Due to: | | |
| - Mornos S.A. | 454 | 40 |
| - Vis S.A. | 28 | - |
| | <u>482</u> | <u>40</u> |

Transactions with related companies for the nine months ended September 30, 2023 and 2022, are analyzed as follows:

| | Purchases from related parties | | Sales to related parties | |
|-------------------------------------|---|----------------------|-------------------------------------|-------------------|
| | September 30, | | September 30, | |
| | 2023 | 2022 | 2023 | 2022 |
| | (\$ thousands) | | | |
| Inventories, materials and supplies | 9,240 | 11,800 | 137 | 475 |
| Other services | 7 | 69 | 94 | 92 |
| | <u>9,247</u> | <u>11,869</u> | <u>231</u> | <u>567</u> |

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AS OF AND FOR THE NINE AND THREE MONTHS ENDED SEPTEMBER 30, 2023**

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FAGE INTERNATIONAL S.A.

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023**

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

(UNAUDITED)

| | Notes | Nine months ended September 30, | |
|---|-----------|--|------------------|
| | | 2023 | 2022 |
| Sales | | 477,300 | 421,190 |
| Cost of sales | | (253,312) | (295,033) |
| Gross profit | | 223,988 | 126,157 |
| Selling, general and administrative expenses | 5 | (105,887) | (87,276) |
| Other income | 16 | 987 | 1,749 |
| Other expenses | | (6,329) | (1,344) |
| OPERATING PROFIT FOR THE PERIOD | | 112,759 | 39,286 |
| Financial expenses | 6 | (12,371) | (12,964) |
| Financial income | 6 | 4,332 | 464 |
| Foreign exchange gains/(losses), net | | (656) | (10,140) |
| PROFIT FOR THE PERIOD BEFORE INCOME TAXES | | 104,064 | 16,646 |
| Income tax (expense)/benefit | 7 | (23,304) | (1,958) |
| NET PROFIT | | 80,760 | 14,688 |
| Attributable to: | | 80,760 | 14,688 |
| Equity holders of the parent | | 80,760 | 14,688 |
| Earnings per share | | | |
| Basic and diluted | | 80.76 | 14.69 |
| Weighted average number of shares, basic and diluted | | 1,000,000 | 1,000,000 |

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

FAGE INTERNATIONAL S.A.

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023**
(All amounts in thousands of U.S. dollars, except share and per share data)

(UNAUDITED)

| | Notes | <u>Three months ended September 30,</u> | |
|---|-----------|---|------------------|
| | | <u>2023</u> | <u>2022</u> |
| Sales | | 167,676 | 141,269 |
| Cost of sales | | (87,423) | (98,335) |
| Gross profit | | 80,253 | 42,934 |
| Selling, general and administrative expenses | 5 | (33,558) | (27,418) |
| Other income | 16 | 786 | 1,255 |
| Other expenses | | (2,680) | (751) |
| OPERATING PROFIT FOR THE PERIOD | | 44,801 | 16,020 |
| Financial expenses | 6 | (3,686) | (4,312) |
| Financial income | 6 | 1,540 | 428 |
| Foreign exchange gains/(losses), net | | (1,688) | (4,108) |
| PROFIT FOR THE PERIOD BEFORE INCOME TAXES | | 40,967 | 8,028 |
| Income tax (expense)/benefit | 7 | (9,046) | (2,198) |
| NET PROFIT | | 31,921 | 5,830 |
| Attributable to: | | 31,921 | 5,830 |
| Equity holders of the parent | | 31,921 | 5,830 |
| Earnings per share | | | |
| Basic and diluted | | 31.92 | 5.83 |
| Weighted average number of shares, basic and diluted | | 1,000,000 | 1,000,000 |

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

FAGE INTERNATIONAL S.A.

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME/LOSS
FOR THE NINE AND THREE MONTHS ENDED SEPTEMBER 30, 2023**

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

(UNAUDITED)

| Notes | Nine months ended September 30, | | Three months ended September 30, | |
|---|------------------------------------|----------------|-------------------------------------|----------------|
| | 2023 | 2022 | 2023 | 2022 |
| Net profit for the period | 80,760 | 14,688 | 31,921 | 5,830 |
| Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods: | | | | |
| Exchange gains/(losses) on translation of foreign operations | (422) | (8,067) | (1,536) | (3,103) |
| Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods | (422) | (8,067) | (1,536) | (3,103) |
| Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods: | | | | |
| Remeasurement losses on defined benefit plans | 46 | (742) | 165 | (654) |
| Income tax | (10) | 163 | (36) | 144 |
| | 36 | (579) | 129 | (510) |
| Net other comprehensive loss not to be reclassified to profit or loss in subsequent periods | 36 | (579) | 129 | (510) |
| Other comprehensive income/(loss) for the period, net of tax | (386) | (8,646) | (1,407) | (3,613) |
| Total comprehensive income/(loss) for the period, net of tax | 80,374 | 6,042 | 30,514 | 2,217 |
| Attributable to: | 80,374 | 6,042 | 30,514 | 2,217 |
| Equity holders of the parent | 80,374 | 6,042 | 30,514 | 2,217 |

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

FAGE INTERNATIONAL S.A.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT SEPTEMBER 30, 2023

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

| | Notes | September 30, 2023 (Unaudited) | December 31, 2022 (Audited) |
|--|-------|--------------------------------------|-----------------------------------|
| ASSETS | | | |
| Non-Current Assets | | | |
| Property, plant and equipment | | 312,910 | 331,549 |
| Right-of-use leased assets | 8 | 2,853 | 3,080 |
| Intangible assets | | 819 | 858 |
| Goodwill | 9 | 2,530 | 2,518 |
| Investments in equity instruments | 10 | 93 | 94 |
| Other non-current assets | 11 | 272 | 285 |
| Deferred income taxes | | 63,204 | 72,770 |
| Total non-current assets | | 382,681 | 411,154 |
| Current Assets: | | | |
| Inventories | 12 | 41,951 | 46,093 |
| Trade and other receivables | 13 | 66,901 | 52,229 |
| Due from related companies | 14 | 503 | 738 |
| Prepaid income taxes | | 515 | 518 |
| Investments (deposits maturing in more than 3 months) | 15 | - | 65,000 |
| Cash and cash equivalents | 15 | 92,502 | 73,737 |
| Total current assets | | 202,372 | 238,315 |
| TOTAL ASSETS | | 585,053 | 649,469 |
| EQUITY AND LIABILITIES | | | |
| Equity Attributable to Equity Holders of the Parent Company | | | |
| Share capital | | 1,000 | 1,000 |
| Share premium | | 4,547 | 4,547 |
| Other reserves | | 459 | 459 |
| Land revaluation surplus | | 34,201 | 34,201 |
| Reversal of fixed assets statutory revaluation surplus | | (44,410) | (44,410) |
| Legal, tax free and special reserves | | 52,016 | 52,016 |
| Retained earnings | | 304,891 | 264,131 |
| Other components of equity | | (30,203) | (29,817) |
| Total Equity | | 322,501 | 282,127 |
| Non-Current Liabilities | | | |
| Interest-bearing loans and borrowings | 16 | 179,434 | 285,399 |
| Provision for staff retirement indemnities | | 1,568 | 1,691 |
| Deferred income taxes | | 21,988 | 24,196 |
| Non-current liabilities from finance leases | 8 | 2,184 | 2,507 |
| Total non-current liabilities | | 205,174 | 313,793 |
| Current Liabilities: | | | |
| Trade accounts payable | 17 | 23,435 | 24,717 |
| Due to related companies | 14 | 482 | 40 |
| Short-term borrowings | 18 | - | - |
| Income taxes payable | | 5,621 | 1,508 |
| Accrued and other current liabilities | 19 | 27,021 | 26,589 |
| Current liabilities from finance leases | 8 | 819 | 695 |
| Total current liabilities | | 57,378 | 53,549 |
| Total liabilities | | 262,552 | 367,342 |
| TOTAL EQUITY AND LIABILITIES | | 585,053 | 649,469 |

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

FAGE INTERNATIONAL S.A.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

(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/ (losses) | Actuarial gains/ (losses) | Foreign exchange gains/ (losses) | Total equity |
|---|---------------|---------------|--------------------------|--|--------------------------------------|----------------|-----------------------------|---------------------------|----------------------------------|----------------|
| Balance December 31, 2022 (Audited) | 1,000 | 4,547 | 34,201 | (44,410) | 52,016 | 459 | 264,131 | (275) | (29,542) | 282,127 |
| Profit for the period | - | - | - | - | - | - | 80,760 | - | - | 80,760 |
| Other comprehensive loss | - | - | - | - | - | - | - | 36 | (422) | (386) |
| Total comprehensive income/(loss) | - | - | - | - | - | - | 80,760 | 36 | (422) | 80,374 |
| Dividends distribution | - | - | - | - | - | - | (40,000) | - | - | (40,000) |
| Balance, September 30, 2023 (Unaudited) | 1,000 | 4,547 | 34,201 | (44,410) | 52,016 | 459 | 304,891 | (239) | (29,964) | 322,501 |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 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/ (losses) | Actuarial gains/ (losses) | Foreign exchange gains/ (losses) | Total equity |
|---|---------------|---------------|--------------------------|--|--------------------------------------|----------------|-----------------------------|---------------------------|----------------------------------|----------------|
| Balance December 31, 2021 (Audited) | 1,000 | 4,547 | 32,526 | (44,410) | 52,016 | 459 | 264,835 | (419) | (25,780) | 284,774 |
| Profit for the period | - | - | - | - | - | - | 14,688 | - | - | 14,688 |
| Other comprehensive loss | - | - | - | - | - | - | - | (579) | (8,067) | (8,646) |
| Total comprehensive income/(loss) | - | - | - | - | - | - | 14,688 | (579) | (8,067) | 6,042 |
| Dividends distribution | - | - | - | - | - | - | (30,000) | - | - | (30,000) |
| Balance, September 30, 2022 (Unaudited) | 1,000 | 4,547 | 32,526 | (44,410) | 52,016 | 459 | 249,523 | (998) | (33,847) | 260,816 |

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

PAGE INTERNATIONAL S.A.

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023**

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

(UNAUDITED)

| | Notes | September 30, | |
|--|-------|------------------|-----------------|
| | | 2023 | 2022 |
| Operating Activities: | | | |
| Profit before income taxes | | 104,064 | 16,646 |
| Adjustments to reconcile to net cash provided by operating activities: | | | |
| Depreciation and amortization | 4 | 22,155 | 24,221 |
| Amortization of right-of-use leased assets | 4, 8 | 617 | 588 |
| Provision for staff retirement indemnities | 3 | 554 | 742 |
| Provision for doubtful account receivable | 5, 13 | 4 | 12 |
| Financial income | 6 | (4,332) | (464) |
| Financial expenses | 6 | 12,311 | 12,933 |
| Finance leasing interest expense | 6 | 60 | 31 |
| Loss/(gain) on disposal of property, plant and equipment | | 3,532 | (92) |
| Operating profit before working capital changes | | 138,965 | 54,617 |
| (Increase)/Decrease in: | | | |
| Inventories | 12 | 4,142 | (880) |
| Trade and other receivables | 13 | (13,961) | 777 |
| Due from related companies | 14 | 236 | 293 |
| Increase/(Decrease) in: | | | |
| Trade accounts payable | 17 | (1,282) | 569 |
| Due to related companies | 14 | 442 | 208 |
| Accrued and other current liabilities | 19 | 5,259 | 3,848 |
| Working capital changes | | (5,164) | 4,815 |
| Income taxes paid | | (11,813) | (2,408) |
| Payment of staff indemnities | | (621) | (1,915) |
| (Increase)/decrease in other non-current assets | 11 | 13 | 7 |
| Net Cash from/(used in) Operating Activities | | 121,380 | 55,116 |
| Investing Activities: | | | |
| Capital expenditure for property, plant and equipment | | (7,687) | (9,815) |
| Additions to intangible assets | | (119) | (110) |
| Proceeds from disposal of property, plant and equipment | | 277 | 455 |
| Investments | 15 | 65,000 | - |
| Interest and other related income received | 6 | 3,617 | 244 |
| Net Cash from/(used in) Investing Activities | | 61,088 | (9,226) |
| Financing Activities: | | | |
| Repurchase of bonds | 16 | (107,493) | - |
| Payment of leased liabilities | 8 | (670) | (578) |
| Interest paid | | (15,574) | (16,412) |
| Dividends/share premium paid to equity holders of the parent | | (40,000) | (30,000) |
| Net Cash from/(used in) Financing Activities | | (163,737) | (46,990) |
| Net increase/(decrease) in cash and cash equivalents | | 18,731 | (1,100) |
| Effect of exchange rates changes on cash | | 34 | 1,871 |
| Cash and cash equivalents at beginning of period | 15 | 73,737 | 119,239 |
| Cash and cash equivalents at September 30 | 15 | 92,502 | 120,010 |

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

FAGE INTERNATIONAL S.A.
NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023

(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

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

2. BASIS OF PRESENTATION:

- (a) **Basis of Preparation of Financial Statements:** The accompanying interim condensed 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. These interim condensed consolidated financial statements have been prepared by management in accordance with International Accounting Standard (“IAS”) 34 (Interim Financial Reporting). The interim condensed consolidated financial statements do not include all the information and disclosure required in the annual consolidated financial statements and should be read in conjunction with the Group’s annual consolidated financial statements as of and for the year ended December 31, 2022. The interim condensed consolidated financial statements are presented in thousands of U.S. dollars, except when otherwise indicated.

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 2.5 to the consolidated financial statements included in the 2022 Annual Report.

- (b) **Significant Accounting Policies:** The interim condensed consolidated financial statements have been prepared using accounting policies consistent with those adopted for the preparation of the Group’s annual consolidated financial statements as of and for the year ended December 31, 2022 and which are comprehensively presented in the notes to the annual financial statements.
- (c) **Basis of consolidation:** The consolidated financial statements comprise the financial statements of FAGE International and its subsidiaries as at September 30, 2023.

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.

- (d) **Changes in Accounting Policies and Disclosures**

New and Amended Standards and Interpretations

Several amendments and interpretations apply for the first time in 2023 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 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 was 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 became effective on 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. 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 became effective on 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. The amendments have no 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 became effective on 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. The amendments have no 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 the 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 became effective on January 1, 2022 and was endorsed by the EU. The amendments are not applicable to the Group's consolidated financial position or results of operations and as such have no impact on 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 became effective on January 1, 2022 and is endorsed by the EU. The amendments are not applicable to the Group's consolidated financial position or results of operations and as such have no impact on the Group's consolidated financial position or results of operations.

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 its 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 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 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.

International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12

In May 2023, the IASB issued amendments to IAS 12, which introduce a mandatory exception in IAS 12 from recognizing and disclosing deferred tax assets and liabilities related to Pillar Two income taxes. The amendments clarify that IAS 12 applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two Model Rules published by the Organization for Economic Cooperation and Development (OECD), including tax law that implements qualified domestic minimum top-up taxes. Such tax legislation, and the income taxes arising from it, are referred to as “Pillar Two legislation” and “Pillar Two income taxes”, respectively. The disclosure of the current tax expense related to Pillar Two income taxes and the disclosures in relation to periods before the legislation is effective are required for annual reporting periods beginning on or after January 1, 2023, but are not required for any interim period ending on or before December 31, 2023.

(e) 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.

• **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 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.

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

In September 2022, the IASB 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.

• **Disclosures: Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7**

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures. The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity’s liabilities, cash flows and exposure to liquidity risk. The amendments will be effective for annual reporting periods beginning on or after January 1, 2024. Early adoption is permitted, but will need to be disclosed. The amendments provide some transition reliefs regarding comparative and quantitative information as at the beginning of the annual reporting period and interim disclosures.

• **The Effects of Changes in Foreign Exchange Rates: Lack of exchangeability – Amendments to IAS 21**

In August 2023, the IASB issued Lack of Exchangeability (Amendments to IAS 21). The amendments to IAS 21 specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments will be effective for annual reporting periods beginning on or after January 1, 2025. Early adoption is permitted, but will need to be disclosed. When applying the amendments, an entity cannot restate comparative information.

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

3. PAYROLL COST:

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

| | September 30, | |
|---|----------------------|---------------|
| | 2023 | 2022 |
| Wages and salaries | 35,303 | 34,944 |
| Social security costs | 3,906 | 3,727 |
| Provision for staff retirement indemnities | 554 | 742 |
| Other staff costs | 4,456 | 4,118 |
| Total payroll | 44,219 | 43,531 |
| Less: amounts charged to cost of production | (22,540) | (21,720) |
| amounts capitalized to tangible and intangible assets | (836) | (1,196) |
| Payroll expensed (Note 5) | 20,843 | 20,615 |

The Group's total number of employees as of September 30, 2023 and 2022, was approximately 774 and 794, 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 interim condensed consolidated financial statements is analyzed as follows:

| | September 30, | |
|--|----------------------|---------------|
| | 2023 | 2022 |
| Depreciation of property, plant and equipment | 21,997 | 24,046 |
| Amortization of right-of-use leased assets (Note 8) | 617 | 588 |
| Amortization of intangible assets | 158 | 175 |
| Total depreciation and amortization | 22,772 | 24,809 |
| Less: amounts charged to cost of production | (18,976) | (20,413) |
| Depreciation and amortization expensed (Note 5) | 3,796 | 4,396 |

5. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES:

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

| | September 30, | |
|---|----------------------|---------------|
| | 2023 | 2022 |
| Shipping and handling costs | 34,480 | 35,585 |
| Advertising costs | 33,799 | 14,397 |
| Third party fees | 5,061 | 4,952 |
| Payroll (Note 3) | 20,843 | 20,615 |
| Depreciation and amortization (Note 4) | 3,796 | 4,396 |
| Repairs and maintenance | 861 | 820 |
| Travel and entertainment | 521 | 283 |
| Allowance for doubtful accounts (Note 13) | 4 | 12 |
| Other | 6,522 | 6,216 |
| Total | 105,887 | 87,276 |

Compensation paid to directors and executive officers for the nine months ended September 30, 2023 and 2022, included in payroll and third party fees, amounted to \$7,449 and \$6,559, respectively. Of these amounts, \$4,870 and \$3,977 have been paid to the members of the Filippou family for the nine months ended September 30, 2023 and 2022, respectively.

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6. FINANCIAL INCOME AND EXPENSES:

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

| | <u>September 30,</u> | |
|--|----------------------|-----------------|
| | <u>2023</u> | <u>2022</u> |
| Financial expenses on loans and borrowings (Note 16) | (12,143) | (12,708) |
| Interest on short-term borrowings (Note 18) | (100) | (99) |
| Amortization of fees for revolving credit facility (Note 18) | (36) | (34) |
| Finance leasing interest expense (Note 8) | (60) | (31) |
| Other | (32) | (92) |
| Total financial expenses | (12,371) | (12,964) |
| Interest earned on cash at banks and on time deposits | 4,332 | 464 |
| Total financial income | 4,332 | 464 |
| Total financial income/(expense), net | (8,039) | (12,500) |

7. INCOME TAXES:

In accordance with Luxembourg tax regulations, the corporate tax rate applied by companies for fiscal years 2023 and 2022 is 24.94%.

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

| | <u>September 30,</u> | |
|---|----------------------|--------------|
| | <u>2023</u> | <u>2022</u> |
| Income taxes: | | |
| Current income tax expense | 15,928 | 4,099 |
| Deferred income tax (benefit)/expense | 7,376 | (2,141) |
| Total income tax expense/(benefit) | 23,304 | 1,958 |

8. FINANCE LEASES AND LIABILITIES:

The impact of IFRS 16 adoption for the nine months ended September 30, 2023 and 2022, is as follows:

| | <u>September 30,</u> | |
|---|----------------------|--------------|
| | <u>2023</u> | <u>2022</u> |
| Assets | | |
| Right-of-use leased assets January 1 | 3,080 | 3,759 |
| New right-of-use leased asset | 423 | 90 |
| Amortization of right of use leased assets (Note 4) | (617) | (588) |
| Write-downs | (21) | - |
| Foreign currency remeasurement | (12) | (217) |
| Right-of-use leased assets September 30 | 2,853 | 3,044 |
| Liabilities | | |
| Total liabilities from finance leases January 1 | 3,202 | 3,835 |
| New liabilities from finance lease | 442 | 90 |
| Liabilities from finance lease – rental expenses | (670) | (578) |
| Interest expenses from finance leases (Note 6) | 60 | 31 |
| Write-downs | (21) | - |
| Foreign currency remeasurement | (10) | (213) |
| Total liabilities from finance leases September 30 | 3,003 | 3,165 |
| Analyzed to: | | |
| Non-current liabilities from finance leases | 2,184 | 2,606 |
| Current liabilities from finance leases | 819 | 559 |
| Total liabilities from finance leases September 30 | 3,003 | 3,165 |

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| | <u>September 30,</u> | |
|--|----------------------|-------------|
| | <u>2023</u> | <u>2022</u> |
| Impact on Profit or Loss Statement | | |
| Interest expenses from leases | (60) | (31) |
| Amortization of right-of-use leased assets | (617) | (588) |
| Liabilities from leases – rental expenses | 670 | 578 |
| Gross Impact on Profit or Loss Statement September 30 | <u>(7)</u> | <u>(41)</u> |
| Deferred tax | 2 | 10 |
| Net Impact on Profit or Loss Statement September 30 | <u>(5)</u> | <u>(31)</u> |

9. CONSOLIDATED SUBSIDIARIES AND GOODWILL:

CONSOLIDATED SUBSIDIARIES

The consolidated financial statements as of September 30, 2023, include the financial statements of FAGE International and its subsidiaries listed below:

| | <u>Equity interest</u> <u>September 30,</u> <u>2023</u> | <u>Country of</u> <u>incorporation</u> | |
|---|---|---|--|
| 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. |

GOODWILL

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

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|---|-------------------------------------|------------------------------------|
| Foods Hellas S.A. (FAGE Greece Dairy Industry Single Member S.A.) | 1,373 | 1,383 |
| FAGE U.K. Limited | 1,157 | 1,135 |
| Total | <u>2,530</u> | <u>2,518</u> |

Goodwill is tested annually for impairment in December of each year or more frequently when circumstances indicate that the carrying value maybe 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) of the 2022 Annual Report, 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.

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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.

10. INVESTMENTS IN EQUITY INSTRUMENTS:

Investments in equity instruments are analyzed as follows:

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|--|-------------------------------------|------------------------------------|
| Shares—unlisted: | | |
| Packing Hellas Development S.A. | 93 | 94 |
| Total investments in equity instruments | <u>93</u> | <u>94</u> |

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 they are recycled through the consolidated statement of profit or loss.

11. OTHER NON-CURRENT ASSETS:

Other non-current assets are analyzed as follows:

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|------------------|-------------------------------------|------------------------------------|
| Utility deposits | 157 | 157 |
| Other | 115 | 128 |
| | <u>272</u> | <u>285</u> |

12. INVENTORIES:

Inventories are analyzed as follows:

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|-------------------------------------|-------------------------------------|------------------------------------|
| Merchandise | 99 | 205 |
| Finished and semi-finished products | 16,310 | 20,875 |
| Raw materials and supplies | 25,542 | 25,013 |
| | <u>41,951</u> | <u>46,093</u> |

13. TRADE AND OTHER RECEIVABLES:

Trade and other receivables are analyzed as follows:

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|--|-------------------------------------|------------------------------------|
| Trade: | | |
| —In U.S. dollars | 33,567 | 26,053 |
| —In foreign currencies | 32,496 | 25,156 |
| | <u>66,063</u> | <u>51,209</u> |
| —Less: allowance for doubtful accounts | (1,394) | (1,457) |
| | <u>64,669</u> | <u>49,752</u> |
| Other: | | |
| —Value added tax | 1,273 | 2,815 |
| —Prepaid expenses | 1,893 | 940 |
| —Advances to suppliers | 171 | 30 |
| —Various debtors | 474 | 282 |
| | <u>3,811</u> | <u>4,067</u> |
| —Less: allowance for doubtful accounts | (1,579) | (1,590) |
| | <u>2,232</u> | <u>2,477</u> |
| | <u>66,901</u> | <u>52,229</u> |

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The change in the allowance for doubtful accounts between December 31, 2022 and September 30, 2023 was as follows:

| | <u>Trade</u> | <u>Other</u> | <u>Total</u> |
|--------------------------------------|--------------|--------------|--------------|
| Balance at December 31, 2022 | 1,457 | 1,590 | 3,047 |
| Provision (Note 5) | 4 | - | 4 |
| Utilization | (70) | - | (70) |
| Foreign currency remeasurement | 3 | (11) | (8) |
| Balance at September 30, 2023 | 1,394 | 1,579 | 2,973 |

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.

14. 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:

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|--|-------------------------------------|------------------------------------|
| Due from: | | |
| - Dimitrios Nikolou Single Member P.C. | 450 | 453 |
| - EMFI S.A. | 53 | 38 |
| - Vis S.A. | - | 247 |
| | <u>503</u> | <u>738</u> |
| Due to: | | |
| - Mornos S.A. | 454 | 40 |
| - Vis S.A. | 28 | - |
| | <u>482</u> | <u>40</u> |

Transactions with related companies for the nine months ended September 30, 2023 and 2022, are analyzed as follows:

| | <u>Purchases from</u> <u>related parties</u> | | <u>Sales to</u> <u>related parties</u> | |
|--|--|---------------|--|-------------|
| | <u>Nine months ended</u> <u>September 30,</u> | | <u>Nine months ended</u> <u>September 30,</u> | |
| | <u>2023</u> | <u>2022</u> | <u>2023</u> | <u>2022</u> |
| Inventories, materials and supplies | | | | |
| - Mornos S.A. | 8,686 | 10,884 | 9 | 8 |
| - Vis S.A. | 554 | 820 | 4 | 5 |
| - EMFI S.A. | - | 96 | 120 | 422 |
| - Dimitrios Nikolou Single Member P.C. | - | - | 4 | 40 |
| | <u>9,240</u> | <u>11,800</u> | <u>137</u> | <u>475</u> |
| Other services | | | | |
| - Iota Alpha Phi S.à r.l. | - | - | 21 | 21 |
| - Kappa Alpha Phi S.à r.l. | - | - | 21 | 21 |
| - Iota Phi S.à r.l. | - | - | 26 | 25 |
| - Kappa Phi S.à r.l. | - | - | 26 | 25 |
| - Dimitrios Nikolou Single Member P.C. | 7 | 69 | - | - |
| | <u>7</u> | <u>69</u> | <u>94</u> | <u>92</u> |
| Total | <u>9,247</u> | <u>11,869</u> | <u>231</u> | <u>567</u> |

Purchases of inventories, materials and supplies from related parties represent approximately 4.6% and 4.8% of the Group's total purchases for the nine months ended September 30, 2023 and 2022, respectively.

Other services from related parties represent approximately 0.0% and 0.4% of the Group's total costs for the nine months ended September 30, 2023 and 2022, respectively.

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15. CASH AND CASH EQUIVALENTS:

Cash and cash equivalents are analyzed as follows:

| | September 30, 2023 | December 31, 2022 |
|---------------|-------------------------------|------------------------------|
| Cash in hand | 23 | 80 |
| Cash at banks | 92,479 | 73,657 |
| | <u>92,502</u> | <u>73,737</u> |

Cash at banks earn 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 \$4,332 and \$464 for the nine months ended September 30, 2023 and 2022, respectively, 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 September 30, 2023 consisted of \$15,743 denominated in foreign currencies and \$76,759 in U.S. dollars (\$10,178 and \$63,559, respectively, at December 31, 2022).

There was no restricted cash at September 30, 2023 or December 31, 2022.

At September 30, 2023, the Group had invested \$0 in time deposits maturing in more than three months (\$65,000 at December 31, 2022).

16. INTEREST BEARING LOANS AND BORROWINGS:

Interest bearing loans and borrowings are analyzed as follows:

| | September 30, 2023 | December 31, 2022 |
|----------------------------------|-------------------------------|------------------------------|
| Senior Notes due 2026 | 420,000 | 420,000 |
| Less: Bond repurchases | (239,128) | (131,635) |
| Total long-term debt | 180,872 | 288,365 |
| Less: Unamortized issuance costs | (1,438) | (2,966) |
| | <u>179,434</u> | <u>285,399</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 2023, 2021 and 2020, the Group consummated open market repurchases, redemptions and cancellations of its bonds totaling \$107,493, \$123,975 and \$7,660, respectively, reducing the amount of outstanding debt securities (the Senior Notes) to an aggregate face amount of \$288,365 at December 31, 2022 and to an aggregate face amount of \$180,872 at September 30, 2023. For the nine months ended September 30, 2023 and 2022, the repurchases and redemptions resulted in gains of \$631 and \$0, respectively, included in other income 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 S.A. 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 S.A.

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 S.A. 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 S.A. 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 September 30, 2023.

Finance expenses on the Group's interest-bearing loans and borrowings for the nine months ended September 30, 2023 and 2022, amounted to \$12,143 and \$12,708, 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 September 30, 2023 and December 31, 2022 are as follows:

| | September 30, 2023 | December 31, 2022 |
|--------------|-------------------------------|------------------------------|
| 2 – 5 years | 180,872 | 288,365 |
| Over 5 years | - | - |
| | <u>180,872</u> | <u>288,365</u> |

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17. TRADE ACCOUNTS PAYABLE:

Trade accounts payable are analyzed as follows:

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|-------------------------------|-------------------------------------|------------------------------------|
| Suppliers in U.S. dollars | 14,569 | 17,263 |
| Suppliers in other currencies | 8,866 | 7,454 |
| | <u>23,435</u> | <u>24,717</u> |

18. 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 is presented below:

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|------------------------------|-------------------------------------|------------------------------------|
| Credit lines available | 35,000 | 35,000 |
| Unused credit lines | (35,000) | (35,000) |
| Short-term borrowings | <u>-</u> | <u>-</u> |

As of September 30, 2023 and 2022, the Group had no short-term borrowings.

Interest on short-term borrowings for the nine months ended September 30, 2023 and 2022, totaled \$100 and \$99, 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 nine months ended September 30, 2023 and 2022, amounted to \$36 and \$34, 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 September 30, 2023 amounted to \$35,000 all of 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.

19. ACCRUED AND OTHER CURRENT LIABILITIES:

The amount reflected in the accompanying consolidated statements of financial position is analyzed as follows:

| | <u>September 30,</u> <u>2023</u> | <u>December 31,</u> <u>2022</u> |
|-------------------------------|-------------------------------------|------------------------------------|
| Taxes withheld: | | |
| Payroll | 959 | 460 |
| Third parties | 239 | 641 |
| Other | 246 | 243 |
| | <u>1,444</u> | <u>1,344</u> |
| | | |
| Advances from customers | 121 | 383 |
| | | |
| Accrued interest | 1,294 | 6,121 |
| Social security funds payable | 829 | 871 |
| Accrued and other liabilities | 23,333 | 17,870 |
| | <u>25,456</u> | <u>24,862</u> |
| | <u>27,021</u> | <u>26,589</u> |

20. 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

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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 nine months ended September 30, 2023 and 2022, is analyzed as follows:

| | Nine months ended September 30, 2023 | | |
|--------------------------------------|---|------------------------|---------------------|
| | European operations | U.S. operations | Consolidated |
| Revenues | | | |
| Net sales to external customers | 184,912 | 292,388 | 477,300 |
| Profit before income taxes | 47,399 | 56,665 | 104,064 |
| Income tax benefit/(expense) | (11,229) | (12,075) | (23,304) |
| Segment result net profit | 36,170 | 44,590 | 80,760 |
| Income tax benefit/(expense) | (11,229) | (12,075) | (23,304) |
| Depreciation and amortization | 4,841 | 17,931 | 22,772 |
| Financial expenses/(income), net | 7,730 | 309 | 8,039 |
| Other segment information: | | | |
| Capital expenditures: | | | |
| Tangible and intangible fixed assets | 3,811 | 3,995 | 7,806 |

| | Nine months ended September 30, 2022 | | |
|--------------------------------------|---|------------------------|---------------------|
| | European operations | U.S. operations | Consolidated |
| Revenues | | | |
| Net sales to external customers | 165,556 | 255,634 | 421,190 |
| Profit before income taxes | 6,072 | 10,574 | 16,646 |
| Income tax benefit/(expense) | 267 | (2,225) | (1,958) |
| Segment result net profit | 6,340 | 8,348 | 14,688 |
| Income tax benefit/(expense) | 267 | (2,225) | (1,958) |
| Depreciation and amortization | 4,800 | 20,009 | 24,809 |
| Financial expenses/(income), net | 10,355 | 2,145 | 12,500 |
| Other segment information: | | | |
| Capital expenditures: | | | |
| Tangible and intangible fixed assets | 5,702 | 4,223 | 9,925 |

The following table presents segment assets and liabilities of the Group as at September 30, 2023 and December 31, 2022.

| September 30, 2023 | European operations | U.S. operations | Consolidated |
|----------------------------|----------------------------|------------------------|---------------------|
| Segment assets | 265,706 | 319,347 | 585,053 |
| Segment liabilities | 215,564 | 46,988 | 262,552 |
| December 31, 2022 | European operations | U.S. operations | Consolidated |
| Segment assets | 316,886 | 332,583 | 649,469 |
| Segment liabilities | 269,656 | 97,686 | 367,342 |

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21. 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 to 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 September 30, 2023 and December 31, 2022, the Group had outstanding bank letters of guarantee in favor of various parties amounting to \$18 and \$18, respectively. 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 September 30, 2023 amounted to \$840 all of which is due within the next 9 months. Of the total future amounts payable, \$213 is denominated in Euro.

(iii) Investment in the Netherlands:

The Group 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 September 30, 2023 amounted to \$2,133 all of which are denominated in Euro. Most of these amounts are due between one and five years.

22. RISK MANAGEMENT OBJECTIVES AND POLICIES:

- a) Credit Risk:** The Group's maximum exposure to credit risk, due to the failure of counterparties to perform their obligations as at September 30, 2023 and December 31, 2022, 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 that accounted for more than 6.8% of the Group's revenue or receivables for the nine months ended September 30, 2023.
- b) Financial Instruments:** Set forth below is a comparison by category of carrying amounts and fair values as of September 30, 2023 and December 31, 2022, of all of the financial instruments that are carried in the consolidated financial statements:

| | Carrying amount | | Fair value | |
|--|-----------------------|----------------------|-----------------------|----------------------|
| | September 30, 2023 | December 31, 2022 | September 30, 2023 | December 31, 2022 |
| <i>Non-financial assets</i> | | | | |
| Land | 37,340 | 37,588 | 37,340 | 37,588 |
| <i>Financial assets</i> | | | | |
| Investments (time deposits maturing in more than three months) | - | 65,000 | - | 65,000 |
| Cash and cash equivalents | 92,502 | 73,737 | 92,502 | 73,737 |
| Investments in equity instruments | 93 | 94 | 93 | 94 |
| Trade and other receivables | 66,901 | 52,229 | 66,901 | 52,229 |
| Due from related companies | 503 | 738 | 503 | 738 |
| <i>Financial liabilities</i> | | | | |
| Interest-bearing loans and borrowings | 179,434 | 285,399 | 175,090 | 269,918 |
| Trade accounts payable | 23,435 | 24,717 | 23,435 | 24,717 |
| Due to related companies | 482 | 40 | 482 | 40 |
| Accrued and other liabilities | 27,021 | 26,589 | 27,021 | 26,589 |

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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 |
|-----------------------------------|-----------------------|----------------------|----------------------|
| | September 30, 2023 | December 31, 2022 | |
| <i>Financial assets:</i> | | | |
| Investments in equity instruments | 93 | 94 | Level 2 |
| <i>Financial liabilities:</i> | | | |
| Fixed-rate borrowings | 175,090 | 269,918 | Level 1 |

23. SUBSEQUENT EVENTS:

- a) During October 2023 and following a tax audit of FAGE Greece, the Greek Tax Authorities announced a preliminary assessment of additional taxes of \$5.6 million for the tax years 2017 and 2018.
- b) On October 23, 2023, FAGE International S.A. consummated open market repurchases, redemptions and cancellations of the Senior Notes totaling \$25.638 million.