frigoglass

Frigo DebtCo plc

1) Strategic Report, Board of Directors Report and Financial Statements for the period 6 March (date of incorporation) to 31 December 2023

Frigo DebtCo plc consolidates Frigoinvest Holdings B.V. (and each of its subsidiaries) from 27 April 2023, when the ownership was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V.

2) Special Purpose Financial Information 01 January - 31 December 2023

The special purpose financial information is delivered under each of the Senior Secured Notes Indenture and the Reinstated Notes Indenture relating to the Senior Secured Notes and the Reinstated Notes, respectively, issued by Frigo DebtCo plc on 27 April 2023 (the "Implementation Date") as a result of the Restructuring. Comparative periods and the period 01.01-27.04.2023 (included in the current year period) reflect the financial performance of the Frigoglass Group based on the pre-Restructuring consolidation perimeter.

Frigo DebtCo plc

Strategic Report, Board of Directors Report and Financial Statements

For the period 6 March 2023 (date of incorporation) to 31 December 2023

Frigo DebtCo plc
Portman House, 3rd Floor, 2 Portman Street
London, United Kingdom, W1H 6DU

Date of Incorporation: 6 March 2023
Company Number: 14707701

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Directors of the Group

Gagik Apkarian - Chairman

Vasileios Kararizos

Georgios Mergos

Isobel Coley

Joint Corporate Services Limited

TMF Corporate Directors Limited

Georgios Diakaris

Nikolaos Mamoulis (resigned 31 August 2023)

Subsequent to the year end, Joris Serge was appointed as a director on 22 February 2024.

General information

Date of Incorporation: 6 March 2023

Registered Office: Portman House, 3rd Floor, 2 Portman Street, London, United Kingdom, W1H 6DU

Company Number: 14707701

Independent Auditor: EisnerAmper Audit Limited

Company Secretary

TMF Corporate Administration Services Limited

Frigo DebtCo plc
Strategic Report
for the period ended 31 December 2023

The Directors present their strategic report for the parent company Frigo DebtCo plc (the "Company") its subsidiaries (together the "Group" or the "Frigoglass Group") for the period from 6 March 2023 (date of incorporation) to 31 December 2023.

Principal activity

The Group is a leading international producer of Ice-Cold Merchandisers (ICMs) and a major supplier of high-quality glass containers and complementary packaging products in West and Central Africa. The Group is a trusted strategic partner of the world's foremost beverage brands, including Coca-Cola, Pepsi, AB InBev, Diageo and Heineken. Through the close collaboration with and proximity to customers, the Group helps them realise their strategic merchandizing plans, from conception and development of customized ICMs and glass packaging solutions, to comprehensive asset management services for their fleet of cold-drink equipment.

In ICM Operations, the Group manufactures and sells ICMs and provides a comprehensive suite of Asset Performance Services covering order management, field service, installations, refurbishment, spare parts management, and warehousing through the unique and innovative platform ''Frigoserve''. The ICMs are strategic merchandizing tools for the Group's customers, serving not only to chill their products, but also as a retail space that encourages immediate consumption of their products, enhance their brands, enabling increased market penetration and driving their profitability. We are dedicated to crafting high-quality beverage coolers, leveraging best-in-class technology to ensure optimal performance. Our coolers are not just refrigeration units; they are customizable solutions designed for excellent point-of-sale activation. We elevate our customers' brand presence and drive consumer engagement with Frigoglass, where innovation meets quality in every chilling experience. We further extend our expertise to Consumer Appliances through Norcool, offering state-of-the-art cooling and wine storage solutions for consumers. The Group's five production facilities are strategically located in Romania, Russia, India, Indonesia and South Africa, serving different markets primarily based on their location, import restrictions and cost of transportation.

In Glass Operations, the Group manufactures and sells glass containers, plastic crates and metal crowns. With strategic priorities in innovation, sustainability, and operational efficiency, we offer a comprehensive solution by integrating glass, crates, and crowns, simplifying operations for beverage manufacturers. Products include a diverse range of glass bottles and other containers, available in a various shapes, sizes, colours and weights to offer solutions to a wide spectrum of customers operating in the soft drinks, beer, food, spirits, cosmetics and pharmaceutical industries. The Group currently operates two glass plants, two plastic crates facilities for returnable glass bottles and one metal crowns plant. With manufacturing plants strategically located in Nigeria and equipped with cutting-edge technology, we ensure unmatched quality, reliability, and sustainability in every glass container we produce.

ICM Operations:

Europe	
Production Plants & Sales offices:	Romania, Russia
Sales offices:	Norway, Poland, Germany, Hungary, Switzerland, Greece
Asia & Africa	
Production Plants & Sales offices:	India, Indonesia, South Africa
Sales offices:	Kenya, Nigeria, Kazakhstan

Glass Operations:

Africa	
Production Plants & Sales offices:	Nigeria

Business review

On 27 April 2023 ownership of Frigoinvest Holdings B.V. (and each of its subsidiaries) was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V. As a result, Frigoinvest Holdings B.V. and its subsidiaries, with effect from 27 April 2023 (the "Implementation Date"), are controlled by Frigo DebtCo plc (together with the related actions completed on the Implementation Date, the "Restructuring"). Therefore, the Company consolidates Frigoinvest Holdings B.V. and its subsidiaries from 27 April 2023.

We are pleased to report our financial results for the period ended 31 December 2023, which were achieved in a challenging environment across some of our key markets. The most significant challenge we faced by far has been the devaluation of the Nigerian Naira, followed by high-cost inflation and ongoing geopolitical tensions. Against this backdrop, we remained true to our purpose and focused on the execution of our strategic priorities to drive performance and mitigate the impact on our business.

Sales in the Commercial Refrigeration operation was €200.4 million, supported by the Group's strong presence in Europe. Our Asset Performance Service business, Frigoserve contributed 22.9% of the Commercial Refrigeration segment. Glass business' sales amounted to €66.7 million, impacted by the sharp devaluation of the Nigerian Naira and the reduction of disposable income in Nigeria affecting beverage consumption and, consequently, the demand for our products. Overall, Group's sales were €267.1 million in the period ended 31 December 2023.

Cost of goods sold amounted to €234.5 million. The cost of goods sold as a percentage of sales was 87.8%, with raw materials, logistics and production related payroll representing the main cost elements. We remain focused on improving cost of goods sold as a percentage of sales through pricing actions, material cost savings and overheads cost reduction initiatives.

Administrative expenses amounted to €14.2 million and accounted for 5.3% of sales. Selling, distribution, and marketing expenses were €14.4 million, representing 5.4% of sales. Development expenses amounted to €1.4 million, accounting for 0.5% of sales. The main categories of expenses are related to payroll, warranty, IT, travelling and 3rd party fees. Impairment losses were €75.2 million related to goodwill, reflecting a €70.1 million non-cash charge in Commercial Refrigeration and €5.1 million in Glass business.

Net finance income amounted to €1.8 million, as the significant foreign exchange gains following the devaluation of the Naira more than offset the interest expenses and the amortization of the fees (O.I.D., backstop fee) related to the Senior Secured Notes due 2026.

Restructuring costs was €0.7 million, primarily reflecting expenses associated to the reorganization of the Group's Head Office.

Income tax expense amounted to €14.7 million, primarily reflecting deferred taxes in Nigeria due to unrealised foreign exchange gains.

Net loss attributable to the shareholders was €89.3 million in the period ended 31 December 2023, impacted by the €75.2 million impairment of goodwill, as described in Note 12 of the financial statements.

Net cash from operating activities amounted to €21.9 million, as EBITDA and a net trade working capital inflow was weighed down by taxes paid of €6.7 million. Net cash from investing activities amounted to €36.5 million, assisted by a €62 million inflow from cash acquired from business combinations, more than offsetting the capital expenditures of €25.7 million. Net cash from financing activities stood at €1.1 million, reflecting the proceeds from the Senior Secured Notes of €75 million and the repayment of the Bridge Notes.

As of December 31, 2023, net trade working capital amounted to €91.5 million, out of which €86 million represent inventories. The level of inventories reflects stock buildup in order to cater the seasonal demand of the Commercial Refrigeration business.

Key performance indicators

Financial KPIs

(in € 000's)	31 December 2023
Trade debtors	71,419
Inventories	85,747
Trade creditors	(65,672)
Net Trade Working Capital	**91,494**

(in € 000's)	6 March - 31 December 2023

Loss before income tax	**(70,903)**
Depreciation	13,891
Restructuring costs	744
Net finance income	(1,791)
Impairment of goodwill	75,227
Adjusted EBITDA	**17,169**
Sales from contracts with customers	267,129
Adjusted EBITDA margin, %	**6.4%**

Adjusted EBITDA was €17.2 million, implying an Adjusted EBITDA margin of 6.4%, which reflects our strong focus to enhance our sales and optimize our production process. Moving forward, we continue to prioritize product mix improvements, operational excellence, cost control and innovation initiatives to improve Adjusted EBITDA and position the Group for long-term sustainable growth.

We continue to focus on optimizing working capital management to enhance efficiency and improve liquidity.

(in € 000's)	**6 March - 31 December 2023**
Net cash from/(used in) operating activities	21,930
Net cash from/(used in) investing activities*	(25,525)
Free Cash Flow*	**(3,595)**

*Excluding cash acquired from business combinations, net of cash paid.

Non - financial KPIs

Workplace

At Frigoglass, our people are our greatest asset. We believe that our long-term success depends on our ability to attract, develop and maintain an engaged workforce. We implement a long-term strategy that focuses on finding and retaining talent, promoting their development whilst supporting and safeguarding their rights. We always strive to attract highly qualified personnel, respect their aspirations and ensure their continued professional growth. We also pay special attention to providing a healthy, safe and supportive working environment. We always operate with the highest ethical standards and promote diversity in the workplace. Our main areas of focus include maintaining employee satisfaction by creating an inclusive, diverse and safe working environment, promoting their training and development, and encouraging proactiveness in the workplace. We strive to provide an engaging and motivating environment that empowers our people to give their best and develop their full potential.

2023	Male	Female	<30	31-40	41-50	>51
Head offices	67	33	2	20	45	33
Nigeria	876	33	91	259	268	291
India	246	4	24	116	90	20
Indonesia	137	23	2	67	79	12
Romania	451	288	118	184	212	225
Russia	586	142	91	266	240	131
South Africa	187	57	39	113	65	27
Total of the above	**2.550**	**580**	**367**	**1,025**	**999**	**739**
Percentage	*81%*	*19%*	*12%*	*33%*	*32%*	*23%*

The workforce composition of our permanent employees in our operational sites and Head Offices reflects a diverse and inclusive environment, with 81% male and 19% female employees. Across age groups, 12% of employees are under 30 years old, while 33% fall within the 31-40 age bracket. The 41-50 age group comprises 32% of the workforce, and employees aged 51 and above represent 23%. This distribution underscores our commitment to fostering a multigenerational workforce, where individuals from different backgrounds and life stages contribute their unique perspectives and experiences to drive innovation, collaboration, and organizational success.

2023	Total new hires	% workforce	Voluntary turnover	Total turnover, including dismissals
Head offices	7	7.0%	9	14
Nigeria	97	10.7%	25	44
India	32	12.8%	20	26
Indonesia	1	0.6%	4	4
Romania	666	90.1%	275	514
Russia	93	12.8%	139	151
South Africa	44	18.0%	11	24
Total of the above	**940**	**30.0%**	**483**	**777**

In 2023, the Group experienced turnover across its global operations, with a total of 777 employees leaving the organization. However, amidst the departures, the Group also welcomed a significant number of new hires, totalling 940 employees across all regions. The influx of new talent suggests strategic efforts to replenish the workforce and address turnover challenges. This underscores the Group's commitment to talent acquisition and retention, as well as its ongoing efforts to maintain a dynamic and resilient workforce in the face of organizational changes and growth opportunities.

Marketplace

We assess a wide range of suppliers representing annual purchases of over 90% of our total Group spend. Out of those over 60% have been audited on-site. As part of our responsible procurement strategy, we run training programs on the sustainability criteria we place on our suppliers. In 2023 all our buyers completed the Sustainable Procurement training. Every new buyer of Frigoglass receives this obligatory training, as part of the standard employment process. In addition, we regularly conduct risk analysis on key purchasing categories to ensure security of supply. When we identify suppliers with high probability of non-compliance with our Supplier Code of Conduct, we manage supply chain risk by proactively finding potential suppliers with higher probability to comply.

We expect all our suppliers to sign and comply with our Supplier Code of Conduct. By doing so we impose and ensure minimum standards with respect to issues concerning:	
Ethics	Anti-trust Anti-bribery Conflict of interest Protection of information and intellectual property
Labour	Freedom of association Work conditions Wages and benefits
Human rights	Child and forced labour Diversity and equal opportunity Harassment and violence
Health and Safety	Occupational health and safety Hygiene Work conditions
Environment	Regulatory compliance Pollution and waste Use of recycled materials

Principal risks and uncertainties

The Group regularly reviews the business risks and uses its best efforts to mitigate these through its systems governance processes and through the definition of appropriate actions. The Audit Committee, under delegated authority from the Board, is accountable for overseeing the effectiveness of risk management process. This includes identification of the principal risks facing the Group, monitoring compliance with the risk management policy and periodically reviewing risk appetite.

The risks described in this section are not exhaustive. Other sections of this report describe additional factors that could adversely affect our business, financial condition, or results of operations. Moreover, we operate in a very competitive and rapidly changing environment. We may face new risks from time to time, and it is not possible for us to predict all such risks; nor can we assess the impact of all such risks on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from historical results and/or those contained in any forward-looking statements. Given these risks and uncertainties, you should not place undue reliance on forward-looking statements as a prediction of actual results.

The Group's direct customers sell to consumers. If economic conditions affect consumer demand, the Group's customers may be affected and so reduce the demand for its products.

Changes in general economic conditions directly affect consumer confidence and spending, as well as the general business environment and levels of business investment, all of which may directly affect the Group's customers and, consequently, their demand for Group products. In addition, consumer demand may be impacted by potential changes in consumer lifestyle, nutritional preferences, and health-related concerns. Growing concerns over volatility of commodity prices, energy costs, geopolitical issues, and the availability and cost of financing might contribute to increased volatility and diminished expectations for the economy and global markets going forward. These factors, combined with declining global business, consumer confidence, and rising unemployment, might precipitate an economic slowdown. Continued weakness in consumer confidence and declining income and asset values in many areas, as well as other adverse factors related to the current weak global economic conditions have resulted in previous years, and may continue to result, in reduced spending on the Group's customers' products and, thereby, reduced or postponed demand from customers for Group products.

Despite the role that ICMs have in generating sales growth for customers, they constitute capital expenditure, and in periods of economic slowdown, Group customers may reduce their investments, including ICM purchases, in efforts to preserve cash. Efforts to preserve cash or redirecting cash towards investments with higher returns, in light of the macroeconomic conditions of high interest rates, may further impair demand for our ICM products. Adverse economic conditions may cause Group customers to forego or postpone new purchases in favour of repairing existing equipment.

In addition, negative effects of downturns in key geographical areas, such as the reduction in consumption of Group customer's products, could also have a material adverse effect on the performance of our Glass business. Any of the factors above could lead to reduced demand for Group products, or reductions in the prices, or both, which would have a negative effect on Group financial condition, results of operations, and cash flows.

The Group's management remains focused on the implementation of the strategic priorities to mitigate risks associated with economic downturns. Through innovation, we are continuously exploring new products to meet evolving consumer needs and stay ahead of market trends. We are also executing several commercial initiatives to improve our commerciality and drive performance of our business. Additionally, we are implementing cost reduction measures to protect our profitability, including streamlining processes and renegotiating contracts with suppliers. Furthermore, diversification of markets is a key focus area, as we maintain a broad geographic reach, where some of the markets we are operating are less vulnerable to economic volatility. By combining these actions, we aim to strengthen our resilience to economic challenges and position the Group for sustainable long-term growth.

The Group depends on a small number of significant customers that have substantial leverage over suppliers and exert pressure on prices.

The Group relies on a few large multinational customers for its revenue. The loss of any of these customers, a decrease in sales volume, or their financial instability could negatively impact the Group's financial condition and cash flows. Coca-Cola HBC is the largest customer, and its relationship is governed by the terms of a five-year supply agreement expiring on December 31, 2025 under which Coca-Cola HBC purchases ICMs and relevant spare parts from the Group at prices and quantities negotiated annually. The contract does not include an exclusive supplier clause. With respect to the Group's other ICM customers, sales agreements are typically negotiated on an annual basis and do not include an exclusive supplier clause for ICM and spare parts. In the Glass Operations, glass container sales are primarily based on short-term fixed price contractual arrangements with various bottlers. The Group cannot assure that it will successfully be able to renew agreements with customers on a timely basis, or on terms reasonably acceptable to the Group or at all. Failure to renew or extend sales agreements with customers, for any reason, could have a material adverse effect on the Group's financial condition, results of operations, and cash flows.

In 2023, the Group has executed several initiatives to enhance its customer base, primarily in Asia and Europe. The management is constantly pursuing commercial strategies to expand its customer base, targeting to reduce the dependence on a small number of clients.

The Group's international presence and operations expose it to compliance obligations and risks associated with economic and financial sanctions imposed, administered and enforced by the United States, the European Union, the United Kingdom and other relevant governmental authorities.

The Group operates internationally, including in certain jurisdictions that are or have been the subject of sanctions imposed by U.S. or EU governmental authorities. The Group is headquartered in the UK and is therefore required to comply with UK and EU sanctions laws and regulations. In certain cases, it may also be required to comply with U.S. sanctions laws and regulations. As such, the Group has implemented compliance policies and procedures with respect to applicable anti-corruption, anti-money laundering, and sanctions laws.

The Group is exposed to risks from unintentional breach of such laws by its employees, suppliers, sub-suppliers, customers, agents, or other third parties involved in its activities, including situations where trading with such suppliers and customers becomes subject to sanctions or if conducted under exemption from sanctions laws, that such exemptions are suddenly withdrawn. Any incidents of non-compliance with applicable laws and regulations, including anti-corruption, sanctions, anti-money laundering or other applicable laws, by the employees, suppliers, agents or other third parties, may result in the Group, or a subsidiary being subject to significant fines or may lead to other consequences, including, but not limited to, the termination of existing contracts, which could have a material adverse effect on the Group's reputation, business, cash flows, results of operation and/or financial condition. In respect of sanctions laws and regulation, the Group has or may have commercial dealings with corporations/persons that are based in countries subject to international sanctions, including Russia.

To the best of our knowledge, we believe that all of the Group's operations have been conducted in compliance with applicable sanctions regimes and have various policies and controls designed to promote and achieve compliance with such sanctions regimes, including seeking affirmative assurances from relevant authorities. Although no assurance can be given that applicable sanctions regimes will not be revised in a manner that impacts the conduct of business in certain jurisdictions or with certain counterparties, the Group intends to continue to comply with all applicable sanction's laws and regulations.

Considering that the Group's customer base consists of high-profile multinational corporations, proactive monitoring and compliance with all applicable sanctions' regimes may not be sufficient to ensure continuity in business relationships. While the Group is implementing transparent and proactive procedures vis-à-vis its customers to inform any interested party of its internal compliance processes and sanctions compliance assessment, it cannot eliminate the possibility that some of the Group's customers, driven by reputational concerns, may wish to hold their suppliers to a higher standard than what is required by applicable laws or regulations. In such an event, the Group may not be able to continue its business relationship with such customers on the same terms, or at all, thus impacting its ability to generate revenue.

A violation of the applicable sanctions regimes could have a material adverse impact on the Group's financial condition and results of operations. In 2023 we performed regular reviews of the Russia and Ukraine conflict issue as part of business and risk management discussions and overview. Our focus during 2023 was the robustness of the internal control systems and processes around risk management, in light of the conflict between Russia and Ukraine. The Audit Committee was kept informed of any changes or adaptations to ensure full functionality as the Group continued to operate under the circumstances and uncertainties of the conflict between Russia and Ukraine. The Audit Committee, together with international legal advisors specializing on sanctions laws and regulations, continue to monitor and assess any development in certain jurisdictions that might affect the Group's financial conditions and results of operations.

The Group is exposed to risks related to conducting operations in multiple countries, including political, economic, geopolitical legal, regulatory and other risks and uncertainties which may adversely affect our business and results of operations.

The Group has a strong international presence. Operating results depend on the prevailing economic and geopolitical conditions in the markets it operates, such as the level of GDP growth, unemployment rates, interest rates, inflation, tax rates, as well as other conditions which specifically affect its ICM and Glass Operations. The Group is also affected by the various political, geopolitical, legal, regulatory, and other risks and uncertainties associated with conducting business in multiple countries.

A substantial portion of the Group's international operations are in emerging markets, such as Nigeria, which experience their own unique risks and from time-to-time undergo major changes in their policies and regulations. The government of Nigeria, as well as those of other emerging markets, exert significant influence over the economy, amending their policies and regulations and implementing measures including interest rate hikes, application of exchange controls, changes in taxation policies, imposition of price controls, currency devaluation, capital controls, and restrictions on imports. These changes may have a negative impact on the Group's operations since they affect various factors such as interest rates, monetary policies, foreign exchange controls and limitations on remittances abroad, fluctuations in exchange rates, inflation and deflation, social instability, price fluctuations, crimes and non-enforcement of the law, political instability, and volatility in domestic economic and capital markets. As a result of capital or similar controls, the Group may face delays or difficulties in continuing upstreaming cash payments. It may also be forced to convert foreign currencies subject to capital or exchange controls at disadvantageous rates.

The financial risks of operating in emerging and developing markets also include, but are not limited to, the risk of liquidity, inflation, currency devaluation, price volatility, currency convertibility and transferability, the risk of the country breaching its obligations, and the risk of austerity measures imposed as a result of major deficits. These factors have and will continue to affect the Group's results, potentially resulting in its operations being suspended, its operating costs rising in those countries, or its ability to repatriate profits from those markets being restricted.

Furthermore, the performance of emerging market economies in the past has been affected by the political climate in these countries. Political crises have had an impact on the confidence of investors and the public in general, and they have adversely affected the economic development of these countries. For example, in light of the current Ukraine-Russia conflict, a gradual decline in revenue from ICM in Russia and Ukraine has been witnessed, as key international customers exit the region or downsize their operations.

To mitigate the risks associated with operating in international markets, the Group employs a multifaceted approach. Firstly, it actively diversifies its market presence, to reduce overreliance on specific emerging markets. Secondly, the Group conducts robust risk assessments, continuously monitoring political, economic, and regulatory landscapes to stay ahead of potential challenges.

The Group is exposed to foreign exchange rates and the impact of foreign exchange controls, which may adversely affect its profitability or ability to repatriate profits.

The Group operates internationally and generates a significant percentage of its revenue in currencies other than the euro, its reporting currency. As a result, the financial position and results of operations are subject to currency translation risks. The Group also faces transactional currency exchange rate risks if sales generated in one foreign currency are accompanied by costs in another currency. Net currency exposure from sales denominated in non-euro currencies arises to the extent that the Group does not incur corresponding expenses in the same foreign currencies. More than 50% of the Group's net sales revenue was denominated in currencies other than the euro, mainly the Nigerian naira, the U.S. dollar, the Indian rupee, the South African rand, the Russian ruble, and the Romanian leu. The Group is therefore subject to foreign currency exchange rate risk on cash flows related to sales, expenses, financing, and investing transactions conducted in currencies other than the euro. Significant fluctuations in exchange rates, particularly in the U.S. dollar, the Nigerian naira, the South African rand, the Indian rupee, the Russian ruble, and the Romanian leu against the euro, may have an adverse impact on the Group's financial performance.

In 2023, the general macroeconomic and geopolitical environment remained volatile as a result of the continuing Russia-Ukraine conflict, inflationary conditions and high interest rate environment. Economic challenges are particularly evident in some key markets, such as Nigeria, where high inflation and volatile exchange rates create headwinds to economic expansion.

The Group's subsidiaries with functional currencies other than the euro use natural hedging to limit their exposure to foreign currency risk. Natural currency hedging can be achieved by matching, to the maximum possible extent, revenue and expense cash flows in the same currency in order to limit the impact of currency exchange rate movements. When natural hedging cannot be achieved, the Group may use derivatives, mainly in the form of forward foreign currency exchange contracts. In some cases when derivatives are either not accessible or at very high hedging cost, the Group may decide to allow foreign exchange exposure to remain unhedged. Recently, derivatives have not been used, only natural hedging of exchange rate risks to the extent that this is feasible. It is not possible to predict whether the hedging activities cover the entire exposure to all foreign currency exchange rate risks and potentially in relation to exchange rates could have a negative effect on the Group's financial results.

In countries where the local currency is, or may become, convertible and/or monies can become transferable only within prescribed limits or for specified purposes, it may be necessary for the Group to comply with exchange control requirements and to ensure that all relevant permits are obtained before profits from the subsidiaries in these countries can be repatriated. The Group may be required to repatriate monies at exchange rates that differ from market terms and/or rates used for currency translation for the financial statements. Foreign exchange controls may result in major negative impacts on the Group's business operations, financial and operating results, due to restrictions on the ability to repatriate profits and on the free flow of monies between the subsidiaries and other restrictions on export and import activities. Moreover, in a number of countries, like Russia, our subsidiaries cannot lend money to an affiliate. In addition, it is possible that if any European country in which the Group operates or is established ceases to use the euro as its currency, that country would apply exchange controls. Similarly, other European countries in which the Group operates or is established and which do not use the euro as their currency may apply exchange controls. The impact of such exchange controls may have a material adverse effect on the Group's business and financial results and the payments under the Notes or the guarantees in a currency other than the euro.

The Group faces significant exchange rate exposure in connection with the Nigerian naira. Volatility in the exchange rates of the Nigerian naira may affect the stability of everyday operations in Nigeria. The Naira significantly devalued in 2023, impacting demand for our products due to inflationary pressures, resulting in a material adverse currency translation effect on consolidated financial statements and increased costs for imported materials in the Glass business. The Group may also face high funding foreign exchange conversion costs in response to the need for making frequent fund transfers between markets to support local working capital needs. In addition, because of restrictions in Nigeria relating to proceeds repatriation, tightly governed exchange rates, and the lack of U.S. dollars available for conversion from the naira, the Group has a substantial amount of cash originating from its Nigerian subsidiaries that is difficult to repatriate. The volatility of the exchange rate of the Nigerian naira and its potential for devaluation may have an impact on the value of the cash currently accumulated in Nigeria and denominated in naira.

The Group faces intense competition in many of the markets in which it operates.

The Group's ICM Operations face intense competition from regional competitors in specific markets, competing based on price, design, quality of service, product features, maintenance costs, and warranties. In Europe, main competitors include Metalfrio Solutions, UBC Group, and Ugur, local manufacturers known for low-cost manufacturing capabilities. Customers in Europe, while price-sensitive, also consider factors such as product lifetime, energy consumption, serviceability, and aesthetics. In Asia and Africa, primary competitors are Sanden Intercool, Western Refrigeration, Haier, and Metalfrio Solutions, with price sensitivity among customers. Western Refrigeration is a key competitor in the Indian market, while in the Middle East, Everest Industrial, Sanden Intercool, Western Refrigeration, Ugur, and Metalfrio Solutions are main competitors.

In the Glass Business, main competitors in West Africa include Ardagh Group and Sun Glass among glass container manufacturers. Competition extends to other forms of rigid packaging, notably plastic containers (PET) and aluminium cans, based on quality, price, service, and consumer preference. The Group also competes against manufacturers of non-rigid packaging alternatives. In emerging markets, cost considerations primarily influence the use of glass bottles for beverages.

The Glass Business in Nigeria and the ICM Business in Russia and India benefit from significant barriers to entry or importation due to import duties and protective tariffs. Any rise in competitive trends leading to pricing pressure and the Group's inability to respond could result in loss of market share and negatively affect profit margins, financial results, and cash flows in future periods.

In addressing the competitive landscape, the Group implements strategic initiatives across its ICM and Glass operations. The Group focuses on enhancing product differentiation, emphasizing features such as design, innovation, The Group also prioritizes customer satisfaction through superior service quality and responsive maintenance support, fostering long-term relationships and loyalty. Finally, continuous improvement in cost-efficiency across manufacturing processes enables the Group to maintain competitive pricing while preserving profit margins.

The Group is subject to risks associated with developing new products and technologies in its ICM Operations, which could lead to delays in new product launches and involve substantial costs.

The Group aims to improve the performance, usefulness, design, and other physical attributes of its existing products, as well as to develop new products to meet customers' needs. To remain competitive, the Group must develop new and innovative products on an ongoing basis. The Group invests significantly in the research and development of new products, including environmentally friendly and energy efficient ICM platforms. These expenditures may not result in commercially viable products that will be accepted by the market at the time of their completion or at all. To the extent they do not, the Group will have increased expenses without significant sales to benefit it. As a result, the Group is exposed to risks associated with developing new products and technologies such as (a) achieving energy consumption levels that match customer expectations, (b) cost optimization, (c) developing new refrigeration technologies before the competition does, and (d) developing innovative ICMs whose performance and unexpected technical problems can be monitored online. Any of these factors could result in the delay or abandonment of the development of a new technology or product. The Group cannot guarantee that it will be able to implement new technologies or that it will be able to launch new products successfully. The Group's failure to develop successful new products may impact relationships with customers and cause existing as well as potential customers to choose to purchase used equipment or competitors' products, rather than invest in new products manufactured by the Group, which could have a material adverse effect on the Group's financial condition, and results of operations.

The Group's profitability could be affected by supply and demand and cost of raw materials and energy.

The raw materials that the Group uses or that are contained in the components and materials that the Group uses have historically been available in adequate supply from multiple suppliers. For certain raw materials, however, there may be temporary shortages due to production delays, transportation, or other factors. In such an event, no assurance can be given that the Group would be able to secure its raw materials from sources other than its current suppliers on terms as favourable as its current terms, or at all. Any such shortages, as well as material increases in the cost of any of the principal raw materials that the Group uses, including the cost to transport materials to its production facilities, could have a material adverse effect on the Group's business, financial condition, and results of operations.

The primary raw materials relevant to the Group's ICM Business are steel, copper, plastics, and aluminium. These raw materials are commodities, many of which are sold at prices linked to the U.S. Dollar. Occasionally, the purchase prices of some of these key raw materials increase significantly, also increasing the Group's expenses.

The Group generally purchases steel via semi-annual contracts at predefined prices, although in some cases, the contracts may have smaller time validity (quarter) due to the volatility of the global steel market in recent years. However, from time to time, the Group may also agree to purchase larger volumes of steel to stock at its warehouses or with suppliers in order to take advantage of favourable fluctuations in steel prices. While the Group does not generally purchase copper and aluminium directly as raw materials for products, copper and aluminium are contained in certain components and other materials that the Group uses in its ICM Business. The prices of these components and materials are directly or indirectly related to the prices of copper and aluminium on the London Metal Exchange, which has historically been subject to significant price volatility.

The Group's Glass Business also requires significant quantities of raw materials, especially soda ash (natural or synthetic), cullet (recycled glass), limestone, and glass sand. Increases in the price of raw materials can also be caused by suppliers' concentration that could intensify in the future and develop for the raw materials that the Group uses. The price of cullet varies significantly depending on the region due to regulatory and financial disparities concerning the collection and recycling of used glass, as well as the distance of cullet procurement centres from production sites. Consequently, changes in the regulations related to glass collection and recycling may have a major impact on the availability and price of cullet. Any significant increase in the price of raw materials in the Glass Business could negatively impact the Group's operations, financial condition, and results of operations.

The Group may not be able to pass on all or part of raw material price increases to its customers now or in the future. In addition, the Group may not be able to hedge successfully against raw material price increases. Furthermore, while in the past sufficient quantities of steel, copper, and aluminium have been generally available for purchase, these quantities may not be available in the future and, even if available, they may not be at current prices. Further increases in the cost of these raw materials could adversely affect the Group's operating margins and cash flows. If in the future the Group is not able to reduce product costs in other areas or pass raw material price increases on to customers, its margins could be adversely affected.

Moreover, the manufacturing process of the Group's Glass Business depends on the constant operation of furnaces due to the long time required for the furnaces to reach the right temperature to melt glass. Consequently, the glass manufacturing plants in Nigeria use a continuous power supply and require a significant amount of electricity, natural gas, fuel oil, and other energy sources to operate in light of the power supply challenges posed by unstable electricity supply and electrical power disruptions in Nigeria. Substantial increases in the price of natural gas and other energy sources could have a material adverse impact on the Group's results of operation or financial condition, particularly if it is not able to pass on to customers the entire amount of such price increases or reduce other costs to offset higher energy costs.

The Group's Glass Business in Nigeria is dependent on natural gas, both to fuel the furnaces and to generate electricity using generators when electricity is unavailable due to electrical power disruptions. The Group cannot assure that future increases in natural gas prices or disruptions in natural gas supply will not occur.

Although the Group (Glass) is generally able to pass on increased energy costs to customers through price increases, increased energy costs that cannot be passed on to customers through price increases may impact the Group's operating costs and could have a material adverse impact on its results of operations, financial condition, and cash flows. In particular, since the Group's contracts with customers are typically negotiated on an annual basis, it may be prevented from passing on increased costs to customers during the time lag between changes in prices under its contracts with its energy providers and changes in prices under its contracts with its customers. The Group cannot assure that it will be able to raise product prices immediately or that it will be able to pass on the entire cost increase or part of it to its customers.

Increased or unexpected product liability claims, product warranty claims and claims from ''epidemic'' cases could adversely affect the Group.

The sale of the Group's products involves a risk of product liability claims against it by its customers and third parties. While the Group's quality management system provides for, among other things, in-process control systems, it cannot exclude the possibility that some of its products or product batches will not meet all agreed specifications or quality requirements. A successful product liability claim or series of claims against the Group in excess of its product liability insurance, or outside the scope of coverage of its product liability insurance, or payments for which it is not indemnified or has not otherwise made provisions could have a material adverse effect on its business, financial condition, and results of operations.

Furthermore, the Group offers its ICM customers the option of a warranty or a limited supply of free spare parts with each sale, for a limited time period, typically two to five years. Longer warranties are offered to customers as an option, by adjusting prices accordingly. The warranties typically cover workmanship, and in some cases materials, on products the Group manufactures. There are also other warranty options, such as price discounts or free spare parts, instead of warrants associated with the sale of products. However, certain of the sales agreements impose further obligations on the Group if there is a delay in the supply of the ICM unit or if the unit is rejected by the customer, including an obligation on the relevant company of the Group to, at the option of the customer, repair, replace or refund the price. In addition, the Group must indemnify certain customers for defects pursuant to the terms of some of the agreements. If a product fails to comply with the warranty, the Group may be obligated, at its own expense, to correct any defect by repairing or replacing the defective product.

From time to time, the Group may also experience voluntary or court-ordered product recalls. The Group expends considerable resources in connection with product recalls, which typically include the cost of replacing parts and the labour required to remove and replace any defective part. In addition, product recalls may result in reputational harm and a loss of customers if, as a result, consumers question the safety or reliability of the Group's ICMs.

Although the Group maintains warranty and epidemic reserves in an amount based primarily on the number of units shipped and on historical and anticipated warranty claims and epidemics, there can be no assurance that future warranty claims or epidemics will follow historical patterns or that the Group can accurately anticipate the level of future warranty claims or epidemic failure costs. An increase in the rate of warranty claims and epidemics or the occurrence of unexpected warranty claims and epidemics could have a material adverse effect on the Group’s financial condition, results of operations, and cash flows.

The Group is subject to extensive applicable governmental regulations, including environmental and licensing regulation, and to increasing pressure to adhere to internationally recognised standards of social and environmental responsibility, such as on climate change, which are likely to result in an increase in our costs and liabilities.

The Group's operations and properties, as well as its products, are subject to extensive international, EU, national, provincial, and local laws, regulations, and standards relating to environmental, health, and safety protection. These laws, regulations, and standards govern, among other things: emissions of air pollutants and greenhouse gases; water supply and use; water discharges; waste management and disposal; noise pollution; natural resources; product safety; workplace health and safety; the generation, storage, handling, treatment, and disposal of regulated materials; asbestos management; climate change; and the remediation of contaminated land, water, and buildings.

The scope of these laws, regulations, and standards varies across the different countries in which the Group operates. For example, the Group's operations in Romania must comply with the laws of that country as well as EU and international legal requirements. The Group requires numerous environmental, health, and safety permits issued by regulators to conduct its operations, including air permits, water and trade effluent discharge permits, water abstraction permits, and waste authorizations. Failure to comply with these permits, laws, and regulations, or to obtain and maintain the required permits, could subject the Group to criminal, civil, and administrative sanctions and liabilities, including fines and penalties, as well as operational constraints or shutdowns. Moreover, the Group's business operations are energy-intensive, which results in the air emission of nitrogen oxides, sulphur dioxide, and combustion products such as greenhouse gases. Significant capital investment may be necessary at some sites to comply with future air emission restrictions.

In addition, public expectations for the reduction in greenhouse gas emissions could result in increased energy, transportation, and raw material costs and may require that the Group makes additional investments in facilities and equipment. As a result, the effect of climate change could have a long-term adverse impact on the Group's business and results of operations. The Group's internal operational risk management program, which assesses the level of risks related to its goals at each of its plants and measures to mitigate risks, has identified climate change as a key risk that relates to both its business continuity and environmental management. This program has indicated a high level of risk of production downtime for the Group from greater variability of temperatures, as well as a high risk of reputational damage with customers and investors if the Group fails to meet compliance requirements or is seen to be insufficiently managing climate change risks. The Group continues to evaluate the measures and opportunities to reduce these risks.

The Group operates in numerous countries where environmental, health, and safety laws, regulations, and standards, as well as their enforcement, are still developing. The Group expects environmental, health, and safety laws and enforcement in both developing and developed countries to become more stringent over time, leading to an anticipated increase in compliance costs in the future. Additionally, stakeholders and the communities in which the Group operates increasingly expect the Group to apply stringent, internationally recognised environmental, health, and safety benchmarks to its operations in countries with less developed laws and regulations. This could result in significant new obligations and costs for the Group. For example, key areas where the Group is witnessing a push for new regulation and voluntary industry initiatives include climate change and the replacement of HFC refrigerant gases with those powered by renewable sources, such as solar cells or eutectics technology. Failure to manage relationships with local communities, governments, and non-governmental organizations may harm the Group's reputation, as well as its ability to bring projects into production, which could materially adversely affect its revenues, results of operations, and cash flows. Additionally, the costs and management time required to comply with standards of social responsibility and sustainability are expected to increase over time.

Sites at which the Group operates often have a long history of industrial activities and may be, or have been in the past, contaminated with hazardous materials, resulting in potential liability to investigate or remediate them as well as for claims of alleged harm to persons, property, or natural resources. Liability may be imposed on the Group related to contaminated sites where it is the current or previous owner, occupier, or operator, or sites where it sends waste containing hazardous materials for disposal, even if its activities did not result in the contamination. Regarding companies the Group acquired or may acquire, it cannot assure that its due diligence investigations identified or accurately quantified all material environmental, health, or safety matters related to acquired facilities. In addition, the Group is exposed to claims alleging injury or illness associated with asbestos and other materials present or used at production sites or associated with the use of the products that it manufactures or sells.

Furthermore, the Group may be required by relevant governmental authorities to maintain certain licenses or permits in the jurisdictions in which it operates. These licenses and permits are generally subject to a variety of conditions stipulated either within the licenses and permits themselves or under the particular legislation or regulations governing the issuing authorities. The continuation of these licenses and permits may be subject to annual examinations or random inspections by the relevant authorities to ensure that the premises comply with all relevant regulations of the issuing authority. Any breach or material noncompliance with the regulations of the issuing authorities could harm the Group's operating results, financial condition, and reputation.

The Group implements robust compliance measures and proactive risk management strategies. The Group maintains a team to monitor and ensure adherence to international, EU, and local laws and regulations across its global operations. This includes obtaining and maintaining necessary permits and licenses, conducting regular audits, and implementing corrective actions as needed. Additionally, the Group invests in technology and infrastructure to minimize environmental impact and reduce emissions, thereby aligning with evolving sustainability expectations. Lastly, the Group maintains comprehensive insurance coverage to mitigate financial risks associated with litigation, regulatory penalties, and remediation costs, providing a layer of protection against unforeseen events and liabilities.

The Group may be subject to litigation, regulatory investigations and other proceedings that could have an adverse effect.

The Group is currently involved in certain litigation proceedings, and it anticipates that it will be involved in litigation matters from time to time in the future. The risks inherent in its business expose it to litigation, including personal injury, environmental litigation, litigation with contractual counterparties, intellectual property litigation, tax litigation, and product liability lawsuits. The Group cannot predict with certainty the outcome or effect of any claim, regulatory investigation, or other litigation matter, or a combination of these. If the Group is involved in any future litigation, or if its position concerning current disputes is found to be incorrect, this may have an adverse effect on its business, financial condition, and results of operations, because of potential negative outcomes, the costs associated with asserting its claims or defending such lawsuits, and the diversion of management's attention to these matters.

The Group constantly monitor legal developments and assess potential risks. This includes conducting thorough due diligence during contractual negotiations and transactions to identify and address potential legal issues upfront. Additionally, the Group prioritizes compliance with applicable laws and regulations to minimize the likelihood of litigation arising from regulatory non-compliance. Furthermore, the Group seeks to mitigate potential disputes through alternative dispute resolution mechanisms, such as mediation or arbitration, whenever feasible, to avoid protracted and costly litigation processes. Moreover, the Group maintains appropriate insurance coverage, including liability and legal expense insurance, to mitigate financial risks associated with litigation outcomes and legal expenses. Finally, the Group implements robust record-keeping and documentation practices to ensure the availability of evidence and support its legal positions in the event of litigation.

Section 172 statement

As Directors of the Group, we have a duty to promote the success of the Company and the Group for the benefit of its shareholders, while having regard to the interests of our stakeholders, as outlined in Section 172 of the Companies Act 2006.

Therefore, we act in a way we consider, in good faith, is most likely to promote the success of the Group for the benefit of its members as a whole, and in doing so have regard to the:

a) likely consequence of any decision in the long term

b) interests of the Group's employees

c) need to foster the Group's business relationships with suppliers, customers and others

d) impact of the Group's operations on the community and the environment

e) desirability of the Group maintaining a reputation for high standards of business conduct

f) need to act fairly between members of the Group

Our company has implemented an internal regulation of operation to oversee our activities and uphold our core principles and guidelines. This framework is designed to promote transparency, accountability, and compliance with regulatory requirements, ensuring the protection of stakeholders' interests and the advancement of ethical business practices. We are committed to maintaining these standards as we pursue our business objectives and strive for long-term success. We also keep open and transparent communication channels with our shareholders.

The following section outlines how the Directors take these factors into account in their decision making in relation to the following stakeholder groups:

Employees

Our people are our greatest asset. Engaging and developing our people for the long term is our firm objective. We are therefore strongly committed to attracting, developing and retaining the best people to successfully support our business strategy, whilst providing them a safe and inclusive working environment.

We recognise the importance of our employees in driving the success of our business. We strive to maintain a positive work environment, provide opportunities for career development, and ensure fair compensation and benefits. We maintain rigorous health and safety guidelines to ensure a safe and secure working environment for all employees. We uphold the principles of human rights and equality in all aspects of our operations. Our human rights policy prohibits discrimination, harassment, and unfair treatment based on factors such as race, gender, religion, or disability. We strive to create an inclusive workplace where everyone feels valued and respected. We foster positive labour relations through open communication, collaboration, and respect for employee rights. We invest in the continuous learning and development of our employees to enhance their skills, knowledge, and capabilities. Our learning and development programs include mentorship opportunities, training workshops, and educational subsidies to support professional growth and career advancement. We adhere to fair and transparent recruitment practices to attract diverse talent and build a skilled workforce. Our recruitment policy promotes equal opportunities, merit-based selection criteria, and ethical sourcing strategies to ensure a diverse and inclusive workplace. Recognizing the importance of flexibility and work-life balance, we have implemented a work from home policy that allows eligible employees to remotely work when feasible. This policy supports employee well-being, enhances productivity, and promotes a healthy work-life integration.

- Policies at a glance

Our Labour Relations policy ensures compliance with the national legislation, and internationally agreed human rights standards and regulations such as the Universal Declaration of Human Rights (UNDHR).

Our Human Rights Policy, which is guided by the International Bill of Human Rights and the ILO Declaration on Fundamental Principles and Rights at Work, sets out the principles for how we relate to our employees, contractors, suppliers and partners. We are committed to respecting all internationally recognised human rights. Forced or slave labour and child labour are strictly forbidden, while we prohibit the employment of persons under 18 years of age in occupations that require exposure to hazardous conditions, as provided for in ILO Convention 182. Our employees have the right to join and support a union and be covered by a collective agreement. In the majority of our plants there are unions or authorized employee representatives. We encourage constructive dialogue with our employees' freely chosen representatives and we are committed to bargaining in good faith.

Our Speak up policy, which is intended to allow employees and business partners raise any concerns and indicate any violation of the policies and procedures, provides a free communication channel around the clock, every day of the year.

Our Code of Business Conduct upholds our commitment to providing equal employment opportunities in the workplace and treating all employees without bias. Our Code of Conduct is read and signed by all employees during the hiring process. Besides that, it is an integral part of the training program of our e-learning tool.

- Health and Safety

Occupational health and safety have always been a top priority for Frigoglass. Our manufacturing operations are part of the heavy industry and consequently the work environment and several production processes in our facilities hold potential risks. At Frigoglass, we aim to maintain high level of safety across the business whilst consistently improving our safety culture. It is of outmost importance to ensure that all employees are aware of the hazards and potential risks, and always comply with safety standards and regulations. In this respect, at Frigoglass we:

- Provide compulsory training on health and safety (H&S) issues to employees as well as to external partners working at our facilities.

- Offer healthcare programs to all our employees.
- Provide personal protective equipment and follow procedures of handling chemicals and hazardous materials in all our plants, which are regularly inspected and updated.
- Cooperate closely with clinics and/ or hospitals located in the vicinity of our plants.
- Conduct regular risk analysis on H&S issues and implement appropriate measures for controlling risks.

We are committed to keeping workplace accidents at zero levels by applying and implementing various structural and technical measures, as well as conducting risk assessments on our facilities and equipment. More specifically, risk assessments are conducted on a periodic basis in order to promptly identify and mitigate potential hazards. They include the following steps:

- Identify and record potential hazards.
- Identify the groups of employees exposed to those hazards.
- Evaluate the severity of hazards.
- Identify measures to mitigate risk.
- Implement corresponding measures.
- Re-evaluate and revise previously conducted risk assessments.

In 2023 over 85% of our operational sites were certified per OHSAS 18001/ISO45001. In line with our commitment to workplace health and safety, we target to obtain Occupational health & safety certification for Indonesia operations soon too. In all our plants, we also implement a concrete and comprehensive safety management system, which is subject to strict approval processes. As part of this system, we closely monitor the accident frequency rates in all our plants and we are constantly working towards minimizing them. In 2023, injury frequency rate per 1,000 hours of work was 0,21% and severity rate 0,24% maintaining low values.

Customers

Our customers are at the heart of everything we do. We are committed to delivering high-quality products and services that meet their needs and exceed their expectations. We actively seek feedback from customers to continuously improve our offerings. Our goal is to generate value for both our business and customers. We achieve this by crafting high-quality, reliable products and services, constantly refining their efficiency, and ensuring strict compliance with applicable laws in all facets of our operations. Our customer-centric initiatives are guided by several key focus areas. We prioritize customer focus and brand promotion, ensuring that our products and services align with the needs and preferences of our diverse customer base. We place a strong emphasis on business resilience and operational excellence, by investing in robust infrastructure, streamlined processes, and innovative technologies. We adhere to strict compliance standards to safeguard customer data and confidential information, ensuring the confidentiality, integrity, and availability of our systems and services. Through these initiatives, we demonstrate our unwavering commitment to putting our customers first, delivering value-driven solutions, and building lasting relationships based on trust, transparency, and mutual respect.

Three pillars support our ICM Commercial Vision:

1. Build on successful partnerships: Maintain strong partnership with our Global Accounts to serve them with a differentiated offering in line with regional requirements.

2. Optimize route-to-market approach: Integrate our customers' requirements into our products and serve them with great value, while Innovation & Sustainability remain key pillars for any new development.

3. Enhance commercial capabilities to strengthen customer relationships: Create a strong and ambitious commercial organization and culture as enabler of our go-to-market strategy and reach our targets. Split Sales teams according to market environment aiming at increasing focus on satisfaction of different customer group's needs, promote innovation and expand customer base.

Suppliers

We value our relationships with suppliers and aim to maintain mutually beneficial partnerships. We work closely with suppliers to ensure ethical sourcing practices, fair terms, and timely payments. Central to our supplier management approach is the meticulous selection and evaluation of suppliers. Our Purchases & Payment Procedure outlines the supplier selection and evaluation process, which includes rigorous criteria for assessing potential suppliers' capabilities, reliability, and adherence to ethical standards. Through annual supplier selection and allocation processes, we ensure that our supplier base is diverse, competitive, and aligned with our business objectives. Supplier performance measurement is a key component of our supplier management strategy, allowing us to assess suppliers' performance against predefined metrics and benchmarks. This enables us to identify areas for improvement, address any issues promptly, and recognise exceptional performance. Our procurement processes are designed to streamline operations and optimize cost efficiencies while maintaining the highest standards of integrity and compliance. From sourcing and tendering to contract negotiation and execution, we adhere to established procedures that prioritize fairness, transparency, and accountability. Payment processes are similarly governed by strict procedures to ensure accuracy, timeliness, and adherence to contractual obligations. We maintain robust controls and oversight throughout the payment process to mitigate risks and safeguard the Group's assets.

As a global corporation with plants operating in several countries, we always strive to establish honest working relationships with our suppliers which adhere to the principles of sustainable development. An audit process is in place for our largest and most important suppliers, as well as for all our new suppliers. Our objective is to continuously include a wider range of criteria into our supplier assessment processes and audit forms. This refers not only to operational issues, such as the mitigation of supply chain constraints, but also to sustainability aspects such as:

- The impact of our suppliers on ethics, labour and human rights
- Health and safety performance amongst our suppliers
- The environmental impact of our suppliers, with regard to both the materials used in manufacturing and their products.
- Specific Request for Quotation (RFQ) forms targeted at examining sustainability aspects of our suppliers' operations.

Community

It is important for us to be a responsible corporate citizen by supporting the local society. We work closely with our community stakeholders to find out how we can achieve greater social impact through our business operations and focus our efforts on creating value for the communities in which we operate.

We understand our responsibility to the communities in which we operate. We support local initiatives, charitable organizations, and sustainable development projects to make a positive impact and contribute to the well-being of society. By fostering close relationships and understanding local needs, we aim to create lasting value in the communities where we operate. At Frigoglass, our strategic priorities are centred around creating a positive and impactful presence at the local level. These priorities underscore our commitment to social responsibility and sustainability, guiding our actions to engage with and invest in local communities, prioritize local workforce employment, and actively support local suppliers. Through these initiatives, we aim to foster a harmonious relationship with the communities in which we operate, contributing to their well-being and reinforcing our values as a responsible corporate citizen.

Anti-bribery and anti-corruption

Maintaining the highest standards of integrity and ethical conduct is fundamental to our business philosophy. We are committed to conducting our affairs with honesty, transparency, and accountability, and we have implemented robust policies and procedures to prevent bribery and corruption in all forms. Our anti-bribery and anti-corruption policies outline clear guidelines and protocols for identifying, reporting, and addressing any instances of bribery or corruption within our organization and in our interactions with external parties. By adhering to these policies, we uphold the trust and confidence of our stakeholders, protect our reputation, and ensure that our business practices are conducted in a fair and ethical manner. Our gifts and entertainment guidelines provide clear guidance to employees on appropriate practices when giving or receiving gifts, hospitality, or entertainment in the course of business activities. These guidelines aim to prevent conflicts of interest, undue influence, or the perception of impropriety, and promote fairness, transparency, and integrity in our interactions with clients, suppliers, and business partners. By adhering to these guidelines, we demonstrate our commitment to ethical behaviour, responsible decision-making, and maintaining the trust and confidence of our stakeholders.

Our core values guide our actions, aiming at conducting business in a socially responsible and ethical manner. Our policies and procedures related to Human Rights, Business Ethics, Anti-Corruption and Anti-Bribery are effectively communicated to all (permanent) employees and business partners (e.g. customers and suppliers) through business contract terms and in-person regular online training programs. For our internal stakeholders, we run an e-learning platform, the "Frigoglass Academy", which offers systematic training and uses comprehension test to verify understanding of our policies. It also provides reliable statistical data on the population coverage of the training.

The training focuses on the following policies and takes place regularly with updated content, including policy revisions and newly introduced policies:

Code of Business Conduct and Ethics

- Labour policy
- Environmental policy
- Human Rights policy
- Speak-up policy
- Conflict of interest policy
- Quality policy
- Health & Safety policy
- Data protection policy (GDPR)
- Cyber Security policy
- Anti-corruption and anti-bribery policy
- Related party transactions policy
- Policy against discrimination, violence and harassment at the workplace
- Learning and development policy

Environment

Frigoglass creates value by recognizing and reducing its products' impact on the environment. In the operations, we measure performance through regularly monitoring the environmental impact of our products and undertaking actions to improve the efficiency of materials' use. Performance and efficiency constitute key drivers behind all our efforts to minimize our environmental impact.

We are committed to minimizing our environmental footprint and promoting sustainability throughout our operations. We implement environmentally friendly practices, reduce waste, and invest in renewable energy solutions. To demonstrate our commitment to environmental stewardship, the Group has set ambitious sustainability targets, including a Net Zero commitment to reach greenhouse gas emissions neutrality across our entire value chain by 2050. In alignment with this commitment, we have established near-term goals to significantly reduce our greenhouse gas emissions. Our near-term targets include reducing absolute Scope 1 and 2 greenhouse gas emissions by 48.3% and Scope 3 emissions by 27.5% by the year 2030. These targets reflect our dedication to driving meaningful progress towards a sustainable future and mitigating the impacts of climate change. Beyond emissions reduction, we actively seek opportunities to innovate, build, and deliver sustainable solutions to our clients. By integrating sustainability into our business practices and decision-making processes, we aim to create long-term value for our stakeholders while safeguarding the planet for future generations.

Long-term success

Quality and innovation are two important drivers in our strategy. Frigoglass aims to create value for its business and customers by developing high quality, reliable products and services, continuously enhancing their efficiency, whilst following fair business practices and ensuring regulatory compliance with applicable laws in all areas of our operation.

We recognise that our decisions have long-term consequences and strive to balance short-term objectives with sustainable growth. We consider the potential impacts of our actions on future generations and aim to create value for shareholders over the long term.

By considering the interests of these stakeholders and the long-term consequences of our decisions, we believe we are fulfilling our duty under Section 172 of the Companies Act 2006 and promoting the success of the Group.

Stakeholder engagement

We highly appreciate the role of stakeholders and the significance of their involvement when it comes to defining our sustainability strategy. Engaging with them is essential for understanding their needs and creating value for the organization. Their insight also helps us acquire a multi-angle perspective that supports our decision-making process and ensures that our sustainability targets and actions respond to their concerns and meet their expectations. In the process of mapping our stakeholders, we have identified those for which we have legal, commercial or moral responsibility, such as our investors, clients and the communities in which we operate. Our employees and our suppliers are equally important stakeholder groups because we depend on them for our operation. Finally, we are conscious of external groups, such as our business partners and product end users, who are influenced by our products and performance. Continuous dialogue and engagement with different stakeholder groups enable us to understand various perspectives, identify opportunities to improve our performance, create value for our customers and shareholders and set our sustainability targets. Integrity, transparency and compliance are the key principles behind all our engagement initiatives. Stakeholder engagement outcomes inform our strategy, risk management and resource allocation, and help us meet stakeholders' expectations and address their concerns.

Our ongoing engagement with our stakeholders helps us understand:

- The impact of our activities and how to handle them in a responsible manner.
- The potential risks and opportunities associated with each stakeholder group and how we can effectively manage them in a proactive way.
- The effectiveness of our sustainability strategy.

Feedback from our stakeholders on how we can improve our management and reporting of sustainability issues has included the following recommendations:

- Integrate sustainability issues further into business strategy.
- Enhance our sustainability reporting practices demonstrating transparency.
- Set clear KPIs and targets and measure progress against them.
- Promote standardization of procedures on quality, labour management and environmental issues across all operations.

Engaging in sustainability means aligning with the needs and expectations of our stakeholders - customers, consumers, employees and shareholders around the globe.

As we aim to maintain our stakeholders engaged in a business environment that is continuously shifting, we regularly re-evaluate our business and sustainability priorities as well as those of our stakeholders.

The report was approved by the Board of Directors on 25 April 2024 and signed on its behalf.

Georgios Mergos

Director

Date: 26 April 2024

Frigo DebtCo plc
Board of Directors Report
for the period ended 31 December 2023

We are pleased to present the Board of Directors' report of the Parent Company Frigo DebtCo plc (the "Company") and its subsidiaries (together the "Group" or the "Frigoglass Group") for the period from 6 March 2023 (date of incorporation) to 31 December 2023, in accordance with the Companies Act 2006. The Group is a leading international producer of Ice-Cold Merchandisers (ICMs) and a leading supplier of high-quality glass containers and complementary packaging products in West and Central Africa. The Group is a trusted strategic partner of the world's foremost beverage brands. This report provides a comprehensive overview of the financial performance, strategic priorities, and outlook of the Group.

Results and dividends

The Group reported a loss after tax of €89.3 million for the period ended 31 December 2023. *Please refer to section "Business review" of the Strategic Report for the details.*

The Directors do not recommend a dividend for the period.

Directors of the Group

The Directors who held office during the period were as follows:

Gagik Apkarian - Chairman

Vasileios Kararizos

Georgios Mergos

Isobel Coley

Joint Corporate Services Limited

TMF Corporate Directors Limited

Georgios Diakaris

Nikolaos Mamoulis (resigned 31 August 2023)

Subsequent to the year end, Joris Serge was appointed as a director on 22 February 2024.

Directors' liabilities

The Group has granted an indemnity to one or more of its directors against liabilities in respect of any loss, liability or expense suffered or incurred by them in relation to the Group, subject to the conditions set out in the Companies Act 2006. Such qualifying indemnity provision remains in force as at the date of approving the Strategic Report and Board of Directors Report.

Future developments

Looking ahead, the Group is committed to pursuing its priorities to drive sustainable long-term growth and create value for its stakeholders. Building upon a solid foundation and leveraging the expertise of our board and management team, we are focused on the execution of commercial initiatives to enhance our market presence in Commercial Refrigeration, as well as to explore export related opportunities in Glass business. Continuous investments in research and development to innovate our product offerings and stay market relevant is a key priority going forward. Initiatives to drive operational efficiencies and realise cost savings are also among the top priorities of the Group's management team. We are also dedicated to elevate our sustainability agenda, with ambitious targets set to reduce our environmental footprint and positively impact the communities in which we operate. By staying agile, responsive to market dynamics, and aligned with our core values, we are confident in our ability to navigate future challenges and capitalize on emerging opportunities to deliver long-term value to our stakeholders. Consequently, the Directors believe that the Group is well placed to manage its business risks successfully and to continue to drive growth in its operations.

Going concern

The Board of Directors and the management have assessed the Group's ability to continue as a going concern based on the Group's ability to meet its obligations for at least 12 months after these Financial Statements were published. On the balance sheet date, the Group had a cash balance of €53.2 million (out of which €20.4 million are outside Nigeria and Russia). On April 27, 2023, Frigo DebtCo plc (the 'Issuer') issued €75 million Senior Secured Notes due 2026 and €150 million (excluding consent fee) Senior Secured Second Lien Notes due 2028 (the "Reinstated Notes"). Despite the significant uncertainties mainly relating to the Nigerian Naira devaluation, the geopolitical and economic challenges and the expected debt roll-overs and on the basis that (a) the Group will be able to continue to utilize certain of the available cash balances in its Nigeria glass operations, if required, and (b) certain subsidiaries will be able to renew a significant part of it existing credit facilities in line with the recent practices, the Consolidated Financial Statements for the period ending 31 December 2023 have been prepared based on the going concern assumption. There is further information on the going concern basis of preparation in Notes 2 and 4 of the Financial Statements.

Research and development activities

At Frigoglass, we recognise the critical importance of innovation in driving long-term competitiveness and growth. The main objectives of the Research and Development (R&D) function are to develop innovative, pioneering cooler solutions for Group's customers. R&D focuses on developing products along the guiding principles of standardization and simplification, as well as increased customization.

Frigoglass provides Ice-Cold Merchandising solutions that are designed to help its customers to achieve their sustainability goals. Frigoglass focuses on the design, development and improvement of its products in order to reduce carbon dioxide emissions, energy consumption and greenhouse gas emissions consistently with the needs and requirements of its customers.

Frigoglass operates a Research and Development (R&D) centre located in Romania and those which are located in Greece and India support the one located in Romania. Research and Development expenses represented 0.5% of sales in 2023.

In 2023, we maintained the ISO17025 quality system of our labs as well as the Safety Accreditations of our Strategic Customers and third parties, securing their status as internationally recognised independent labs. As such, our in-house test results have full validity, which allows us to avoid transportation of samples to external labs, thus reducing time to commercialization and outbound freight, consequently total emissions.

Financial instruments and risk management

The Group is exposed to several financial risks that are presented in detail in section "Principal risks and uncertainties" of the Strategic Report and Note 3 of the Financial Statements.

Stakeholder Engagement

At Frigoglass, we understand that our success is intricately linked to the relationships we foster with our stakeholders. Throughout the year, we have prioritized meaningful engagement with our diverse stakeholder groups, including employees, customers, suppliers, investors, and the communities in which we operate. We have maintained open channels of communication, soliciting feedback, and actively listening to the needs and concerns of our stakeholders. This dialogue has been instrumental in shaping our business decisions and guiding our strategic priorities. Moreover, we have undertaken initiatives to enhance transparency and accountability, providing stakeholders with regular updates on our performance and progress towards our goals. Looking ahead, we remain committed to strengthening these relationships, recognizing that the trust and support of our stakeholders are essential to our continued success. Please refer to section "Section 172 statement" of the Strategic Report for the details.

Events after the reporting date

On 1 February 2024, Serge Joris, was appointed as Group CEO. Given his extensive experience and skills, the appointment of Serge Joris is instrumental in maximizing the Group's potential and return on assets as well as accelerating its growth.

There are no other post-balance sheet events which require disclosure or are likely to affect the financial statements or the operations of the Group and the Company.

Greenhouse gas emissions, energy consumption and energy efficiency action

The Group has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as the energy consumption of the Company in the United Kingdom is 40,000kWh or lower. No subsidiary undertaking of the Group is individually required to provide Streamlined Energy Carbon Reporting and therefore the Group has not prepared consolidated information.

Disclosure of information to auditor

Each of the persons who are directors at the time when this director's report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information, of which the Company's and the Group's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's and the Group's auditor is aware of that information.

The report was approved by the Board of Directors on 25 April 2024 and signed on its behalf.

Georgios Mergos

Director

Date: 26 April 2024

Frigo DebtCo plc
Statement of Director's responsibilities
for the period ended 31 December 2023

The Directors are responsible for preparing the Strategic Report, the Board of Director's Report and the Financial Statements in accordance with applicable law and regulations, as well as the International Financial Reporting Standards (IFRS) as adopted by the United Kingdom (UK). Under Section 414A of the UK Companies Act 2006, the directors are required to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year and of the profit or loss for the financial year.

In preparing these financial statements, the directors are required to select suitable accounting policies and apply them consistently, make judgments and estimates that are reasonable and prudent, and ensure that the financial statements comply with IFRS as adopted by the UK. Furthermore, the directors are responsible for keeping adequate accounting records that are sufficient to show and explain the transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. Additionally, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and use the going concern basis of accounting unless they either intend to liquidate the Group or parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are also responsible for ensuring that the Strategic Report and the Board of Directors Report include a fair review of the development and performance of the business and the position of the Group and the Company, together with a description of the principal risks and uncertainties that they face. Furthermore, the directors are responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors consider that the Strategic Report and the Board of Directors Report and the Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in section "Directors of the Group" in the Board of Directors report confirm that, to the best of their knowledge:

- the Group and Company financial statements, which have been prepared in accordance with the IFRS as adopted by the UK, give a true and fair view of the assets, liabilities, financial position and profit of the Group and the Company; and
- the Board of Directors' report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that they face.

The statement was approved by the Board of Directors on 25 April 2024 and signed on its behalf.

Georgios Mergos

Director

Date: 26 April 2024

INDEPENDENT AUDITORS’ REPORT TO THE MEMBERS OF FRIGO DEBTCO PLC

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Frigo DebtCo plc (the ‘‘Company’’) and its subsidiaries (together the ‘Group’) for the period from 6 March 2023 (date of incorporation) to 31 December 2023, which comprise of the Consolidated and Company Income Statement, the Consolidated and Company Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated and Company Statement of Changes in Equity, the Consolidated and Company Cash Flow Statement and the notes to the financial statements, including a summary of material accounting policies set out in Note 2. The financial reporting framework that has been applied in their preparation is United Kingdom (“UK”) law and International Financial Reporting Standards (“IFRSs”) as adopted by the UK.

In our opinion the financial statements:

- give a true and fair view of the Group’s and Company’s assets, liabilities and financial position as at 31 December 2023 and of the Group’s and Company’s result and the Group’s and the Company’s cash flows for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the UK; and
- have been properly prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (“ISAs (UK)”) and applicable law. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council’s (“FRC”) Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

An overview of the scope of our audit

The audit is conducted in accordance with UK law and ISAs (UK) and will include such tests of transactions and of the existence, ownership and valuation of assets and liabilities as we consider necessary. An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group’s circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Board of Directors’ Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

An overview of the scope of our audit (continued)

We designed our audit by determining materiality and assessing the risks of material misstatements in the financial statements. The risk of material misstatements that had the greatest effort on our audit, including the allocation of our resources and effort, are on the key audit matters as described on pages 27 and 28. We have also set out how we tailored our audit to address these specific areas in order to provide an opinion on the financial statements as a whole.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Initial Recognition and impairment of Goodwill

We identified the initial recognition and impairment of goodwill as a key audit matter because:

a) in accounting for business combinations, significant judgment is required in determining whether an intangible asset is identifiable and should be recorded separately from goodwill. Additionally, estimating the acquisition-date fair values of the identifiable assets acquired and liabilities assumed involves considerable judgment. The necessary measurements are based on information available on the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. These judgments, estimates and assumptions can materially affect the financial position and profitability.

b) due to the significance of these balances in the Group's consolidated statement of financial position and because the estimation of the recoverable amount of each cash generating unit ("CGU") involves complex and subjective management estimates based on management's judgement of key variables and market conditions such as future commodity prices, future exchange rates, future operating performance, the timing and approval of future capital and operating expenditure and the discount rate.

As at 31 December 2023, the Group has property, plant and equipment of €157 million and goodwill of €85 million, accounting for approximately 31% and 17% of the Group's total assets as at 31 December 2023 respectively, contained within its CGUs as disclosed in notes 5 and 12 of the consolidated financial statements. Goodwill and indefinite life intangible assets are required to be tested for impairment annually. As a result, management completed impairment testing for the ICM and Glass CGUs as at 31 December 2023. Following management's assessment, an impairment charge of €70 million and €5 million was recognised against ICM and Glass CGU respectively (Note 5 (d)) for the year ended 31 December 2023.

How our audit addressed the key audit matter

- By reviewing the underling agreements of the transaction.
- By utilising valuation specialists to:
  a) Evaluate the methodology used for the initial recognition of Goodwill and its appropriateness for its purpose, including adherence to the requirements of IFRS 3;
  b) Evaluate the extent, accuracy and sources of information of the analyses and calculations supporting the initial calculation of Goodwill;
  c) Evaluate the appropriateness of the model used by management to calculate the recoverable amount allocated to each CGU;
  d) Assess and challenge the reasonableness of the key assumptions such as discount rate and long-term growth rate;
  e) Evaluate management's sensitivity analysis on key variables;

How our audit addressed the key audit matter (continued)

f) Analyse the future projected cash flows used in the model to determine whether they are reasonable and supportable given the current macroeconomic climate and expected future performance of the CGU;

- By evaluating the competence and objectivity of management's experts used in the initial calculation of Goodwill; and
- By assessing the appropriateness of the related disclosures included in notes 4, 5, 12 and 28 to the consolidated financial statements.

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

<u>Materiality</u>

- The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the consolidated financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.
- We determined materiality for the Group to be €5,061,203 which was based upon 1% of gross assets. Gross assets was considered to be the most appropriate benchmark on which to base our materiality calculation given the nature of the Group's operations.
- We determined materiality for the Company to be €2,403,295 which was based upon 1% of gross assets. Gross assets was considered to be the most appropriate benchmark on which to base our materiality calculation given the nature of the Company's operations.
- During the course of our audit, we reassessed initial materiality for the Group of €3,662,670 and considered that it should be increased on the basis that the gross assets of the Group had increased from when we initially assessed planning materiality.

<u>Performance materiality</u>

- Performance materiality is the application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.
- On the basis of our risk assessment, together with our assessment of the Group's overall control environment, our judgement was that performance materiality should be set at 50% of our planning materiality, being €2,530,602 for the Group and €1,201,648 for the Company.

<u>Reporting threshold</u>

- An amount below which identified misstatements are considered as being clearly trivial.
- We agreed with the Directors that we would report to them all uncorrected audit differences in excess of €180,000 for the Group and €120,165 for the Company, which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.
- We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Conclusions relating to principal risks

We have nothing to report in respect of the following information in the annual report, in relation to which the ISAs (UK) require us to report to you whether we have anything material to add or draw attention to the disclosures in the Strategic Report set out in the Principal Risks and Uncertainties section that describe the principal risks and explain how they are being managed or mitigated.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FRIGO DEBTCO PLC (continued)

Material Uncertainty Related to Going Concern

We draw attention to Note 4 (vii) of the financial statements, which discloses that the Group is susceptible to the significant uncertainties relating to the Nigerian Naira devaluation, the geopolitical and economic challenges and the liquidity dependence on debt roll-overs. These events and conditions, indicate a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Strategic Report and the Board of Directors' Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit;

- the information given in the Strategic Report and the Board of Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Board of Directors' Report have been prepared in accordance with the applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Board of Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 25 of the Annual Report, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Responsibilities of directors for the financial statements (continued)

In preparing the financial statements, the directors are responsible for assessing the Groups and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below:

- Enquiring of management to identify any instances of non-compliance with laws and regulations and performing procedures around actual and potential litigation or claims;
- Enquiring of Group Legal Counsel to identify any instances of non-compliance with laws and regulations;
- Reviewing minutes from meetings of those charged with governance;
- Considering the Group's internal control environment and procedures in place to mitigate risks identified;
- Evaluating whether there was any evidence of management bias that represented a risk of material misstatements due to fraud;
- Auditing the risk of management override of controls. Our response to address this risk included:
    - reviewing the appropriateness of the journal entries and other adjustments made in the preparation of the financial statements;
    - completing procedures to review management's judgements and assumptions relating to significant estimates reflected in the financial statements; and
    - obtaining an understanding of the business rationale for significant or non-recurring transactions, if any, that we considered to be outside the normal course of business.
- Reviewing financial statement disclosures and agreeing to supporting documentation to assess compliance with applicable laws and regulations.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/library/standards-codes-policy/audit-assurance-and-ethics/auditors-responsibilities-for-the-audit/. This description forms part of our auditor's report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FRIGO DEBTCO PLC (continued)

The purpose of our audit and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Diarmaid O'Keeffe (Senior Statutory Auditor)
For and on behalf of EisnerAmper Audit Limited
Chartered Accountants and Statutory Audit Firm
Dublin

26 April 2024

Frigo DebtCo plc
Financial Statements
6 March – 31 December 2023

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Income Statement

€' 000	Notes	Consolidated Period 6 March* - 31 December 2023	Company Period 6 March - 31 December 2023
Revenue from contracts with customers	5	267,129	-
Cost of goods sold	6	(234,549)	-
Gross profit		32,580	-
Administrative expenses	6	(14,242)	(1,579)
Selling, distribution and marketing expenses	6	(14,406)	-
Development expenses	6	(1,427)	-
Other operating income		1,052	-
Other losses		(280)	-
Impairment of assets	6, 12, 13	(75,227)	(121,928)
Operating Loss		(71,950)	(123,506)
Finance costs	7	(27,507)	(19,807)
Finance income	7	29,298	20,939
Finance income - net		1,791	1,132
Restructuring cost		(744)	-
Loss before income tax		(70,903)	(122,375)
Income tax expense	8	(14,742)	(115)
Loss for the period		(85,646)	(122,490)
Profit / (Loss) is attributable to:			
Owners of Frigo DebtCo Plc		(89,331)	(122,490)
Non-controlling interests		3,686	-
		(85,646)	(122,490)
Adjusted EBITDA	5	17,169	(1,579)
Losses per share for loss attributable to the ordinary equity holders of the company:			
Basic losses per share in €	9	(1,330)	(1,823)
Diluted losses per share in €	9	(1,330)	(1,823)

The above income statement should be read in conjunction with the accompanying notes.

*Frigo DebtCo plc was incorporated on 6 March 2023. Frigo DebtCo plc consolidates Frigoinvest Holdings B.V. (and each of its subsidiaries) from 27 April 2023, when the ownership was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V.

Statement of Comprehensive Income

€' 000	Notes	Consolidated Period 6 March* - 31 December 2023	Company Period 6 March - 31 December 2023
Loss for the period		**(85,646)**	**(122,490)**
Other comprehensive income / (expense)			
Items that may be reclassified to income statement			
Foreign currency translation losses shareholders	**23**	**(46,591)**	**-**
Foreign currency translation losses non-controlling interest		**(32,290)**	**-**
Items that will not be reclassified to income statement			
Remeasurements of post-employment benefit obligations	**19**	**38**	**-**
Other comprehensive expense for the period, net of tax		**(78,844)**	**-**
Total comprehensive expense for the period		**(164,489)**	**(122,490)**
Total comprehensive expense for the period is attributable to:			
Owners of Frigo DebtCo plc		**(135,885)**	**(122,490)**
Non-controlling interests		**(28,605)**	**-**
		(164,489)	**(122,490)**

Exchange differences result mainly from the significant devaluation of the naira versus the euro (994.4 for December 2023 versus 508.1 for April 2023).

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

*Frigo DebtCo plc was incorporated on 6 March 2023. Frigo DebtCo plc consolidates Frigoinvest Holdings B.V. (and each of its subsidiaries) from 27 April 2023, when the ownership was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V.

Statement of Financial Position

€' 000	Notes	Consolidated 31 December 2023	Company 31 December 2023
Assets:			
Non-current assets			
Property, plant and equipment	10	157,411	-
Right-of-use assets	11	3,239	-
Intangible assets	12	22,644	-
Goodwill	12,28	84,523	-
Investments in subsidiaries	13	-	1,749
Deferred tax assets	14	2,738	-
Intercompany loans receivables	26	-	232,803
Other non-current assets		332	-
Total non-current assets		270,888	234,552
Current assets			
Inventories	15	85,747	-
Trade receivables	16	71,419	-
Other current assets	17	22,054	413
Intercompany loans receivables	26	-	5,365
Current tax assets		2,841	-
Cash and cash equivalents	27	53,172	-
Total current assets		235,233	5,778
Total Assets		506,120	240,330
Liabilities:			
Non-current liabilities			
Borrowings	18	232,766	232,766
Lease liabilities	11	2,330	-
Deferred tax liabilities	14	34,741	-
Retirement benefit obligations	19	3,698	-
Provisions	20	4,438	-
Total non-current liabilities		277,974	232,766
Current liabilities			
Trade payables		65,672	-
Other payables	21	55,981	1,733
Current tax liabilities		8,566	115
Borrowings	18	73,627	4,462
Lease liabilities	11	1,671	-
Total current liabilities		205,518	6,309
Total Liabilities		483,492	239,075

Statement of Financial Position (continued)

€' 000	Notes	Consolidated 31 December 2023	Company 31 December 2023
Equity:			
Share capital	**22**	**67**	**67**
Share premium	**22**	**123,940**	**123,677**
Other reserves	**23**	**(46,591)**	**-**
Accumulated losses		**(89,293)**	**(122,490)**
Capital and reserves attributable to owners		**(11,878)**	**1,255**
Non-controlling interests		**34,507**	**-**
Total Equity		**22,629**	**1,255**
Total Liabilities and Equity		**506,120**	**240,330**

The above statement of financial position should be read in conjunction with the accompanying notes.

The financial statements on pages 32-79 were authorised for issue by the Board of Directors on 25 April 2024 and were signed on its behalf.

Georgios Mergos

Director

Date: 26 April 2024

Consolidated Statement of Changes in Equity

Consolidated	Attributable to owners of Frigo DebtCo plc						
€' 000	**Share capital**	**Share premium**	**Other reserves**	**Accumulated losses**	**Total**	**Non-controlling interests**	**Total equity**
Balance at 6 March 2023	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Acquired through business combinations (**Note 28**)	-	-	-	-	-	65,869	65,869
Profit / (Loss) for the period	-	-	-	(89,331)	(89,331)	3,686	(85,646)
Other comprehensive income / (expense)	-	-	(46,591)	38	(46,553)	(32,290)	(78,843)
Total comprehensive expense for the period	**-**	**-**	**(46,591)**	**(89,293)**	**(135,884)**	**37,264**	**(98,620)**
Transactions with owners in their capacity as owners:							
Issue of ordinary share capital at a premium (**Note 22**)	57	123,677	-	-	123,734	-	123,734
Issue of ordinary shares as consideration for a business combination	10	262	-	-	273	-	273
Dividends provided for	-	-	-	-	-	(2,757)	(2,757)
Balance at 31 December 2023	**67**	**123,940**	**(46,591)**	**(89,293)**	**(11,878)**	**34,507**	**22,629**

Exchange differences result mainly from the significant devaluation of the naira versus the euro (994.4 for December 2023 versus 508.1 for April 2023).

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Company Statement of Changes in Equity

Company	**Attributable to owners of Frigo DebtCo plc**				
€' 000	**Share capital**	**Share premium**	**Other reserves**	**Accumulated losses**	**Total**
Balance at 6 March 2023	**-**	**-**	**-**	**-**	**-**
Loss for the period	-	-	-	(122,490)	(122,490)
Other comprehensive income / (expense)	-	-	-	-	-
Total comprehensive expense for the period	**-**	**-**	**-**	**(122,490)**	**(122,490)**
Transactions with owners in their capacity as owners:					
Issue of ordinary share capital	57	123,677	-	-	123,734
Issue of ordinary shares as consideration for a business combination	10	-	-	-	10
Dividends provided for or paid	-	-	-	-	-
Balance at 31 December 2023	**67**	**123,677**	**-**	**(122,490)**	**1,255**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Cash flow statement

€' 000	Notes	Consolidated Period 6 March* - 31 December 2023	Company Period 6 March - 31 December 2023
Cash flows from operating activities			
Loss before income tax		**(70,903)**	**(122,375)**
Adjustments for:			
Depreciation and amortisation		**13,891**	**-**
Impairment of assets	**12, 13**	**75,227**	**121,928**
Finance income - net	**7**	**(1,791)**	**(1,132)**
Net gain on disposal of property, plant and equipment		**(13)**	
Provisions		**4,889**	**-**
Change in operating assets and liabilities:			
Decrease / (increase) in trade receivables		**19,335**	**-**
Decrease / (increase) in inventories		**(4,903)**	**-**
Decrease / (increase) in other current and non-current assets		**(1,781)**	**2,733**
Increase/(decrease) in trade payables		**(12,433)**	**-**
Increase/(decrease) in other current and non-current liabilities		**7,090**	**1,733**
Less: Income taxes paid		**(6,679)**	**-**
Net cash from operating activities		**21,930**	**2,887**
Cash flows from investing activities			
Cash acquired from business combinations, net of cash paid	**28**	**62,014**	**-**
Payments for property, plant and equipment	**10**	**(25,218)**	**-**
Payments for intangible assets	**12**	**(518)**	**-**
Proceeds from sale of property, plant and equipment		**25**	**-**
Proceeds from disposal of subsidiary		**186**	**-**
Net cash from investing activities		**36,489**	**-**
Cash flows from financing activities			
Proceeds from issues of shares and other equity securities		**-**	**-**
Proceeds from borrowings	**27**	**151,218**	**75,000**
Repayment of borrowings	**27**	**(132,216)**	**-**
Intercompany loan issued	**26**		**(70,308)**
Payment of interest and bank charges		**(13,383)**	**(7,579)**
Principal elements of lease payments	**27**	**(2,165)**	**-**
Dividends paid to non-controlling interests in subsidiaries	**13**	**(2,315)**	**-**
Net cash from / (used in) financing activities		**1,139**	**(2,887)**
Net increase in cash and cash equivalents		**59,558**	**-**
Cash and cash equivalents at the beginning of the financial year		**-**	**-**
Effects of exchange rate changes on cash and cash equivalents		**(6,386)**	**-**
Cash and cash equivalents at end of the period		**53,172**	**-**

The above statement of cash flows should be read in conjunction with the accompanying notes.

*Frigo DebtCo plc was incorporated on 6 March 2023. Frigo DebtCo plc consolidates Frigoinvest Holdings B.V. (and each of its subsidiaries) from 27 April 2023, when the ownership was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V.

Notes to the financial statements for the period 6 March 2023 to 31 December 2023

Note 1 – General information

These financial statements include the financial statements of the Parent Company Frigo DebtCo plc (the "Company") and the consolidated financial statements of the Company and its subsidiaries (together the "Group", "Frigoglass" or the "Frigoglass Group"). The names of the subsidiaries are presented in Note 13.

The Group is a leading international producer of Ice-Cold Merchandisers (ICMs) and a major supplier of high-quality glass containers and complementary packaging products in West and Central Africa. The Group is a trusted strategic partner of the world's foremost beverage brands, including Coca-Cola, Pepsi, AB InBev, Diageo and Heineken. Through the close collaboration with and proximity to customers, the Group helps them realize their strategic merchandizing plans, from conception and development of customized ICMs and glass packaging solutions, to comprehensive asset management services for their fleet of cold-drink equipment.

In ICM Operations, the Group manufactures and sells ICMs and provides a comprehensive suite of Asset Performance Services covering order management, field service, installations, refurbishment, spare parts management, and warehousing through the unique and innovative platform ''Frigoserve''. The ICMs are strategic merchandizing tools for the Group's customers, serving not only to chill their products, but also as a retail space that encourages immediate consumption of their products, enhance their brands, enabling increased market penetration and driving their profitability. We are dedicated to crafting high-quality beverage coolers, leveraging best-in-class technology to ensure optimal performance. Our coolers are not just refrigeration units; they are customizable solutions designed for excellent point-of-sale activation. We elevate our customers' brand presence and drive consumer engagement with Frigoglass, where innovation meets quality in every chilling experience. We further extend our expertise to Consumer Appliances through Norcool, offering state-of-the-art cooling and wine storage solutions for consumers. The Group's five production facilities are strategically located in Romania, Russia, India, Indonesia and South Africa, serving different markets primarily based on their location, import restrictions and cost of transportation.

In Glass Operations, the Group manufactures and sells glass containers, plastic crates and metal crowns. With strategic priorities in innovation, sustainability, and operational efficiency, we offer a comprehensive solution by integrating glass, crates, and crowns, simplifying operations for beverage manufacturers. Products include a diverse range of glass bottles and other containers, available in a various shapes, sizes, colours and weights to offer solutions to a wide spectrum of customers operating in the soft drinks, beer, food, spirits, cosmetics and pharmaceutical industries. The Group currently operates two glass plants, two plastic crates facilities for returnable glass bottles and one metal crowns plant. With manufacturing plants strategically located in Nigeria and equipped with cutting-edge technology, we ensure unmatched quality, reliability, and sustainability in every glass container we produce.

The Company was incorporated on 6 March 2023 and is registered in England and Wales (company number 14707701) with registered office at Portman House, 3rd Floor, 2 Portman Street, W1H 6DU, London, United Kingdom.

On April 2023, the Group successfully completed a recapitalisation transaction that included the issuance of €75 million Senior Secured Notes due 2026 and €150 million (excluding consent fee) Senior Secured Second Lien Notes due 2028 (the "Reinstated Notes") as well as the deleveraging of the balance sheet of €110 million of the €260 million Senior Secured Notes due 2025 (the "2025 Notes") and accrued but unpaid interest (€13.7 million) owing to the noteholders under the 2025 Notes (the "Residual SSN Claim"). The Senior Secured Notes and the Reinstated Notes are listed on the Vienna Stock Exchange.

On 27 April 2023 ownership of Frigoinvest Holdings B.V. (and each of its subsidiaries) was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V. As a result, Frigoinvest Holdings B.V. and its subsidiaries, with effect from 27 April 2023 (the "Implementation Date"), are controlled by Frigo DebtCo plc (together with the related actions completed on the Implementation Date, the "Restructuring"). Therefore, the Company consolidates Frigoinvest Holdings B.V. and its subsidiaries from 27 April 2023.

As a result of the Restructuring, 85% of the share capital of the Company is held by Frigo NewCo 1 Limited, a private liability company incorporated in England and Wales. 95% of the share capital of Frigo NewCo 1 Limited has been distributed pro rata to the 2025 Noteholders with the remaining 5% of the share capital distributed to the 2025 Noteholders who elected to purchase the Senior Secured Notes. The remaining 15% of the share capital of the Company is held by Frigoglass S.A.I.C., a company incorporated in Greece and listed on the Athens Stock Exchange. The shares of the Company have been pledged in favour of the Security Agent for both the Senior Secured Notes and the Reinstated Notes, under a share charge governed by English law.

Notes to the financial statements for the period 6 March 2023 to 31 December 2023

The financial statements have been prepared for the period from 6 March – 31 December 2023. No comparative information is presented since this is the first year of operations for the Company.

On 1 February 2024, Serge Joris, was appointed as Group CEO.

All press releases, financial reports and other information are available at the website of the Frigoglass Group: www.frigoglass.com.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousand currency units unless otherwise stated.

The financial statements are presented in the euro which is the Company's functional and presentation currency.

The financial statements were authorised for issue by the board of directors on 25 April 2024.

Note 2 – Summary of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements to the extent they have not already been disclosed in the other notes.

2(a) – Basis of preparation

The financial statements have been prepared in accordance with the International Financial Reporting Standards as adopted by the United Kingdom ("IFRS").

The financial statements have been prepared on a historical cost basis.

The financial statements have been prepared on a going concern basis. In adopting the going concern basis for the preparation of these financial statements, management has considered the Group's and the Company's financial performance in the year, the expected results beyond 31 December 2023, as well as the assessment of the principal risks. Refer to Note 4 for more information.

Differences that may exist between the figures of the financial statements and those of the notes are due to rounding.

2(b) – Consolidation principles

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity and statement of financial position respectively.

The Company accounts for investments in subsidiaries in its separate financial statements at historic cost less impairment losses. Impairment losses are recognised in the income statement.

(ii) Changes in ownership percentages

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non- controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to the owners.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2(c) – Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the CEO and his executive committee that makes strategic decisions.

2(d) - Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity ("the functional currency").

For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in euro, which is the presentation currency for the consolidated financial statements.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in the income statement, within finance income/(cost).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as at fair value through other comprehensive income are recognised in other comprehensive income.

(iii) Group companies

The results and financial position of all Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position
- income and expenses for each income statement and statement of comprehensive income are translated at the average exchange rate of the reporting period, unless this average is not a reasonable approximation of the cumulative effect of the exchange rates prevailing on the transaction dates, in which case the rate on the date of the transaction is used, and
- all resulting exchange differences are recognised in other comprehensive income as a separate component of equity.

On the disposal of a foreign operation, the cumulative exchange differences relating to that particular foreign operation, presented as a separate component of equity, are reclassified to the income statement as part of the gain or loss on sale.

Goodwill and other fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2(e)- Revenue recognition

(i) Revenue from sale of goods and sale of services

Sales of goods

The Group manufactures and sells commercial refrigeration units (ICM segment) and packaging materials (glass segment) for the beverage industry. Revenue from the sale of goods is recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risk of obsolescence and loss have been transferred to the customer and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

The ICM units are often sold with retrospective volume discounts based on aggregate sales over a 12-month period. Revenue is recognised based on the price specified in the contract, net of estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the most probable value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in trade and other payables) is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made with a credit term of 60 - 180 days, which is consistent with market practice.

The Group's obligation to repair or replace fully faulty commercial refrigerator units under the standard and extended warranty terms is recognised as a provision.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Sales of services

The ICM segment provides also logistic services, extended warranty services and refurbishment services under fixed price contracts. Revenue from providing services is recognised over time in the accounting period in which the services are rendered. Extended warranty revenue is recognised based on actual service provided at the end of the reporting periods a proportion of the total services to be provided because the customer receives and uses benefits simultaneously.

In the case of logistics services and refurbishment where the contract includes a fee per unit, revenue is recognised in the amount to which Frigoglass has a right to invoice.

Customers are invoiced on a monthly basis and consideration is payable when invoiced.

2(f)- Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group entity will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the income statement over the period corresponding to the costs they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

2(g) - Current and Deferred income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2(h) - Leases

Information for leases where the Group is a lessee.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate,
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Lease payments are allocated between principal and finance cost. The finance cost is charged the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs at the expense of the lessee in order to disassemble and remove the underlying asset, to restore the premises where it has been located, or to restore the underlying asset to the condition provided by the terms and conditions of the lease.

The Group's leasing activities and how these are accounted for:

The Group leases various offices, warehouses, equipment, and vehicles. Rental contracts are typically made for fixed periods of two to five years but may have extension options as described below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third-party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group which does not have recent third-party financing, and
- makes adjustments specific to the lease, e.g., term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group entities use that rate as a starting point to determine the incremental borrowing rate.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment.

Extension and termination options are included in a number of property and equipment leases across the Group. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

Information for leases where the Group is a lessor

Lessors continue to classify leases as operating or finance leases. Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as an expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

2(i) - Business combinations

The acquisition method of accounting is used to account for all business combinations. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued by the Group,
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. Whenever the cost of the acquisition is less than the fair value of the Group's share of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement, as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of contingent consideration classified as financial liabilities are recognised in the income statement. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

For the business combinations refer to Note 28.

2(j) – Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2(k) - Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term, and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

2(l) - Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 60- 180 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. For a description of the Group's impairment policies refer to Note 3 under credit risk.

2(m) - Inventories

Inventories are recorded at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less any applicable selling expenses.

The cost of finished goods and work in progress is measured on a weighted average bases and comprises raw materials, direct labour cost and other related production overheads.

Appropriate allowance is made for excessive, obsolete and slow-moving items. Write-downs to net realisable value and inventory losses are expensed in the period in which the write-downs or losses occur.

2(n) - Financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through the income statement), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in income statement or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group's debt instruments are measured at amortised cost given that they are held for collection of contractual cash flows and those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in the income statement and presented in other gains/(losses). Impairment losses are presented as separate line item in the income statement.

Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group currently does not hold any debt instruments. For the accounting policy related to trade receivables and cash and cash equivalents, refer to notes 2(l) and 2(k) respectively. For a description of the Group's impairment policies refer to Note 3 under credit risk.

2(o) – Property, plant and equipment

All property, plant and equipment are stated at historic cost less accumulated depreciation and any impairment losses, except for land which is shown at cost less any impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the tangible assets. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate the cost of the assets net of their residual values over its estimated useful life as follows:

Buildings	up to 40 years
Vehicles	up to 6 years
Glass Furnaces	up to 10 years
Glass Molds	up to 2 years
Machinery	up to 15 years
Furniture & Fixtures	up to 6 years

The cost of subsequent expenditures is depreciated during the estimated useful life of the asset and costs for major periodic renovations are depreciated to the date of the next scheduled renovation. When an item of plant and machinery comprises major components with different useful lives, the components are accounted for as separate items of plant and machinery.

The tangible assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

In the case where an asset's carrying amount is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference (impairment loss) is recorded as expense in the income statement.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are included in the income statement.

Assets under construction are recorded as part of property, plant and equipment at cost. Depreciation on these assets commences when the assets are available for use.

2(p) – Intangible assets

(i) Goodwill

Goodwill is measured as described in note 2(i). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments. For the goodwill calculation of the period refer to Note 28.

(ii) Patterns and Trademarks

Separately acquired patents, trademarks and licenses are shown at historical cost less accumulated amortisation and less any accumulated impairment.

(iii) Research and development

Research expenditure is recognised as an expense as incurred.

Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the technical file so that it will be available for use
- management intends to complete the technical file and use or sell it
- there is an ability to use or sell the technical file
- it can be demonstrated how the technical file will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the technical file are available, and
- the expenditure attributable to the technical file during its development can be reliably measured.

Other development expenditures are recognised as an expense in the income statement as incurred. Development costs that have a finite useful life and that have been capitalised, are amortised from the commencement of the asset's production on a straight-line basis over the period of its useful life, not exceeding 5 years.

(iv) Computer software

Acquired software licenses are carried at acquisition cost less accumulated amortisation, less any accumulated impairment. They are amortised using the straight-line method over their useful lives, not exceeding a period of 10 years.

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the criteria specified in 2p(iii) are met. Directly attributable costs that are capitalized as part of the software include employee costs.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

Computer software maintenance costs are recognised as expenses in the income statement as they incur.

These costs may be acquired externally.

They have a finite useful life and are amortised using the straight-line method over a maximum period of 15 years.

(v) Assets with indefinite useful life - Brands

An intangible asset with an indefinite useful life is not amortised but is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses.

When an intangible asset is disposed of, the gain or loss on disposal is included in profit or loss.

2(q) –Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2(r) – Borrowings

Borrowings are recognised initially at fair value, net of any transaction cost incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the income statement as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Group entity has an unconditional right to defer settlement for at least 12 months after the balance sheet date.

2(s) – Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

The Group entity recognises a provision for onerous contracts when the expected benefits to be derived from a contract are less than the unavoidable costs of settling the obligations under the contract.

2(t) – Employee benefits

(i) Post-employment obligations

Group entities operate various post-employment schemes in accordance with the local conditions and practices in the countries they operate. Post-employment obligations include both defined benefit and defined contribution pension plans.

A defined benefit plan is a pension or voluntary redundancy plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability regarding defined benefit pension or voluntary redundancy plans, including certain unfunded termination indemnity benefits plans, is measured as the present value of the defined benefit obligation at the balance sheet date. The defined benefit obligation is calculated on an annual basis, by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates applicable to high quality corporate bonds or government securities that are denominated in the currency in which the benefits will be paid, with terms approximating to the terms of the related obligation.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions recognised in the period in which they occur, directly in other comprehensive income.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service costs.

For defined contribution plans, the Group pays contributions to privately administered pension insurance plans on a voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(ii) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of terminations benefits. Benefits falling due more than 12 months after balance sheet date are discounted to present value.

(iii) Bonus plans

The Group recognises a liability and an expense for bonuses based on a formula that takes into consideration the profit attributable to the company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2(u) – Share capital and share premium

Ordinary shares are classified as equity.

Incremental external costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

When the Company or its subsidiaries purchase the Company's, own equity instruments the amount paid - including any attributable incremental external costs net of income taxes - is deducted from total shareholders' equity as treasury shares until they are cancelled or reissued. Where such shares are subsequently sold or reissued, any proceed received is included in shareholders' equity.

Share premium is the difference between the fair value of the consideration receivable for the issue of shares and the nominal value of the shares.

2(v) – Dividend distribution

Dividends are recorded in the financial statements, as a liability, in the period in which they are approved by the Annual Shareholder Meeting.

2(w) – Earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares

2(x) - New standards, amendments to standards and interpretations:

Certain new standards, amendments to standards and interpretations have been issued that are mandatory for periods beginning on or after 1 January 2023. These standards, amendments or interpretations do not have a material impact on the financial statements in the current or future reporting periods and on foreseeable future transactions.

Standards and Interpretations effective for the current financial year

IFRS 17 'Insurance contracts' and Amendments to IFRS 17

IFRS 17 has been issued in May 2017 and, along with the Amendments to IFRS 17 issued in June 2020, supersedes IFRS 4. IFRS 17 establishes principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the Standard and its objective is to ensure that an entity provides relevant information that faithfully represents those contracts. The new standard solves the comparison problems created by IFRS 4 by requiring all insurance contracts to be accounted for in a consistent manner. Insurance obligations will be accounted for using current values instead of historical cost.

The Group and the Company do not issue contracts in scope of IFRS 17; therefore its application does not have an impact on the financial performance, financial position or cash flows.

IAS 1 (Amendments) 'Presentation of Financial Statements' and IFRS Practice Statement 2 'Disclosure of Accounting policies'

The amendments require companies to disclose their material accounting policy information and provide guidance on how to apply the concept of materiality to accounting policy disclosures.

IAS 8 (Amendments) 'Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates'

The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates.

The amendments had no impact on the financial statements.

*IAS 12 (Amendments) 'Deferred tax related to Assets and Liabilities arising from a Single Transaction'*The amendments require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. This will typically apply to transactions such as leases for the lessee and decommissioning obligations.

The amendments had no impact on the financial statements.

IFRS 17 (Amendment) 'Initial Application of IFRS 17 and IFRS 9 – Comparative Information'

The amendment is a transition option relating to comparative information about financial assets presented on initial application of IFRS 17. The amendment is aimed at helping entities to avoid temporary accounting mismatches between financial assets and insurance contract liabilities, and therefore improve the usefulness of comparative information for users of financial statements.

The amendments had no impact on the financial statements.

IAS 12 'Income taxes' (Amendments): International Tax Reform – Pillar Two Model Rules

The amendments introduce a mandatory temporary exception from accounting for deferred taxes arising from the Organisation for Economic Co-operation and Development's (OECD) international tax reform. The amendments also introduce targeted disclosure requirements. The temporary exception applies immediately and retrospectively in accordance with IAS 8, whereas the targeted disclosure requirements will be applicable for annual reporting periods beginning on or after 1 January 2023.

There is no impact from the amendment in the financial statements.

Standards and Interpretations effective for subsequent periods

IAS 1 'Presentation of Financial Statements' (Amendments) (effective for annual periods beginning on or after 1 January 2024)

- 2020 Amendment 'Classification of liabilities as current or non-current'

The amendment clarifies that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date. The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability. Management has assessed that there is no expected impact from the amendments in the financial statements.

- 2022 Amendments 'Non-current liabilities with covenants'

The new amendments clarify that if the right to defer settlement is subject to the entity complying with specified conditions (covenants), this amendment will only apply to conditions that exist when compliance is measured on or before the reporting date. Additionally, the amendments aim to improve the information an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within twelve months after the reporting period.

The 2022 amendments changed the effective date of the 2020 amendments. As a result, the 2020 and 2022 amendments are effective for annual reporting periods beginning on or after 1 January 2024 and should be applied retrospectively in accordance with IAS 8. As a result of aligning the effective dates, the 2022 amendments override the 2020 amendments when they both become effective in 2024.

Management has assessed that there is no expected impact from the amendments in the financial statements.

IFRS 16 (Amendment) 'Lease Liability in a Sale and Leaseback'

The amendment clarifies how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted. An entity applies the requirements retrospectively back to sale and leaseback transactions that were entered into after the date when the entity initially applied IFRS 16.

Management has assessed that there is no expected impact from the amendments in the financial statements.

IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments Disclosure - Supplier Finance Arrangements (Amendments)

The amendments require companies to disclose information about their Supplier Finance Arrangements such as terms and conditions, carrying amount of financial liabilities that are part of such arrangements, ranges of payment due dates and liquidity risk information.

Management has assessed that there is no expected impact from the amendments in the financial statements.

IAS 21 'The Effects of Changes in Foreign Exchange Rates' (Amendments) - Lack of exchangeability

These amendments require companies to apply a consistent approach in assessing whether a currency can be exchanged into another currency and, when it cannot, in determining the exchange rate to use and the disclosures to provide. The amendments are applicable for annual periods beginning on or after 1 January 2025.

Management will assess the potential impact in the financial statements.

Note 3 – Financial risk management

The Group's activities expose it to a variety of financial risks: market risk, credit risk, liquidity risk and capital risk. The Group's risk management programme focuses on the volatility of financial markets and seeks to minimize potential adverse effects on the cash flows. The Group's risk management is predominantly controlled by Group Treasury under policies approved by the Board of Directors. Group Treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's subsidiaries. The Group Treasury does not perform speculative transactions or transactions that are not related to the Group's operations.

3(a) – Market risk

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign currency risk on future transactions, recognised monetary assets and liabilities that are denominated in currencies other than the local entity's functional currency.

To mitigate the exposure of the Group's subsidiaries with functional currencies other than the euro to foreign currency risk management uses natural hedging by matching, to the maximum possible extent, revenue and expense cash flows in the same currency in order to limit the impact of currency exchange rate movements. When natural hedging cannot be achieved, management might use derivatives, mainly in the form of forward foreign exchange currency contracts. In some cases when derivatives are either not accessible or at very high hedging cost, management may decide to allow the foreign exchange exposure to remain unhedged. Recently, derivatives have not been used, only natural hedging of exchange rate risks to the extent that this is feasible.

In mid-June 2023, the Nigerian Central Bank ceased its significant interventions in the interbank foreign exchange market, permitting the Nigerian naira to fluctuate more freely. The Group keeps a close watch on developments in Nigeria to guarantee that prompt measures and initiatives are implemented to counter any potential negative effects.

The following tables present the sensitivity of the Group to reasonably possible increases and decreases in euro and US Dollar against the relevant foreign currencies, based on a historical volatility over a 12-month period. The sensitivity analysis is based on each subsidiary's exposure of having monetary assets and liabilities in currencies other than their functional currencies. The sensitivity analysis determines the potential gains and losses in the income statement arising from the Group's foreign exchange positions as a result of the corresponding percentage increase and decrease in the Group's main foreign currencies relative to the euro and US dollar.

2023 exchange risk sensitivity to reasonably possible changes in the euro and the USD against relevant other currencies is presented in the tables below.

		EUR weakens against local currency	**EUR strengthens against local currency**
	% historical volatility over a 12-month period	**(Gain)/loss in income statement € million**	**(Gain)/loss in income statement € million**
USD/EUR	7.5%	(0.9)	0.9
ZAR/EUR	12.5%	(2.3)	2.3
NAIRA/EUR	35.7%	33.8	(31.3)
RUB/EUR	16.8%	(3.7)	3.6
INR/EUR	6.9%	(0.5)	0.5
Total		**26.4**	**(24.0)**

		USD weakens against local currency	**USD strengthens against local currency**
	% historical volatility over a 12-month period	**Gain in income statement € million**	**Loss in income statement € million**
NAIRA/USD	35.3%	(9.3)	8.6
ZAR/USD	14.7%	(0.5)	0.5
Total		**(9.8)**	**9.1**

There is no significant risk for the Company, since monetary assets and liabilities are denominated in the functional currency.

(ii) Commodity price risk

The Group's production costs are sensitive to the prices of certain raw materials used in the manufacturing process of its products. The Group is primarily exposed to fluctuations in the prices of copper, steel, aluminium, plastics and soda ash and have adopted policies to mitigate the risk of adverse volatility in the prices of such raw materials. In particular, when we purchase raw materials, we negotiate discounts based on volume purchased. We keep strategic inventory reserves at the supplier, at our plants and in finished goods, to guarantee availability. When possible, we enter into annual, six-month or quarterly agreements with our suppliers so as to satisfy production plans but at the same time permit adjustments if prices begin to decline and become more advantageous for us.

(iii) Interest rate risk

The Group is subject to interest rate risk for its outstanding borrowings. The sensitivity analysis is prepared assuming the amount of liability outstanding at the balance sheet was outstanding for the whole year. A 100 basis points increase or decrease for 2023 represents management's assessment of a reasonably possible change in interest rates. There is no significant risk for the Group, since interest rate on liabilities is primarily fixed.

2023 Interest rate risk sensitivity to reasonably possible changes in interest rates is presented in the table below.

	Loss/(gain) in income statement € million
Increase by 100 basis points	0.1
Decrease by 100 basis points	(0.1)

There is no significant risk for the Company, since interest rate on liabilities is fixed.

3(b) – Credit risk

Credit risk arises from the Group's cash and cash equivalents and its credit exposures to customers, including outstanding receivables.

(i) Risk management

Regarding banks and financial institutions, mainly independently rated parties with high quality credit credentials are accepted.

In respect of outstanding trade receivables, the Group has policies in place to assess the credit quality of the customer, taking into account its financial position, past experience, as well as other factors. Individual credit limits are set, and compliance is regularly monitored by management. The Group's credit policy is determined by the terms of payment that are stated on a case-by-case basis in each contract with a customer.

The Group has a significant concentration of credit risk with specific customers which comprise large international groups with high quality credit ratings.

(ii) Security

For some trade receivables the Group may purchase credit guarantee insurance cover.

(iii) Impairment

The Group has only one type of financial assets that are subject to the expected credit loss model that is trade receivables for sales of goods and from the provision of services. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, there was no identified impairment loss.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9. Based on this approach, the Group recognises expected life losses on expected receivables. The calculation is done on an individual basis. Expected loss rates are based on the sales payment profile and the corresponding historical credit losses. Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. The failure of the customer to pay after 180 days from the invoice due date is considered a default, except in specific cases. Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

€' 000	**Consolidated 31 December 2023**
Not Yet Due	58,320
Overdue 0-30 Days	9,852
Overdue 31-60 Days	1,015
Overdue 61-90 Days	255
Overdue 91-120 Days	362
Overdue 121-180 Days	(172)
Overdue > 180 Days	5,310
Total Open Balance	**74,942**

The loss allowances for trade receivables as of 31 December 2023 amounted to €3.5 million. The reconciliation to the opening loss allowances is presented in Note 16.

The Company has only one type of financial assets that is subject to the expected credit loss model that is loans due from related parties held at amortised cost.

The management has assessed as of the reporting date that the credit risk of the loans due from related parties is in line with initial expectations and no significant increase in credit risk has occurred. No Interest or principal repayments are past due as of the reporting date, therefore 12-month expected losses have been calculated. Taking into consideration the liquidity forecast, based on cash flow projections for the next 12-months, the management has concluded that identified impairment loss is immaterial.

3(c) – Liquidity risk

The Group and the Company actively manage liquidity risk to ensure there is adequate cash reserves and available funding, to meet its obligations when due.

Group Treasury also manages liquidity risk by maintaining access to the debt capital markets, and by continuously monitoring working capital as well as actual and forecasted cash flows.

Consolidated	Less than 1 year	Between 1 & 2 years	Between 2 & 5 years	Over 5 years	Total	Carrying Amount
Lease Liabilities	2,086	1,560	719	-	4,365	4,001
Borrowings	74,674	111,046	234,651	-	420,371	306,393
Total	**76,760**	**112,606**	**235,370**	**-**	**424,736**	**310,394**

Company	Less than 1 year	Between 1 & 2 years	Between 2 & 5 years	Over 5 years	Total	Carrying Amount
Borrowings	7,766	111,046	234,651	-	353,463	237,228
Total	**7,766**	**111,046**	**234,651**	**-**	**353,463**	**237,228**

3(d) – Capital risk

The Company's objectives when managing capital are to safeguard the Company's and the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

Note 4 - Critical accounting estimates and judgements

The preparation of the financial statements requires the use of accounting estimates. Management also needs to exercise judgement in applying the accounting policies.

Management makes estimates and judgments in order to select the most appropriate accounting principles taking into consideration the future outcome of events and transactions. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Although these estimates and judgements are based on management's knowledge of current events and actions that may be undertaken in the future, actual results may ultimately differ from estimates.

4(a) - Critical accounting estimates and assumptions

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

(i) Income taxes

The Group is subject to income taxes in numerous jurisdictions. There are many transactions and calculations for which the ultimate tax determination cannot be assessed with certainty in the ordinary course of business. Significant judgement is required by the Group Management in determining the Group provision for income taxes, based on assessment of the probabilities as to whether additional taxes will be due. If the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax.

(ii) Actuarial assumptions and sensitivity

	2023
Discount rate	4.82%
Salary growth rate	4.23%

	Impact on defined benefit obligation			
Change in assumption	**Increase in assumption by 0.5%**		**Decrease in assumption by 0.5%**	
		2023		**2023**
Discount rate	Decrease by	-5.3%	Increase by	5.7%
Salary growth rate	Increase by	5.8%	Decrease by	-5.4%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the statement of financial position.

(iii) Estimation of useful lives of fixed assets

The Group assesses on an annual basis, the useful lives of its property, plant and equipment and intangible assets. These estimates take into account the relevant operational facts and circumstances, the future plans of the management and the market conditions that exist as at the date of the assessment.

(iv) Estimated impairment of property, plant and equipment and right of use assets

The Group's property, plant and equipment is tested for impairment when indications exist that its carrying value may not be recoverable. The recoverable amount of property, plant & equipment is determined under IAS 36 at the higher of its value-in-use and fair value less costs of disposal. When the recoverable amount is determined on a value-in-use basis, the use of assumptions is required. The value-in-use calculation used to determine the recoverable amount is based on financial budget approved by Board of Directors covering a one-year period and cash flow estimates for the subsequent four years, taking into account management's estimates and judgments regarding the future results of each CGU. These estimates and judgments include assumptions in relation to revenue growth rates, costs, discount rates and long-term (perpetuity) growth rates. No impairment was identified for the year.

(v) Estimated impairment of goodwill and assets with indefinite useful lives (brands)

Goodwill and brands are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. They are monitored by management at the level of the two operating segments identified in Note 5 (ICM and Glass). The recoverable amount of each cash-generating unit (CGU) was determined based on value-in-use calculation. This calculation is based on the financial budget approved by the Board of Directors covering one-year period and cash flow forecasts for the subsequent four years, taking into consideration management's estimates and judgements regarding the future results of each CGU. These estimates and judgements include assumptions in relation to revenue growth rates, costs, discount rates and long-term (perpetuity) growth rates. An impairment loss is recognised for the amount by which the carrying amount exceeds the recoverable amount of each CGU.

For the 2023 reporting period, the recoverable amount of each CGU was lower than the carrying amount and, consequently, an impairment loss of €75.2 million was recognised in the income statement, as presented in Note 12. Out of the total amount €70.1 million were allocated to the ICM unit and €5.1 million to the Glass unit.

Key assumptions used:

Discount rates:

ICM:15.3%

Glass: 15.6%

Terminal value growth rates:

ICM:1.5%

Glass:3.0%

The Group performed a sensitivity analysis for each CGU's recoverable amount in a reasonable and possible change of key assumptions, such as the change of the growth rate in perpetuity and the discount rate. This sensitivity analysis indicates that a half percentage point reduction in the growth rate in perpetuity and a half percentage point increase of the discount rate would lead to an impairment loss within the range of €2-14 million.

(vi) Estimated impairment of investments (Company)

The Company's investments in subsidiaries are tested for impairment when indications exist that a subsidiary's carrying value may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount exceeds the recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. When the recoverable amount is determined on a value-in-use basis, the use of assumptions is required.

For the 2023 reporting period, the recoverable amount of each cash-generating unit (CGU) was determined based on value-in-use calculations. The calculations use cash flow projections based on financial budget approved by Board of Directors covering a one-year period and cash flow forecast for the subsequent four years, taking into account management's estimates and judgments regarding the future results of each CGU. These estimates and judgments include assumptions in relation to revenue growth rates, costs, discount rates long-term (perpetuity) growth rates.

The carrying amount of the investment as of 31 December 2023, that the Company has in Frigoinvest Holdings B.V. was €123.7 million. Frigoinvest Holdings B.V. has direct and indirect participations to the Group's subsidiaries in the ICM and Glass segments which represent the two identifiable, separate cash generating units.

The recoverable amount was calculated as €1.7 million, indicating that an impairment of the investment was required. Refer to Note 13 for more information.

Key assumptions used:

Discount rates:

ICM:15.3%

Glass: 15.6%

Terminal value growth rates:

ICM:1.5%

Glass:3.0%

(vii) Going concern basis of accounting

On April 2023, the Group successfully completed a recapitalisation transaction that included the issuance of €75 million Senior Secured Notes due 2026 and €150 million (excluding consent fee) Senior Secured Second Lien Notes due 2028 (the "Reinstated Notes") resulting in the deleveraging of the balance sheet. In addition to the benefits stemmed from the recapitalization, the management of the Group remained focused on the execution of strategic priorities to drive performance and mitigate the impact on the business from the sharp devaluation of the naira and the geopolitical and economic uncertainties through the implementation of price increases and commercial related initiatives targeting the enhancement of the customers base, as well as cost improvement initiatives to support profit margins.

When adopting the going concern basis of accounting, the Group has, among other things, prepared a liquidity forecast based on cash flow projections for the foreseeable future relating to the next 12-months, from the date of approval of these financial statements, as well as considered the Group's uncommitted ability to issue in total up to an additional €30 million under the indenture governing the Senior Secured Notes. On the balance sheet date, the Group had a cash balance of €53.2 million (out of which €20.4 million are outside Nigeria and Russia).

These cash flow projections include assumptions regarding cash generated from operations, scheduled investments, debt repayments, debt maturities and available credit facilities. The assumptions used in the cash flow projections take into consideration, inter alia, the adverse effects on the Group's operations due to the devaluation of the naira and the ongoing conflict in Russia and Ukraine. Such assumptions also include debt roll-overs with respect to on-demand facilities in line with past practices as well as utilization of certain of the available cash balances in Group's Nigerian glass operations. Frigoglass operates a production facility in Russia through its Commercial Refrigeration subsidiary, Frigoglass Eurasia LLC ("Frigoglass Eurasia"). As of 31 December 2023, Frigoglass Eurasia had €16.4 million gross debt which was primarily on demand.

The Board of Directors and the management have assessed the Group's ability to continue as a going concern and meet its obligations for at least 12-months after these Financial Statements were published. Despite the significant uncertainties mainly relating to the Nigerian naira devaluation, the geopolitical and economic challenges and the expected debt roll-overs and on the basis that (a) the Group will be able to continue to utilize certain of the available cash balances in its Nigeria glass operations, if required, and (b) certain subsidiaries will be able to renew a significant part of it existing credit facilities in line with the recent practices, the Consolidated Financial Statements for the period ending 31 December 2023 have been prepared based on the going concern assumption.

Note 5 – Segment and revenue information

5(a) Description of segments and principal activities

The Group's management team and the CEO, examine the Group's performance both from a product and geographic perspective and have identified two reportable segments of its business:

- ICM: In ICM Operations, the Group manufactures and sells ICMs and provides a comprehensive suite of Asset Performance Services covering order management, field service, installations, refurbishment, spare parts management, and warehousing through the unique and innovative platform "Frigoserve".
- Glass: The Group manufactures and sells glass containers, plastic crates and metal crowns.

The Group's finance department is organized by segment for effective financial control and performance monitoring. The executive committee primarily uses a measure of adjusted earnings before interest, tax, depreciation, and amortisation, and restructuring cost (Adjusted EBITDA) to assess the performance of the operating segments. However, the executive committee also receives information about the segments' revenue, assets and liabilities monthly. Information about segment revenue is disclosed below.

5(b) Adjusted EBITDA

Adjusted EBITDA excludes the effects of significant items of income and expenditure which may have an impact on the quality of earnings such as restructuring costs and non-cash impairment charges, where the impairment is the result of an isolated, non-recurring event. Adjusted EBITDA reconciles to operating profit before income tax as follows:

€' 000	Notes	Consolidated Period 6 March - 31 December 2023
Total adjusted EBITDA		**17,169**
Restructuring costs		**(744)**
Finance income - net	**7**	**1,791**
Depreciation and amortisation		**(13,891)**
Impairment of goodwill	**12**	**(75,227)**
Loss before income tax		**(70,903)**

5(c) Segment assets, liabilities and capital expenditure

As described in Notes 1 and 28, on 27 April 2023 ownership of Frigoinvest Holdings B.V. (and each of its subsidiaries) was transferred to the Company through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V. As a result, Frigoinvest Holdings B.V. and its subsidiaries, with effect from 27 April 2023, are controlled by the Company. As such the segmental information cover the period of 27 April – 31 December 2023.

€' 000	Notes	ICM 31 December 2023	Glass 31 December 2023	Consolidated 31 December 2023
Total assets		**280,687**	**225,433**	**506,120**
Total liabilities		**429,953**	**53,538**	**483,492**
Capital expenditure 6 March - 31 December 2023	**10 & 12**	**5,102**	**20,634**	**25,736**

Notes to the financial statements for the period 6 March 2023 to 31 December 2023

Segment assets and liabilities are measured in the same way as in the consolidated financial statements. These assets and liabilities are allocated based on the operations of each segment and the physical location of the asset.

5(d) Profit and loss disclosures

€' 000	ICM Period 27 April - 31 December 2023	GLASS Period 27 April - 31 December 2023	Consolidated Period 27 April - 31 December 2023
Timing of revenue recognition			
At a point in time	154,510	66,719	221,229
Over time	45,900	-	45,900
Revenue from contracts with customers	200,410	66,719	267,129
Cost of goods sold	(174,437)	(60,112)	(234,549)
Gross profit	25,973	6,607	32,580
Impairment of goodwill	(70,117)	(5,110)	(75,227)
Operating Loss	(69,912)	(2,038)	(71,950)
Finance income / (costs) - net	(33,330)	35,121	1,791
Restructuring costs	(395)	(349)	(744)
Profit / (Loss) before income tax	(103,638)	32,735	(70,903)
Income tax expense	(2,532)	(12,211)	(14,742)
Profit / (Loss) for the period	(106,169)	20,524	(85,646)
Depreciation	7,399	6,492	13,891
Adjusted EBITDA	7,604	9,565	17,169

There are no sales between the segments.

5(e) Revenue information

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major geographical regions:

€' 000	ICM Period 27 April - 31 December 2023	GLASS Period 27 April - 31 December 2023	Consolidated Period 27 April - 31 December 2023
East Europe	88,286	-	88,286
West Europe	51,855	-	51,855
Africa / Middle East	21,507	66,719	88,226
Asia	38,762	-	38,762
Total	200,410	66,719	267,129

The demand for Ice-Cold Merchandisers is seasonal. Therefore, the Group generally records higher revenues during the first and second quarters of the year.

5(f) Capital expenditure information

€' 000	ICM 27 April - 31 December 2023	GLASS 27 April - 31 December 2023	Consolidated 27 April - 31 December 2023
East Europe	3,959	-	3,959
West Europe	493	-	493
Africa	189	20,634	20,823
Asia	461	-	461
Total	**5,102**	**20,634**	**25,736**

The basis of allocation to geographical segments is based on the physical location of the asset.

5(g) Average personnel number

	ICM 31 December 2023	GLASS 31 December 2023
Average number of employees	3,191	1,717

Note 6- Expenses by nature

6(a) Expenses by nature

€' 000	Notes	Consolidated Period 6 March - 31 December 2023	Company Period 6 March - 31 December 2023
Raw materials and consumables used		139,757	-
Energy cost		15,647	-
Depreciation and amortisation		13,891	-
Other expenses		11,279	189
Rental expenses, insurance and security		5,708	2
Third party fees		16,057	1,388
After sales expenses		11,926	-
Staff costs and related expenses	6b	43,656	-
Transportation expenses		6,703	-
Impairment of investment in subsidiary	13	-	121,928
Impairment of goodwill	12	75,227	-
Total		**339,852**	**123,506**

6(b) Staff costs and related expenses

€' 000	Notes	Consolidated Period 6 March - 31 December 2023	Company Period 6 March - 31 December 2023
Wages and salaries		34,368	-
Social security costs		3,030	-
Other pension costs	19	738	-
Other costs		5,520	-
Total		**43,656**	**-**

6(c) Auditor's remuneration

€' 000	Notes	Consolidated Period 6 March - 31 December 2023	Company Period 6 March - 31 December 2023
Audit fees		406	406
Total		406	406

Note 7- Finance income and cost

€' 000	Consolidated Period 6 March - 31 December 2023	Company Period 6 March - 31 December 2023
Finance income		
Interest income	781	20,939
Net exchange gains	28,517	-
Finance income	29,298	20,939
Finance costs		
Interest expense and bank charges	(26,203)	(18,807)
Leases - Finance Cost	(300)	-
Other items	(1,004)	(1,000)
Finance costs expensed	(27,507)	(19,807)
Net finance income	1,791	1,132

Note 8- Income tax expense

8(a)- Income tax expense

€' 000	Consolidated Period 6 March - 31 December 2023	Company Period 6 March - 31 December 2023
Current tax		
Current tax on profits for the year	3,343	115
Withholding taxes	1,147	-
Adjustments for current tax of prior periods	84	-
Total current tax expense	4,574	115
*Deferred income tax (**Note 14**)*		
Decrease/(increase) in deferred tax assets	(274)	-
(Decrease)/increase in deferred tax liabilities	10,441	-
Total deferred tax expense/(benefit)	10,169	-
Income tax expense	14,742	115

The profit before tax of the Group companies is taxed at the applicable rate corresponding to the country in which each company is domiciled. The income tax rates in the countries where the Group operates are varied from 9% to 33%. The Company's tax rate for 2023 was 25%.

8(b)- Unaudited Tax Years

The tax returns of the Company and the Group's subsidiaries have not been assessed by the tax authorities for different periods, which are presented in the table below.

Until such time the special tax audit of the companies in the below table is completed, the tax burden relating to those years cannot be accurately determined. The Group is raising provisions for any additional taxes that may result from future tax audits to the extent that the relevant liability is probable and may be reliably measured.

The Group management is not expecting significant tax liabilities to arise from the specific tax audit of the open tax years of the Group entities in addition to the ones already disclosed in the consolidated financial statements and estimates that the results of the tax audit of the unaudited tax years will not significantly affect the financial position, the asset structure, the profitability and the cash flows of the Group.

Entity	**Country**	**Unaudited tax years**	**Line of Business**
Frigo DebtCo plc	UK	2023	Parent Company
Frigoinvest Holdings B.V.	Netherlands	2018 - 2023	Holding Company
Frigoglass Finance B.V.	UK	2017 - 2023	Financial Services
3P Frigoglass SRL	Romania	2023	Plastics
Frigoglass Cyprus Ltd	Cyprus	2017 - 2023	Holding Company
Frigoglass Romania SRL	Romania	2018 - 2023	Ice Cold Merchandisers
Frigoglass Eurasia LLC	Russia	2020 - 2023	Ice Cold Merchandisers
Frigoglass Indonesia PT	Indonesia	2018 - 2023	Ice Cold Merchandisers
Frigoglass South Africa Proprietary Ltd	S. Africa	2017 - 2023	Ice Cold Merchandisers
Frigoglass India Private Ltd	India	2017 - 2023	Ice Cold Merchandisers
Frigoglass Services Single Member S.A.	Greece	2023	Service and Repair of ICM's
Frigoglass Sp. z o.o.	Poland	2018 - 2023	Service & Repair of ICM's
Frigoglass GmbH	Germany	2019 - 2023	Sales Office
Frigoglass Hungary Kft	Hungary	2017 - 2023	Service & Repair of ICM's
Frigoglass Switzerland AG	Switzerland	2021 - 2023	Service & Repair of ICM's
Frigoglass East Africa Ltd	Kenya	2018 - 2023	Sales Office
Norcool Holding A.S	Norway	2018 - 2023	Holding Company
Scandinavian Appliances A.S	Norway	2018 - 2023	Sales Office
Frigoglass Nordic A.S	Norway	2018 - 2023	Sales Office
Frigoinvest Nigeria Holdings B.V.	Netherlands	2023	Holding Company
Frigoglass Global Ltd	Cyprus	2017 - 2023	Holding Company
Frigoglass Industries (NIG.) Ltd	Nigeria	2023	Crowns & Plastics & ICM’s
Beta Glass Plc.	Nigeria	2020 - 2023	Glass Operation

Note 9- Losses per share

€' 000	**Consolidated Period 6 March - 31 December 2023**	**Company Period 6 March - 31 December 2023**
Loss as presented in the income statement	**(85,646)**	**(122,490)**
Less: Profit attributable to non-controlling interests	**(3,686)**	**-**
Loss attributable to the ordinary equity holders of the company used in calculating basic earnings per share	**(89,331)**	**(122,490)**

Number	**Consolidated Period 6 March - 31 December 2023**	**Company Period 6 March - 31 December 2023**
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted losses per share	67,180	67,180

euro	**Consolidated Period 6 March - 31 December 2023**	**Company Period 6 March - 31 December 2023**
Basic and diluted losses per share	(1,330)	(1,823)

Note 10- Property, plant and equipment

Consolidated

€' 000	Land	Buildings and technical works	Machninery and technical installations	Vehicles	Furnitures and Fixtures	Assets under construction	Total
Opening net book amount	-	-	-	-	-	-	-
Cost acquired through business combinations	26,577	64,184	200,940	5,091	9,124	45,084	351,001
Accumulated depreciation acquired through business combinations	-	(24,152)	(113,414)	(3,720)	(7,062)	-	(148,347)
Net book amount acquired through business combinations	**26,577**	**40,033**	**87,526**	**1,372**	**2,062**	**45,084**	**202,654**
Exchange differences	(3,991)	(11,694)	(35,008)	(566)	(304)	(7,077)	(58,641)
Additions	-	19,669	26,569	136	464	(21,620)	25,218
Write-off	-	57	(38)	-	(178)	-	(159)
Reclasses	-	918	1,409	(13)	57	(2,371)	-
Disposals	-	-	(3)	(9)	-	-	(12)
Depreciation charge	-	(2,273)	(8,667)	(206)	(503)	-	(11,649)
Closing net book amount	**22,586**	**46,710**	**71,788**	**714**	**1,598**	**14,016**	**157,411**
At 31 December 2023							
Cost	22,586	71,540	162,509	3,215	7,963	14,016	281,827
Accumulated depreciation	-	(24,830)	(90,720)	(2,501)	(6,365)	-	(124,416)
Net book amount	**22,586**	**46,710**	**71,788**	**714**	**1,598**	**14,016**	**157,411**

10(a) – Non-current assets pledged as security

Refer to Note 18 for information on non-current assets pledged as security by the Group.

10(b) – Under construction

Assets under construction mainly relates to the purchases of machinery and equipment by the Group's subsidiaries in Nigeria for the upcoming furnace cold repair.

10(c) – Material movement elements

Exchange differences result mainly from the significant devaluation of the naira versus the euro (994.4 for December 2023 versus 508.1 for April 2023).

The acquisition of assets that resulted from business combinations is described in detail in Note 28.

Note 11- Right-of-use assets and lease liabilities

11(a) – Amounts recognised in the statement of financial position

€' 000	Consolidated 31 December 2023
Right-of-use assets	
Buildings	2,230
Vehicles	997
Others	11
	3,239
Lease liabilities	
Current	1,671
Non-current	2,330
	4,001

Additions to the right-of-use assets during the period 6 March 2023 to 31 December 2023 were €2.7 million.

11(b) – Amounts recognised in the income statement

€' 000	Consolidated Period 6 March - 31 December 2023
Depreciation charge of right-of-use assets	
Buildings	1,334
Vehicles	398
Others	8
	1,740
Interest expense (included in finance cost)	300
	300

Note 12- Intangible assets and goodwill

Consolidated

€' 000	Goodwill	Brands	Product Development	Software	Assets under construction	Total
Opening net book amount	-	-	-	-	-	-
Cost acquired through business combinations	-	13,249	18,360	9,951	6,897	48,457
Accumulated amortisation acquired through business combinations	-	-	(16,324)	(8,894)	-	(25,218)
Result of business combinations	159,750	-	-	-	-	159,750
Net book amount acquired through business combinations	**159,750**	**13,249**	**2,035**	**1,057**	**6,897**	**182,989**
Exchange differences	-	-	1	11	(93)	(80)
Additions	-	-	38	24	456	518
Reclasses	-	-	-	-	-	-
Write off	-	-	(4)	(26)	-	(30)
Impairment charge	(75,227)	-	-	-	-	(75,227)
Amortisation charge	-	-	(752)	(250)	-	(1,002)
Closing net book amount	**84,522**	**13,249**	**1,318**	**817**	**7,260**	**107,167**
At 31 December 2023						
Cost	159,750	13,249	18,429	9,843	7,260	208,532
Accumulated amortisation and impairment	(75,227)	-	(17,111)	(9,026)	-	(101,365)
Net book amount	**84,523**	**13,249**	**1,318**	**817**	**7,260**	**107,167**

12(a) – Under construction

Assets under construction relates to the implementation of the SAP project.

12(b) – Goodwill & Brands

Goodwill and brands are monitored by management at the level of the two operating segments identified in Note 5.

The Group tests whether goodwill and brands have indicators for impairment on an annual basis. For the 2023 reporting period, the recoverable amount of the cash-generating units (CGUs) was determined based on value-in-use calculations which require the use of assumptions, as described in Note 4.

As of 31 December 2023, the recoverable amount was lower than the carrying amount. Consequently, an impairment of €75.2 million has been recognised against goodwill.

12(c) – Material movement elements

The acquisition of assets that resulted from business combinations is described in detail in Note 28.

Note 13 – Investments

13(a) - Material subsidiaries

The Group's principal subsidiaries at 31 December 2023 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business. The Group owns 100% of the below subsidiaries, except for Frigoglass Industries (NIG.) Ltd. and Beta Glass Plc., information of which can be found in Note 13(b).

Name of entity	**Place of business/ country of incorporation**	**Principal activities**
Frigoinvest Holdings B.V.	Netherlands	Holding Company
Frigoglass Finance B.V.	Netherlands / UK	Financial Services
3P Frigoglass SRL	Romania	Plastics
Frigoglass Cyprus Ltd	Cyprus	Holding Company
Frigoglass Romania SRL	Romania	Ice Cold Merchandisers
Frigoglass Eurasia LLC	Russia	Ice Cold Merchandisers
Frigoglass Indonesia PT	Indonesia	Ice Cold Merchandisers
Frigoglass South Africa Proprietary Ltd	S. Africa	Ice Cold Merchandisers
Frigoglass India Private Ltd	India	Ice Cold Merchandisers
Frigoglass Services Single Member S.A.	Greece	Service and Repair of ICM's
Frigoglass Sp. z o.o.	Poland	Service & Repair of ICM's
Frigoglass GmbH	Germany	Sales Office
Frigoglass Hungary Kft	Hungary	Service & Repair of ICM's
Frigoglass Switzerland AG	Switzerland	Service & Repair of ICM's
Frigoglass East Africa Ltd	Kenya	Sales Office
Norcool Holding A.S	Norway	Holding Company
Scandinavian Appliances A.S	Norway	Sales Office
Frigoglass Nordic A.S	Norway	Sales Office
Frigoinvest Nigeria Holdings B.V.	Netherlands	Holding Company
Frigoglass Global Ltd	Cyprus	Holding Company
Frigoglass Industries (NIG.) Ltd	Nigeria	Crowns & Plastics & ICM's
Beta Glass Plc.	Nigeria	Glass Operation

13(b) - Non-controlling interests (NCI)

Summarised statement of financial position	Frigoglass Industries Ltd.	Beta Glass Plc.
€' 000	**31 December 2023**	**31 December 2023**
Current assets	83,917	83,794
Current liabilities	58,908	61,635
Current net assets	25,009	22,159
Non-current assets	10,418	57,378
Non-current liabilities	13,881	13,062
Non-current net assets/liabilities	(3,463)	44,316
Net assets	21,546	66,475
Accumulated NCI	4,735	29,772

Summarised income statement	Frigoglass Industries Ltd.	Beta Glass Plc.
	Period	**Period**
€' 000	**27 April - 31 December 2023**	**27 April - 31 December 2023**
Revenue	18,792	49,514
Profit / (loss) for the period	19,775	(2,027)
Other comprehensive income	-	-
Total comprehensive income / (expense)	19,775	(2,027)
Profit / (loss) allocated to NCI	4,594	(908)
Dividends paid to NCI	(1,941)	(374)

Set out above are the summarised financial information for each subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for each subsidiary are before inter-company eliminations and include the fair value adjustments that resulted from the business combination at the acquisition date.

The NCI percentages are: Frigoglass Industries (NIG.) Ltd.: 24% and Beta Glass Plc.: 45%

As described in Notes 1 and 28, on 27 April 2023 ownership of Frigoinvest Holdings B.V. (and each of its subsidiaries) was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V. As a result, Frigoinvest Holdings B.V. and its subsidiaries, with effect from 27 April 2023, are controlled by Frigo DebtCo plc. As such, the summarized income statement for the subsidiaries with NCI cover the period of 27 April – 31 December 2023.

13(c) – Investment in subsidiaries for the Company

€' 000	Company 31 December 2023
Investment in FHBV	
Opening balance	-
Contribution in the period (Note 22)	123,677
Impairment	(121,928)
Closing balance	1,749

The contribution of the Company to its subsidiary Frigoinvest Holdings B.V is described in detail in Note 22.

From the assessment carried out as of 31 December 2023, described in Note 4, the value of the investment was determined at €1.7 million. Consequently, an impairment loss of €121.9 million was recognised in the income statement.

Note 14- Deferred taxes

14(a) – Deferred tax assets

Consolidated					
€' 000	**Tax losses**	**Provisions**	**Unrealised exchange differences**	**Other**	**Total**
At 6 March 2023	**-**	**-**	**-**	**-**	**-**
Acquired through business combinations (**Note 28**)	1,690	2,228	677	761	5,356
(Charged)/credited					
- to income statement	457	615	(288)	(510)	274
- to other comprehensive income	-	-	-	-	-
Exchange differences	-	(404)	(164)	(2)	(570)
At 31 December 2023	**2,147**	**2,439**	**225**	**249**	**5,060**

14(b) – Deferred tax liabilities

Consolidated					
€' 000	**Revaluation adjustments through business combinations**	**Accelerated depreciatio n**	**Unrealised exchange differences**	**Other**	**Total**
At 6 March 2023	**-**	**-**	**-**	**-**	**-**
Acquired through business combinations (**Note 28**)	27,331	11,708	8,173	228	47,440
(Charged)/credited					
- to income statement	(1,115)	510	10,834	212	10,441
- to other comprehensive income	-	-	-	-	-
Exchange differences	(9,138)	(4,552)	(7,126)	(3)	(20,818)
At 31 December 2023	**17,078**	**7,666**	**11,881**	**437**	**37,063**

14(c) – Net deferred tax amount

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The majority portion of deferred tax asset/liability is to be recovered after more than 12 months.

Net amount results in €2.7 million deferred tax asset and €34.7 million deferred tax liabilities.

Note 15- Inventories

€' 000	**Consolidated 31 December 2023**
Current assets	
Raw materials	**38,901**
Work in progress	**2,090**
Finished goods	**32,557**
Spare parts	**11,647**
Inventories in transit	**8,487**
Less provision	**(7,935)**
	85,747

€' 000	Consolidated Period 6 March - 31 December 2023
Opening provision at 6 March	**-**
Acquired through business combinations	**7,817**
Increase recognised in income statement	**5,819**
Unused amount reversed	**(4,190)**
Inventories written off during the year	**(897)**
Foreign exchange differences	**(614)**
Closing provision at 31 December	**7,935**

Note 16 – Trade receivables

€' 000	Consolidated 31 December 2023
Current assets	
Trade receivables from contracts with customers	**74,942**
Loss allowance	**(3,523)**
	71,419

Due to the short-term nature of the trade receivables, their carrying amount is considered to be the same as their fair value.

Information about the impairment of trade receivables and the Group's exposure to credit risk and foreign currency risk can be found in Note 3.

€' 000	Consolidated Period 6 March - 31 December 2023
Opening provision at 6 March	**-**
Acquired through business combinations	**1,217**
Increase in loss allowance recognised in income statement	**2,631**
Unused amount reversed	**(48)**
Receivables written off during the year	**(51)**
Foreign exchange differences	**(226)**
Closing provision at 31 December	**3,523**

Note 17 – Other current assets

€' 000	Consolidated 31 December 2023	Company 31 December 2023
Current assets		
VAT receivable	**12,883**	**-**
Insurance prepayments	**1,082**	**-**
Export grants	**1,716**	**-**
Advances to employees	**376**	**-**
Intercompany receivables	**-**	**192**
Other receivables	**282**	**103**
Advances and prepayments	**5,715**	**119**
	22,054	**413**

Due to the short-term nature of the other current assets, their carrying amount is considered to be the same as their fair value.

VAT receivable is recoverable through the operating activity of the Group. The balance consists of refundable VAT in both segments of the Group.

Note 18 – Borrowings

€' 000	**Consolidated 31 December 2023**	**Company 31 December 2023**
Current		
Bank overdrafts	**2,651**	**-**
Bank loans	**61,829**	**-**
Accrued interest	**9,147**	**4,462**
	73,627	**4,462**

€' 000	**Consolidated 31 December 2023**	**31 December 2023**
Non-current		
Bond loans	**236,266**	**236,266**
Unamortised issuance costs	**(3,500)**	**(3,500)**
	232,766	**232,766**

18(a) Current borrowings

The Group's outstanding balance of current borrowings amounts to €73.6 million, including the accrued interest of loans in the period. Current borrowings represent bank overdraft facilities and short-term loans from various banks in India, Romania, Russia and Nigeria, and part of them are secured through inventories, trade receivables and/or property.

For the Company the accrued interest relates to the non-current bond loans explained in Note 18(b) below.

Bank overdrafts

Frigoglass India Private Ltd maintains a credit facility with an Indian bank, in an amount of INR 455 million (€5.0 million) in a combination of cash credit, bill discounting, letters of credit, bank guarantee and corporate card facilities. The security package for the facilities consists of charges on current assets including inventories, receivables as well as security over an industrial plot in India up to an amount of INR 200 million (€2.2 million). As at 31 December 2023, €3.1 million was utilized from the aforementioned facility.

In October 2023, Frigoglass Romania SRL renewed the credit facility with a Romanian bank, in an amount of €4.5 million which extended the availability period to May 2024. The facility is secured through inventories and trade receivables of Frigoglass Romania SRL. As at 31 December 2023, €4.5 million was utilized from the aforementioned facility.

As at 31 December 2023, Frigoglass Eurasia LLC had drawdowns in euro equivalent of €16.3 million.

As at 31December 2023, Beta Glass Plc and Frigoglass Industries (Nigeria) Limited had drawdown €41.1 million in total. Both entities utilize these facilities for the issuance and funding of Letter of Credits and financing imported raw materials and equipment.

18(b) Non-current borrowings

On 27 April 2023, Frigo DebtCo plc (the "Issuer") issued €75 million Senior Secured Notes due 2026 (the "Senior Secured Notes") and €150 million (excluding consent fee) Senior Secured Second Lien Notes due 2028 (the "Reinstated Notes"). The Senior Secured Notes and the Reinstated Notes are listed on the Vienna Stock Exchange.

The Senior Secured Notes are guaranteed on a senior basis and the Reinstated Notes are guaranteed and secured on a junior secured basis by certain of our subsidiaries (the "Guarantors") and secured by certain assets of the Issuer and the Guarantors.

The Senior Secured Notes mature on 27 April 2026 and have an interest rate consisting of a margin of 4% cash plus 8% PIYC (1.0% less if fully paid in cash) which is paid or accrued semi-annually on November 1 and May 1 in each year.

The Reinstated Notes mature on 27 April 2028 and have an interest rate consisting of a margin of 2% cash plus 9% PIYC (1.0% less if fully paid in cash) prior to 31 December 2023 and a margin of 3% cash plus 8% PIYC (1.0%

less if fully paid in cash) from 1 January 2024 onwards, which is paid or accrued semi-annually on November 1 and May 1 in each year.

The Reinstated Notes include an amount of €1.2 million as a consent fee, which was payable in additional Reinstated Notes.

The Original Issued Discount (O.I.D.) and the Backstop Fee related to the Senior Secured Notes have been amortised over the three-year duration of the Notes.

Frigo DebtCo plc elected to pay the interest due on 1 November 2023, of €4.6 million and €8.5 million to holders of the Senior Secured Notes and the Reinstated Notes, respectively, consisting of a payment in cash (Cash Interest) and a payment by increasing the principal amount of the outstanding Notes (PIK Interest). Following the interest payment date, the total principal amount of the Senior Secured Notes and the Reinstated Notes is €78.1 million and €158.2 million, respectively.

Guarantees

The companies that have granted guarantees in respect of the Senior Secured Notes and Reinstated Notes are: Frigoglass Finance B.V., Frigoinvest Holdings B.V., Frigoinvest Nigeria Holdings B.V., Frigoglass Cyprus Limited, Frigoglass Global Limited, Frigoglass Romania S.R.L, 3P Frigoglass S.R.L., Frigoglass Industries (Nigeria) Limited, Beta Glass Plc, and, following the Sanctions Fallaway Date (if such occurs), Frigoglass Eurasia LLC.

Security

The security granted in favour of the creditors under the Senior Secured Notes and Reinstated Notes include the following:

(a) Security over shares in the following Group companies: Frigo DebtCo plc, Frigoglass Finance B.V., Frigoinvest Holdings B.V., Frigoinvest Nigeria Holdings B.V., Frigoglass Romania S.R.L, 3P Frigoglass S.R.L., Frigoglass Cyprus Limited, Frigoglass Global Limited, and, pledges of participatory interest (shares) in the charter capital of Frigoglass Eurasia LLC dated as soon as reasonably practicable following the Sanctions Fallaway Date (if such occurs) and subject to receiving all necessary governmental approvals.

(b) Security over certain assets of the following Group companies: Frigo DebtCo plc, Frigoglass Finance B.V., Frigoinvest Holdings B.V. and Frigoglass Romania S.R.L.

The carrying amounts of assets pledged as security for the Senior Secured Notes and the Reinstated Notes are:

	31 December 2023
Non-current assets	
Property, plant and equipment	46,801
Intangible assets	7,688
Investments in subsidiaries	6,170
Deferred tax assets	1,967
Total non-current assets	**62,626**
Current assets	
Inventories	26,927
Trade receivables	6,830
Other current assets	1,638
Intercompany receivables	538,534
Current tax assets	1,924
Cash and cash equivalents	5,545
Total current assets	**581,398**
Total Assets	**644,024**

Note 19– Retirement benefit obligations

€' 000	Consolidated Period 6 March - 31 December 2023
Opening provision	-
Acquired through business combinations (Note 28)	3,902
Current service cost	323
Past service cost	(31)
Actuarial losses	(84)
Curtailment/settlement	381
Interest expense	149
Total amount recognised in income statement	738
Remeasurements	
Change in demographic assumptions	27
Change in financial assumptions	-
Experience losses	(65)
Total amount recognised in other comprehensive income	(38)
Exchange differences	(58)
Benefit payments	(846)
Closing provision at 31 December	3,698

Significant estimates on actuarial assumptions and the sensitivity are presented in Note 4.

Note 20– Provisions

€' 000	Consolidated Period 6 March - 31 December 2023
Opening provision	
Acquired through business combinations (Note 28)	4,679
Charged/(credited) to profit or loss	
- additional provisions recognised	1,359
- unused amounts reversed	(1,420)
Amounts used during the year	(210)
Foreign exchange differences	30
Carrying amount at end of year at 31 December	4,438

Provision is made for estimated warranty claims in respect of products sold which are still under warranty at the end of the reporting period. These claims are expected to be settled after the next financial year. For claims to be settled before the end of the next financial year refer to Note 21.

Note 21– Other payables

€' 000	Consolidated 31 December 2023	Company 31 December 2023
Current liabilities		
Taxes and duties payable	15,711	-
Customer advances	6,085	-
Social security insurance	1,995	-
Dividends payable - third party	2,220	-
Discount accruals	6,609	-
Warranty and epidemic accruals	4,262	-
Employee accruals	5,721	-
Supplier accruals	7,975	521
Other accruals	5,404	-
Intercompany payables	-	1,211
	55,981	1,733

Due to the short-term nature of the other payables, their carrying amount is considered to be the same as their fair value.

The discount accruals include the accumulated balance of the revenue generated by the Group's subsidiaries for the period 27 April – 31 December 2023 as included in the income statement, but also reflect the period before the Implementation Date.

Note 22– Share capital and share premium

€' 000	Consolidated 31 December 2023	Company 31 December 2023
Equity		
Ordinary shares		
Opening balance 6 March 2023	-	-
Share issue	67	67
Balance 31 December 2023	67	67
Share premium		
Opening balance 6 March 2023	-	-
Transactions with owners	123,677	123,677
Business combination (Note 28)	262	-
Balance 31 December 2023	123,940	123,677

22(a) – Share capital

Ordinary shares have a par value of €1.00. Total number of shares as at 31 December 2023 was 67,180.

22(b) – Share premium

On 27 April 2023, ownership of Frigoinvest Holdings B.V. (and each of its subsidiaries) was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V. As a result, Frigoinvest Holdings B.V. and its subsidiaries, with effect from 27 April 2023, are controlled by Frigo DebtCo plc.

The Restructuring benefited Frigoinvest Holdings B.V. (and each of its subsidiaries), namely resulting in a deleveraging of the balance sheet.

This was achieved by undertaking a number of steps including contribution (from Frigo NewCo 1 Limited to Frigo DebtCo) of €110 million of the €260 million Senior Secured Notes due 2025 (the "2025 Notes") issued by Finance B.V. in 2020, plus accrued but unpaid interest (€13.7 million) owing to the noteholders under the 2025 Notes (the "Residual SSN Claim"). The 2025 Notes were cancelled in full on the Implementation Date.

In accordance with clause 14.1(d) (*Facilitation of Distressed Disposals and Appropriation*) of the Security Trust and Subordination Deed, the Security Agent transferred the benefit of the Residual SSN Claim to Frigo NewCo 1 Limited.

In consideration for receiving the Residual SSN Claim, Frigo NewCo 1 Limited issued shares to (i) the Noteholders who executed the Restructuring Deed of Release and Account Holder Letters and (ii) the Holding Period Trustee for Noteholders who had not yet executed the Restructuring Deed of Release and Account Holder Letters. Shares were issued pro-rata by reference to each Noteholder's holding of the 2025 Notes.

In turn, Frigo NewCo 1 Limited contributed the Residual SSN Claim to Frigo DebtCo plc and in exchange Frigo DebtCo plc issued to Frigo NewCo 1 Limited one ordinary share of €1.00 in the capital of Frigo DebtCo plc, with a share premium in an amount equal to the Residual SSN Claim. Frigo DebtCo plc in turn contributed the Residual SSN Claim to Frigoinvest Holdings B.V. and the basis of each transfer was by way of a capital contribution and were recognised as contributions in exchange for issue of shares (Note 13(c)).

Following the contribution of the Residual SSN Claim by Frigo DebtCo plc to Frigoinvest Holdings B.V., Frigoinvest Holdings B.V. and Frigoglass Finance B.V. agreed to set-off the intercompany balances, reducing the Intra-Group Liability owed by Frigoinvest Holdings B.V. to Frigoglass Finance B.V. by an amount equal to the Residual SSN Claim.

As such the contribution resulted in €1.00 of share capital and €123.7 million of share premium.

Note 23– Other reserves

Consolidated €' 000	Foreign currency translation	Total
At 6 March 2023	**-**	**-**
Period ended 31 December 2023		
Opening amount	-	-
Additions	-	-
Exchange differences	(46,591)	(46,591)
Closing amount	**(46,591)**	**(46,591)**

Exchange differences arising on translation of a foreign controlled entity are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to the income statement when the investment is disposed of.

Exchange differences result mainly from the significant devaluation of the naira versus the euro (994.4 for December 2023 versus 508.1 for April 2023).

Note 24– Post-balance sheet events

On 1 February 2024, Serge Joris, was appointed as Group CEO. Given his extensive experience and skills, the appointment of Serge Joris is instrumental in maximizing the Group's potential and return on assets as well as accelerating its growth.

There are no other post-balance sheet events which require disclosure or are likely to affect the financial statements or the operations of the Group and the Company.

Note 25– Contingent liabilities and commitments

25(a) Contingent liabilities

Certain members of the Group (the 'Respondents') are currently involved in confidential arbitration proceedings and certain other legal proceedings commenced by another subsidiary of the Group (the 'Claimant') in connection with certain alleged intraGroup payables. The claim value is approximately €56 million, and the proceedings are ongoing.

The Respondents are vigorously defending the totality of the claim, are of the view that the sums are not due or payable and have a number of defences to the claims, however, at this point, there can be no assurance that the Respondents will ultimately be successful.

There are no other significant litigations or arbitration disputes between judicial or administrative bodies that have a significant impact on the financial statements or the operation of the Group and the Company.

The Group provides a series of indemnities to support Frigoglass S.A.I.C.'s solvency and liquidity until 31 December 2026.

Bank Guarantee Letters as at 31 December 2023 amount to €1.3 million.

25(b) Capital commitments

Capital commitments amount to €0.06 million.

Note 26– Related party transactions

26(a) Parent entity

Frigo NewCo 1 Limited is Frigo DebtCo plc's Immediate Parent entity, is incorporated in the UK and holds 85% of the share capital of the Company. There is no individual that directly or indirectly ultimately controls the Company.

Advisory fees and related expenses paid on behalf of Frigo NewCo 1 Limited by the Company amount to €0.9 million.

26(b) Subsidiaries

Interests in subsidiaries are set out in Note 13.

26(c) Transactions with other related parties

Truad Verwaltungs A.G. currently indirectly owns 99.3% of A.G. Leventis (Nigeria) Plc and also indirectly controls Kar Tess Holding, which holds approximately 23% of Coca Cola HBC's total issued share capital. Frigoglass Group is the major shareholder of Frigoglass Industries (NIG.) Ltd, with shareholding of 76%, where Coca-Cola HBC AG also owns a 24% equity interest. Frigoglass Industries (NIG.) Ltd. owns 61.9% of Beta Glass Plc Nigeria.

The transactions between Frigoglass Industries (NIG.) Ltd, Beta Glass Plc, A.G. Leventis (Nigeria) Plc and Coca-Cola HBC AG are presented in the table below.

	Consolidated Period
€' 000	**27 April - 31 December 2023**
Purchase of services - A.G. Leventis Nigeria Limited	**(2,013)**
Sale of goods - Nigerian Bottling Company Limited	**20,453**

Frigoglass Industries (NIG) Ltd has signed an office lease agreement with A.G. Leventis (Nigeria) Plc. for its offices in Lagos, Nigeria and freight forwarding in Nigeria. The transactions with A.G. Leventis Nigeria Limited were for rent of residential building, supply of haulage services and secretariat services.

As described in Notes 1 and 28, on 27 April 2023 ownership of Frigoinvest Holdings B.V. (and each of its subsidiaries) was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V. As a result, Frigoinvest Holdings B.V. and its subsidiaries, with effect from 27 April 2023, are controlled by Frigo DebtCo plc. As such, the transactions cover the period of 27 April – 31 December 2023.

26(d) Outstanding balances with other related parties

The balances between Frigoglass Industries (NIG.) Ltd, Beta Glass Plc and Coca-Cola HBC AG are presented in the table below.

€' 000	**Consolidated 31 December 2023**
Current payables	**(64)**
Current receivables	**7,301**
Dividend payable	**(2,017)**
	5,220

26(e) Outstanding balances with subsidiaries and the Company

€' 000	**Company 31 December 2023**
Non-current assets	
Intercompany loans receivables	**232,803**
Current assets	
Intercompany receivables	**192**
Intercompany loans receivables	**5,365**
Current liabilities	
Intercompany payables	**1,211**
	237,148

Intercompany payables and receivables relate to outstanding balances arising from services with the subsidiaries FHBV and FFBV.

Intercompany loans receivables relate to loans granted from the Company towards the subsidiaries Frigoglass Finance B.V. and Frigoinvest Holdings B.V. The loans to subsidiaries mature in three to five years. The interest rate during the year was 16.4% for FHBV and 12.63% for FFBV.

Loans to subsidiaries

	Company 31 December 2023
Beginning of the year	-
Loans advanced	220,308
Loan repayments received	-
Interest charged	20,939
Interest received	(3,079)
End of year	**238,167**

26(f) Key management personnel compensation

€' 000	Consolidated Period 6 March - 31 December 2023	Company Period 6 March - 31 December 2023
Short-term employee benefits	2,316	-
Post-employment and termination benefits	511	-
Total	**2,826**	**-**
Board of Directors fees	**47**	**47**

Director fees are paid to entities associated with the Directors.

Note 27 - Cash flow information

27(a)- Non-cash investing and financing activities

Non-cash investing and financing activities disclosed in other notes are:

- Acquisition of right-of-use assets – Note 11

27(b)- Net debt reconciliation

€' 000	Consolidated 31 December 2023	Company 31 December 2023
Total borrowings	306,393	237,228
Total lease liabilities	4,001	-
Cash and cash equivalents	(53,172)	-
Net debt	257,222	237,228

27(c)- Movement of borrowings and lease liabilities, current and non-current

€' 000	Consolidated Borrowings	Leases
Balance as at 6 March 2023	-	-
Financing cash flows		
Proceeds from borrowings	151,218	-
Repayments of borrowings	(132,216)	-
Principal repayments of lease obligations	-	(2,165)
Interest paid	(13,022)	-
Total cash flows	5,980	(2,165)
Acquired through business combination	408,353	3,546
Foreign exchange adjustments	(10,324)	-
New leases	-	2,320
Other non-cash movements	(97,616)	300
Balance as at 31 December 2023	**306,393**	**4,001**

€' 000	Company	
	Borrowings	Leases
Balance as at 6 March 2023	-	-
Financing cash flows		
Proceeds from borrowings	75,000	-
Interest and charges paid	(7,579)	-
Total cash flows	67,421	-
Reinstated Notes (**Note 18**)	150,000	-
Other non-cash movements	19,807	-
Balance as at 31 December 2023	237,228	-

Frigo DebtCo plc elected to pay the interest due on 1 November 2023, of €4.6 million and €8.5 million to holders of the Senior Secured Notes and the Reinstated Notes, respectively, consisting of a payment in cash (Cash Interest) and a payment by increasing the principal amount of the outstanding Notes (PIK Interest). Following the interest payment date, the total principal amount of the Senior Secured Notes and the Reinstated Notes is €78.1 million and €158.2 million, respectively.

Other non-cash movements include the accrued interest expense which will be presented in the statement of cash flows when paid, the interest charge for the period and the amortised issuance costs. For the consolidated note, other non-cash movements also include the impact of the contribution of the Residual SSN Claim by Frigo DebtCo plc to Frigoinvest Holdings B.V. (see below).

Foreign exchange adjustments result mainly from the significant devaluation of the naira versus the euro (994.4 for December 2023 versus 508.1 for April 2023).

As described in Note 22, the Restructuring benefited Frigoinvest Holdings B.V. (and each of its subsidiaries), namely resulting in a deleveraging of the balance sheet. This was achieved by undertaking a number of steps including the contribution (from Frigo NewCo 1 Limited to Frigo DebtCo plc) of €110 million of the €260 million Senior Secured Notes due 2025 (the "2025 Notes") issued by Finance B.V. in 2020, plus accrued but unpaid interest (€13.7 million) owing to the noteholders under the 2025 Notes (the "Residual SSN Claim").

In accordance with clause 14.1(d) (*Facilitation of Distressed Disposals and Appropriation*) of the Security Trust and Subordination Deed, the Security Agent transferred the benefit of the Residual SSN Claim to Frigo NewCo 1 Limited.

In consideration for receiving the Residual SSN Claim, Frigo NewCo 1 Limited issued shares to (i) the Noteholders who executed the Restructuring Deed of Release and Account Holder Letters and (ii) the Holding Period Trustee for Noteholders who had not yet executed the Restructuring Deed of Release and Account Holder Letters. Shares were issued pro-rata by reference to each Noteholder's holding of the 2025 Notes.

In turn, Frigo NewCo 1 Limited contributed the Residual SSN Claim to Frigo DebtCo plc and in exchange Frigo DebtCo plc issued to Frigo NewCo 1 Limited one ordinary share of €1.00 in the capital of Frigo DebtCo plc, with a share premium in an amount equal to the Residual SSN Claim. Frigo DebtCo plc in turn contributed the Residual SSN Claim to Frigoinvest Holdings B.V. and the basis of each transfer was by way of a capital contribution and were documented as contributions in exchange for issue of shares.

Following the contribution of the Residual SSN Claim by Frigo DebtCo plc to Frigoinvest Holdings B.V., Frigoinvest Holdings B.V. and Frigoglass Finance B.V. agreed to set-off the intercompany balances, reducing the Intra-Group Liability owed by Frigoinvest Holdings B.V. to Frigoglass Finance B.V. by an amount equal to the Residual SSN Claim.

27(d)- Cash and cash equivalents

€' 000	Consolidated 31 December 2023	Company 31 December 2023
Cash at bank, in transit and in hand	4	-
Short-term deposits	53,168	-
Total cash and cash equivalents	53,172	-

Cash and cash equivalents held by the Group's operations in Nigeria and Russia amounted to €28.8 million and €4 million, respectively, as of 31 December 2023. As a result of sanctions and other restrictions, the usage of cash held in Russia outside of the country is restricted; however, this is not expected to have a material impact on the Group's liquidity.

Note 28 – Business combinations

28(a)- Restructuring and Group acquisition

On 27 April 2023 ownership of Frigoinvest Holdings B.V. (and each of its subsidiaries) was transferred to Frigo DebtCo plc through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V. As a result, Frigoinvest Holdings B.V. and its subsidiaries, with effect from 27 April 2023, are controlled by Frigo DebtCo plc. The consolidated financial statements include the results of Frigoinvest Holdings B.V. and its subsidiaries for the 8-month period from the acquisition date.

The fair value of the cash consideration for the acquisition consisted of €1.00. Further consideration relates to the ordinary shares issued of €0.26 million booked under share premium.

28(b)- Purchase consideration

€' 000	27 April 2023
Purchase consideration	
Cash paid	**0**
Ordinary shares issued (fair value)	**262**
Total purchase consideration	**262**

28(c)- Identifiable assets / liabilities at acquisition

The assets and liabilities recognised as a result of the acquisition are as follows:

€' 000	27 April 2023
Fair value	
Cash	**62,014**
Inventories	**100,312**
Trade receivables	**114,327**
Other current and non-current receivables	**33,982**
Property, plant and equipment	**202,654**
Intangible assets	**23,239**
Leased assets	**2,960**
Deferred tax assets	**1,871**
Total assets	**541,360**
Trade payables	**(89,730)**
Other payables	**(67,383)**
Taxes	**(13,430)**
Pensions	**(3,902)**
Provisions	**(4,679)**
Lease liabilities	**(3,546)**
Deferred tax liabilities	**(43,955)**
Non-current Borrowings	**(260,000)**
Current Borrowings	**(148,353)**
Total liabilities	**(634,978)**
Net identifiable liabilities acquired	**(93,619)**
Less: non-controlling interests	**(65,869)**
Add: goodwill	**159,750**
Net assets acquired	**262**

Cash flows on acquisition are presented in the table below:

Analysis of cash flows on acquisition:

Net cash acquired with the subsidiary (included in cash flows from investing activities)	**62,014**
Cash paid	**0**
Net cash flow on acquisition	**62,014**

28(d)- Hive-down

€' 000	27 April 2023
Hive down	
Tangible assets	**441**
Intangible	**1,694**
Other receivables	**75**
Receivables	**1,627**
Cash	**597**
Total assets	**4,434**
Trade creditors	**2,276**
Other payables	**637**
Pension	**2,416**
Total liabilities	**5,329**
Net liabilities	**(895)**

Simultaneously to the implementation of the Restructuring, Frigoglass S.A.I.C. transferred to Frigoglass Services Single Member SA (a new subsidiary entity of Frigoinvest Holdings B.V.) substantially all of its assets and liabilities transferable according to Greek Law (the "Hive-Down") in consideration for a 15% equity stake in Frigo DebtCo plc. The Group provides a series of indemnities to support Frigoglass S.A.I.C.'s solvency and liquidity until 31 December 2026.

The assets and liabilities transferred to Frigoglass Services Single Member SA are the ones listed in the table above and are included in the goodwill calculation in Note 28(c).

Trade receivables and payables are the result of the ordinary course of business, the contracts with the respective customers and the majority of the suppliers have been transfer to Frigoglass Services Single Member SA.

Other payables mostly relate to provisions for employee payments.

Additionally, to the transfer of the above stated assets and liabilities part of the Hive-Down agreement included the following:

a) Frigoglass S.A.I.C. is obliged to make reasonable efforts to sell the only property that it will own after the Implementation Date of the restructuring to third parties. This relates to the former production plant in Kato Achaia, consisting of both owned land and the building. The intention is to transfer the amount to be collected from the sale to Frigoinvest Holdings B.V.
b) All employees as well as the rights and obligations arising from contracts or working relationships with all the employees of Frigoglass S.A.I.C., have been transferred to Frigoglass Services Single Member SA.
c) The transfer of the intellectual and industrial property rights of Frigoglass S.A.I.C. and
d) The assignment of legal claims or the assumption of pending legal debts legal cases in which Frigoglass S.A.I.C. acts as plaintiff or defendant.

Frigo DebtCo plc

Special Purpose Financial Information of the year ended 31 December 2023 (unaudited and unreviewed) for the Frigoglass Group - Consolidated

The special purpose financial information has been prepared for the Holders of the First Lien Senior Secured Notes due 2026 (the “Senior Secured Notes”) and the Second Lien Senior Secured Notes due 2028 (the “Reinstated Notes”)

Information regarding forward-looking statements

This report has been prepared by Frigo DebtCo plc (the "Company") for informational purposes only. Neither the Company, its affiliates nor their respective directors, officers, employees or agents (the "Company Group") gives any representation or warranty, express or implied, as to the achievement or reasonableness of future projections, management targets, estimates, prospects, returns, business data or property described in this report, if any. This report does not constitute an offer to sell or a solicitation of an offer to buy or exchange or acquire securities in the United States or any other jurisdiction and no offer, tender offer, sale, exchange or acquisition of securities is proposed in a jurisdiction where such offer, tender offer, sale, exchange or acquisition would be illegal. The securities referenced in this report may not be offered, sold, exchanged or delivered in the United States absent registration or an applicable exemption from the registration requirement under the U.S. Securities Act of 1933, as amended. The securities mentioned in this report are not, and will not be, registered in the United States. This report may contain certain statements, targets and projections provided by the Company with respect to the anticipated future performance of the Company and the Group (together the "forward-looking statements" which are based on current expectations and assumptions about future events. All statements other than statements of historical fact included in this report may be forward-looking statements. In some cases, these forward-looking statements can be identified by the use of forward- looking terminology, including the words "believes", "could", "estimates", "anticipates", "aims", "expects", "intends", "may", "will", "plans", "continue", "ongoing", "potential", "predict", "project", "target," "seek", "should" or "would" or, in each case, their negative or other variations or comparable terminology or by discussions of strategies, plans, objectives, targets, goals, future events or intentions. These forward-looking statements are subject, among other things, to business, economic and competitive uncertainties and contingencies, including actions of third parties, which relate to factors that are beyond the Company's ability to control or estimate precisely and that could cause actual results to differ materially from those expressed therein. In particular, these factors include, but are not limited to, macroeconomic uncertainty and the sanctions regime stemming from the Russia-Ukraine conflict, relationships with third parties (including, customers, suppliers and local banks), the commencement of operations at the Romanian production facility and exchange rates. In view of the above, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Any forward-looking statements are only made as of the date of this press release, and we do not intend, and do not assume any obligation, to update forward-looking statements set forth in this press release. Any forward-looking statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions which are difficult to predict and outside the control of the Company Group. This report contains certain tables and other statistical analyses which have been prepared in reliance upon historical information, as well as market data and trend information (the "Statistical Information"). Numerous assumptions were used in preparing the Statistical Information, which may or may not be reflected herein. As such, no assurance can be given as to the Statistical Information's truth, accuracy, appropriateness, or completeness in any particular context. Any data on past performance, modelling or back-testing contained herein is no indication as to future performance. The future performance of the Company Group will depend on numerous factors which are subject to uncertainty. The Statistical Information should not be construed as either projections or as legal, tax, financial or accounting advice. The Company Group does not make any representation as to the reasonableness of the assumptions made within or the truth, accuracy or completeness of any modelling or back-testing. The assumptions involve known and unknown risks, uncertainties, and other factors outside the control of the Company Group. Any views or opinions (including statements or forecasts) constitute the Company Group's judgment as of the date indicated and are subject to change without notice. The value of any investment may fluctuate as a result of market changes. The information in this report is not intended to predict actual results and no assurances are given with respect thereto. Nothing in this report is, or should be relied upon as, a promise or representation as to the future. This report does not form the basis of any contract. In view of the above, you are cautioned not to place undue reliance on these forward-looking statements. The Company Group does not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of these materials. The information in this report does not purport to be all-inclusive or contain all the information that a participant may desire or need and does not constitute advice of any sort. The Company reserves the right to change such information without warning. No representation or warranty of any kind (whether expressed or implied) is made and no liability or responsibility will be accepted by the Company or any member of the Group with respect to the accuracy, sufficiency or completeness of the information contained in this report or any errors or omissions therein, including with respect to any financial projections, other forward-looking statements, any assumptions underlying them or any opinions in connection with the Company Group's future operations or the amount of any future income or loss

Frigoglass Group
Special Purpose Financial Information
1 January – 31 December 2023

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The special purpose financial information is delivered under each of the Senior Secured Notes (defined in reference 5) Indenture and the Reinstated Notes (defined in reference 5) Indenture relating to the Senior Secured Notes and the Reinstated Notes, respectively, issued by Frigo DebtCo plc (the "Company") on 27 April 2023 (the "Implementation Date") as a result of the Restructuring (defined below). Comparative periods and the period 01.01-27.04.2023 (included in the current year period) reflect the financial performance of the Frigoglass Group based on the pre-Restructuring consolidation perimeter.

Financial and business review for the twelve months ended 31 December 2023

In 2023, we delivered an improved underlying financial performance in a challenging environment. The most significant challenge we have faced by far has been the devaluation of the Nigerian Naira, followed by high-cost inflation and ongoing geopolitical tensions. Against this backdrop, we remained true to our purpose and focused on the execution of our priorities to drive performance and mitigate the impact on our business. Notwithstanding these difficult conditions, sales in the Commercial Refrigeration business grew by 5.2% to €325.4 million, following a solid fourth quarter performance, supported by price increases and incremental orders in India and East Europe. In Glass, our performance was substantially impacted by the devaluation of the Nigerian Naira and the soft demand for glass containers following the slowdown of beverage consumption in Nigeria. Overall, Group's sales decreased by 5.5% to €447.1 million.

Gross profit increased by 21.6% to €59.9 million, with the respective margin improving year-on-year by 300 basis points to 13.4%. The gross margin enhancement was driven by management's focus on the execution of price initiatives, the normalization of logistic costs, compared to last year's high level caused by supply chain constraints, and the lower raw material costs in the Commercial Refrigeration business. Alongside these, the ongoing cost improvement initiatives across the highly innovative Frigoserve platform, supported the margin uplift in the period. These factors more than offset the impact from higher payroll cost, less favourable product mix and increased depreciation charges in Commercial Refrigeration, as well as the impact following the devaluation of the Nigerian Naira and cost inflation in the Glass business.

Administrative expenses increased by 12.6% to €21.9 million, led by higher insurance and third-party expenses, as well as higher employee related costs. Administrative expenses as a percentage of sales increased to 4.9%, from 4.1% in 2022.

Selling, distribution and marketing expenses increased by 6.6% to €20.6 million, primarily reflecting higher bad debt provisions. As a percentage of sales, selling, distribution and marketing expenses increased to 4.6%, from 4.1% in 2022.

Development expenses decreased by 4.1% to €2.3 million, driven by the reduction of various expenses. As a percentage of sales, development expenses were stable year-on-year at 0.5%.

Other operating income amounted to €1.5 million, compared to €16.6 million in 2022. Last year's other operating income was assisted by the insurance reimbursement of €13.9 million related to the business interruption claim following the fire incident in Romania.

Impairment losses were €75.2 million related to goodwill, compared to €1.9 million in 2022, reflecting a €70.1 million non-cash charge in Commercial Refrigeration and €5.1 million in Glass business.

Net finance costs amounted to €17.6 million, compared to €36.7 million last year. This reduction reflects the significant foreign exchange gains following the devaluation of the Nigerian Naira, compared to foreign exchange losses a year ago. Foreign exchange gains were partly offset by higher interest expenses and the amortization of the remaining issuance costs of the restructured €260 million senior secured notes due 2025.

Restructuring costs amounted to €18.0 million, primarily reflecting advisory fees and other expenses associated to the Restructuring of the Frigoglass Group that successfully completed on April 27, 2023. Restructuring costs also include expenses related to the reorganization of the Group's Head Office.

Income tax expense amounted to €17.7 million, compared to €10.8 million in 2022, primarily reflecting deferred taxes in Nigeria due to unrealized foreign exchange gains.

Net loss attributable to shareholders was €118.8 million, compared to a net loss of €31.8 million last year, impacted by the €75.2 million impairment of goodwill.

Cash Flow and Balance Sheet

Net cash from operating activities amounted to €25.8 million, compared to net cash used in operating activities of €15.7 million last year. A lower net trade working capital outflow supported operating cash flow, primarily driven by a material reduction of inventories following the increased business activity and the implementation of supply chain initiatives resulting in a better utilization of raw materials in Commercial Refrigeration.

Net cash used in investing activities was €36.9 million, compared to €20.0 million in 2022. This increase primarily reflects prior year's €27.0 million insurance reimbursement.

Net cash from financing activities amounted to €10.6 million, compared to net cash from financing activities of €20.4 million last year. The decrease primarily reflects the repayment of the Bridge Notes, the debt repayments of local facilities and dividends paid to minority shareholders in Nigeria.

Net trade working capital as of 31 December 2023 reached €91.5 million, compared to €115.7 million as of 31 December 2022. This improvement reflects the material reduction of inventories in Commercial Refrigeration and the devaluation of the Nigerian Naira.

Capital expenditures were €37.3 million, of which €36.6 million relates to purchases of property, plant and equipment and €0.7 million relates to purchases of intangible assets, compared to €48.2 million in 2022, of which €47.2 million related to purchase of property, plant and equipment and €1.0 million related to purchase of intangible assets.

Segmental Review

Commercial Refrigeration Operations

Europe

Sales in East Europe increased by 12.1%, supported by strong demand in the fourth quarter of the year. High-single digit volume growth and pricing actions during the year, more than offset the volume loss in Ukraine due to the ongoing conflict. We saw better than expected volume growth in Russia, particularly at the second half of the year, recovering to around 2021 levels in terms of coolers sold. Sales in Russia accounted for 12.7% of total Group sales. Russia's performance follows increased orders from various customers, primarily by key breweries. Sales of our Asset Performance Services business, Frigoserve, remained broadly unchanged as the execution of several commercial-related initiatives in Hungary, Poland and Romania offset the impact from Ruble's devaluation.

Sales in West Europe grew by 3.7%, driven by pricing adjustments and increased orders in Germany, Greece, Sweden and the United Kingdom. Beverage consumption in the region was impacted by declining consumer confidence and inflation-driven pricing, which, in turn, led our customers prioritize investments in-line with their revenue growth management initiatives. Some tailwind to this performance was due to last year's period being impacted by extended lead-times in customer deliveries following the production constraints caused by the fire incident at our plant in Romania, as well as significant disruption to our logistic activities for transporting finished and semi-finished goods. Sales in West Europe were impacted by lower year-on-year demand in Italy and Norway. The region's performance was supported by Asset Performance Services that saw sales increasing by high-single digits, led by pricing and higher activity mainly in Greece.

Africa and Middle East

Sales in Africa and the Middle East declined by 11.6%, reflecting the unfavorable impact from foreign exchange, mainly due to the devaluation of South African and Nigerian currencies. In South Africa, we saw lower year-on-year demand, however there was a good recovery in the fourth quarter of 2023. We managed to offset part of the lower volume and the foreign exchange headwinds through pricing.

Asia

Despite the foreign exchange challenges, sales in Asia increased by 7.2%, with growth momentum accelerating in the fourth quarter of the year. Growth was supported by solid demand in India and increased orders in Indonesia. This performance was partially balanced by soft orders in Southeast Asia following an increasingly challenging macroeconomic environment. We delivered double-digit volume growth in India, reflecting initiatives to expand our customer base and capture market growth. We remain committed in growing our presence in India and Southeast Asia, as both regions offer ample growth potential triggered by increasing disposable income and favorable demographics, by executing our customer-centric strategic priorities. Our focus remains on nurturing the relationship with existing customers, expanding the base of distributors and increasing penetration in the white market to drive an improved operational and financial performance over the longer term.

Adjusted EBITDA of the Commercial Refrigeration business almost doubled compared to last year, at €13.1 million, with the respective margin improving by 190 basis points to 4.0%. The margin enhancement reflects the benefits from planned pricing actions, the improved production cost in Romania (compared to last year's light assembly operation) and the reduced logistic and raw materials costs. Excluding last year's business interruption reimbursement of €13.9 million related to the fire incident in Romania, adjusted EBITDA was improved by €20.4 million compared to 2022.

Glass Operations

Glass sales declined by 25.8% to €121.7 million, significantly impacted by the sharp devaluation of the Nigerian Naira and softer demand primarily from breweries due to the challenging operating environment. Consumers' purchases remained under pressure due to inflation and the lower disposable income affecting beverage consumption in Nigeria and, consequently, our glass containers sales. Against this backdrop, we continued to implement price adjustments to neutralize the foreign currency headwinds. On a currency neutral basis, sales grew by 15.9%.

Our West African container glass operations offers substantial growth opportunities derived from the growing population and urbanization trends, despite heightened volatility posing short-term challenges. We are the market leaders offering a multiple-colored glass furnaces platform and complementary products, which together with the existing multifaceted barriers to entry, ensures we deliver long-term sustainable profitable growth. The upcoming modernization investments and our team's strong commerciality and customer-centricity supports a growth outlook of our business.

Adjusted EBITDA of the Glass business decreased by 37.2% to €23.3 million. Adjusted EBITDA margin deteriorated by 350 basis points to 19.2%, impacted by the devaluation of the Nigerian Naira, volume reduction, raw material shortages in the second quarter and production cost increase. These factors more than offset price adjustments and the improved energy mix. Against this backdrop, we plan to implement further price increases across our Nigerian business and improve our material planning in order to defend and improve profit margins in 2024.

Recent Developments

On 1 February 2024, Serge Joris, was appointed as Group CEO. Given his extensive experience and skills, the appointment of Serge Joris is instrumental in maximizing the Group's potential and return on assets as well as accelerating its growth.

Consolidated Statement of Financial Position

€' 000	Reference	Consolidated 31.12.2023	31.12.2022
Assets:			
Non-current assets			
Property, plant and equipment		157,411	121,914
Right-of-use assets		3,239	3,046
Intangible assets		107,167	10,233
Deferred tax assets		2,738	181
Other non-current assets		332	307
Total non-current assets		270,888	135,682
Current assets			
Inventories	3	85,747	115,292
Trade receivables	4	71,419	84,900
Other receivables		22,054	32,926
Current tax assets		2,841	2,338
Cash and cash equivalents		53,172	63,405
Total current assets		235,233	298,861
Total Assets		506,120	434,543
Liabilities:			
Non-current liabilities			
Borrowings	5	232,766	255,939
Lease Liabilities		2,330	2,509
Deferred tax liabilities		34,741	17,154
Retirement benefit obligations		3,698	3,792
Provisions		4,438	4,740
Total non-current liabilities		277,974	284,134
Current liabilities			
Trade payables		65,672	84,452
Other payables		55,981	55,510
Current tax liabilities		8,566	10,314
Borrowings	5	73,627	120,196
Lease Liabilities		1,671	1,581
Total current liabilities		205,518	272,053
Total Liabilities		483,492	556,187
Equity:			
Capital and reserves attributable to shareholders		(11,878)	(171,048)
Non-controlling interests		34,507	49,404
Total Equity		22,629	(121,644)
Total Liabilities and Equity		506,120	434,543

Consolidated Income Statement

€' 000	Reference	Consolidated Year ended 31.12.2023	31.12.2022
Revenue from contracts with customers	2	**447,069**	473,307
Cost of goods sold		**(387,173)**	(424,048)
Gross profit		**59,896**	**49,259**
Administrative expenses		**(21,887)**	(19,434)
Selling, distribution and marketing expenses		**(20,603)**	(19,336)
Development expenses		**(2,280)**	(2,377)
Other operating income		**1,486**	16,643
Other gains/(losses) - net		**(304)**	334
Impairment		**(75,227)**	**(1,894)**
Operating Profit / (Loss)		**(58,920)**	**23,194**
Finance costs	6	**(45,015)**	(37,799)
Finance income	6	**27,368**	1,129
Finance costs - net		**(17,647)**	**(36,670)**
Profit / (Loss) before Income Tax and Restructuring activities		**(76,567)**	**(13,475)**
(Losses) / Gains from Restructuring activities and fire incident	7	**(18,048)**	(2,012)
Profit / (Loss) before income tax		**(94,615)**	**(15,487)**
Income tax expense		**(17,651)**	(10,772)
Profit / (Loss) for the period		**(112,266)**	**(26,260)**
Attributable to:			
Non-controlling interests		**6,550**	5,573
Shareholders		**(118,816)**	(31,832)
		(112,266)	**(26,260)**
Adjusted EBITDA	2	**36,437**	**43,746**

Consolidated Income Statement 4th Quarter

€' 000	Consolidated Three months ended 31.12.2023	Consolidated Three months ended 31.12.2022
Revenue from contracts with customers	**90,735**	98,118
Cost of goods sold	**(83,465)**	(91,852)
Gross profit	**7,270**	**6,266**
Administrative expenses	**(5,899)**	(5,271)
Selling, distribution and marketing expenses	**(7,327)**	(4,710)
Development expenses	**(527)**	(582)
Other operating income	**929**	1,653
Other gains/(losses) - net	**(11)**	58
Impairment	**(75,227)**	**(1,894)**
Operating Profit / (Loss)	**(80,792)**	**(4,480)**
Finance costs	**(10,917)**	(2,150)
Finance income	**8,010**	392
Finance costs - net	**(2,907)**	**(1,758)**
Profit / (Loss) before Income Tax and Restructuring activities	**(83,699)**	**(6,239)**
(Losses) / Gains from Restructuring activities and fire incident	(744)	(15,052)
Profit / (Loss) before income tax	**(84,443)**	**(21,290)**
Income tax expense	**(4,260)**	(5,675)
Profit / (Loss) for the period	**(88,703)**	**(26,966)**
Attributable to:		
Non-controlling interests	**(1,569)**	2,518
Shareholders	**(87,134)**	(29,484)
	(88,703)	**(26,966)**
Adjusted EBITDA	**1,530**	**2,106**

Consolidated Cash flow statement

€' 000	Reference	Consolidated Period ended 31.12.2023	31.12.2022
Cash flows from operating activities			
Profit / (Loss) for the period		**(112,266)**	**(26,260)**
Adjustments for:			
Income tax expense		**17,651**	10,772
Depreciation		**20,130**	18,658
Provisions		**3,568**	4,411
(Losses) / Gains from Restructuring activities and fire incident		**-**	(17,000)
Impairments		**75,227**	1,894
Finance costs - net	**6**	**17,647**	36,670
Net (gain)/loss on disposal of property, plant and equipment		**(13)**	(450)
Changes in working capital:			
Decrease / (increase) of inventories		**7,871**	(15,180)
Decrease / (increase) of trade receivables		**(11,720)**	(21,499)
Decrease / (increase) of other current and non-current assets		**10,330**	(2,337)
(Decrease) / increase of trade payables		**(5,536)**	15,447
(Decrease) / increase of other current and non-current liabilities		**10,551**	(14,518)
Less:			
Income taxes paid		**(7,640)**	(6,290)
(a) Cash flows from / (used in) operating activities		**25,800**	**(15,682)**
Cash flows from investing activities			
Purchase of property, plant and equipment		**(36,567)**	(47,191)
Purchase of intangible assets		**(702)**	(966)
Advance Insurance Compensation due to fire (property damage)		**-**	27,000
Proceeds from disposal of property, plant and equipment		**25**	493
Proceeds from disposal of subsidiary		**370**	703
(b) Net cash flows (used in) / from investing activities		**(36,874)**	**(19,961)**
Net cash generated from operating and investing activities (a) + (b)		**(11,074)**	**(35,643)**
Cash flows from financing activities			
Proceeds / (Repayments) from / of borrowings		**35,397**	48,541
Interest paid		**(15,453)**	(23,316)
Principal elements of lease payments		**(2,965)**	(3,248)
Dividends paid to non-controlling interests		**(6,350)**	(1,618)
(c) Net cash flows from / (used in) financing activities		**10,629**	**20,359**
Net increase / (decrease) in cash and cash equivalents (a) + (b) + (c)		**(445)**	**(15,284)**
Cash and cash equivalents at the beginning of the period		**63,405**	**79,207**
Effects of exchange rate changes on cash and cash equivalents		**(9,788)**	(518)
Cash and cash equivalents at the end of the period		**53,172**	**63,405**

References to the special purpose financial information

Reference 1 – General information

The unaudited and unreviewed special purpose financial information (the "Financial Information") has been prepared for the Holders of the First Lien Senior Secured Notes due 2026 (the "Senior Secured Notes") and the Second Lien Senior Secured Notes due 2028 (the "Reinstated Notes"). The purpose of the Financial Information is to demonstrate the performance of the Frigoglass Group for the year ended 31 December 2023.

On 27 April 2023 ownership of Frigoinvest Holdings B.V. (and each of its subsidiaries) was transferred to Frigo DebtCo plc (the "Company") through an enforcement of the pledge over the shares of Frigoinvest Holdings B.V.. As a result, Frigoinvest Holdings B.V. and its subsidiaries, with effect from 27 April 2023 (the "Implementation Date"), are controlled by Frigo DebtCo plc (together with the related actions completed on the Implementation Date, the "Restructuring").

Comparative periods and the period 01.01-27.04.2023 (included in the current year period) reflect the financial performance of the Frigoglass Group based on the pre-Restructuring consolidation perimeter.

Frigoglass (the "Group" or the "Frigoglass Group") is a leading international producer of Ice-Cold Merchandisers (ICMs) and a major supplier of high-quality glass containers and complementary packaging products in West and Central Africa. The Group is a trusted strategic partner of the world's foremost beverage brands, including Coca-Cola, Pepsi, AB InBev, Diageo and Heineken. Through the close collaboration with and proximity to customers, the Group helps them realize their strategic merchandizing plans, from conception and development of customized ICMs and glass packaging solutions, to comprehensive asset management services for their fleet of cold-drink equipment.

In ICM Operations, the Group manufactures and sells ICMs and provides a comprehensive suite of Asset Performance Services covering order management, field service, installations, refurbishment, spare parts management, and warehousing through the unique and innovative platform ''Frigoserve''. The ICMs are strategic merchandizing tools for the Group's customers, serving not only to chill their products, but also as a retail space that encourages immediate consumption of their products, enhance their brands, enabling increased market penetration and driving their profitability. We are dedicated to crafting high-quality beverage coolers, leveraging best-in-class technology to ensure optimal performance. Our coolers are not just refrigeration units; they are customizable solutions designed for excellent point-of-sale activation. We elevate our customers' brand presence and drive consumer engagement with Frigoglass, where innovation meets quality in every chilling experience. We further extend our expertise to Consumer Appliances through Norcool, offering state-of-the-art cooling and wine storage solutions for consumers. The Group's five production facilities are strategically located in Romania, Russia, India, Indonesia and South Africa, serving different markets primarily based on their location, import restrictions and cost of transportation.

In Glass Operations, the Group manufactures and sells glass containers, plastic crates and metal crowns. With strategic priorities in innovation, sustainability, and operational efficiency, we offer a comprehensive solution by integrating glass, crates, and crowns, simplifying operations for beverage manufacturers. Products include a diverse range of glass bottles and other containers, available in various shapes, sizes, colors and weights to offer solutions to a wide spectrum of customers operating in the soft drinks, beer, food, spirits, cosmetics and pharmaceutical industries. The Group currently operates two glass plants, two plastic crates facilities for returnable glass bottles and one metal crowns plant. With manufacturing plants strategically located in Nigeria and equipped with cutting-edge technology, we ensure unmatched quality, reliability, and sustainability in every glass container we produce.

Frigo DebtCo plc is registered in UK (registered number 14707701) with registered office at Portman House, 3rd Floor, 2 Portman Street, W1H 6DU, London, United Kingdom. 85% of the share capital of the Company is held by Frigo NewCo 1 Limited, a private liability company incorporated in UK.

The remaining 15% of the share capital of the Company is held by Frigoglass S.A.I.C., a company incorporated in Greece and listed on the Athens Stock Exchange.

The shares of Frigo DebtCo plc have been pledged in favor of the Security Agent for the Senior Secured Notes and the Reinstated Notes, under a share charge governed by English law.

Differences that may exist between the figures of the primary financial information and those of the references are due to rounding.

The website of the Frigoglass Group is: www.frigoglass.com.

Other information

Our company has implemented an internal regulation of operation to oversee our activities and uphold our core principles and guidelines. This framework is designed to promote transparency, accountability, and compliance with regulatory requirements, ensuring the protection of stakeholders' interests and the advancement of ethical business practices. We are committed to maintaining these standards as we pursue our business objectives and strive for long-term success.

Directors of the Group

The company’s board of directors was reconstituted pursuant to the capital restructuring transaction in April 2023. The board is currently composed of eight directors and is chaired by Mr Gagik Apkarian, founder & managing director of Tetrad Capital Partners. The Directors who held office during the period were as follows:

Gagik Apkarian – Chairman

Gagik Apkarian is the founder of Tetrad Capital Partners, a prominent London-based firm specializing in special situations and growth-focused principal investments, advisory, and execution, with a global footprint. The Tetrad team has lead responsibility, working in collaboration with the company’s control shareholders, in transformation of the company.

With over 20 years of experience in private equity, venture capital, investment banking, and management consulting, spanning the U.S, Europe, Middle East, and Australasia, Mr. Apkarian brings a wealth of expertise to the board.

Previously, he served as the co-founder and General Partner at Vulcan Capital, the investment office of Paul G Allen (Microsoft co-founder), where he successfully managed a diverse $10Bn+ portfolio. In this capacity, he led the restructuring of legacy public and private equity direct investments and a range of investments in private equity, public securities, and infrastructure. His responsibilities covered companies with valuations ranging from $100 million to $20 billion, and he actively served on their boards of directors and was a member of Vulcan's Investment Committee.

Before his tenure at Vulcan Capital, Mr. Apkarian was an investment banker with Morgan Stanley. During his career in New York and London he executed over $100 billion in M&A, debt restructuring, and financing transactions across diverse sectors. His earlier career at McKinsey & Company in New York and Australia, focused on strategy, turnarounds and post-merger integrations.

Mr. Apkarian is an alumnus of Harvard Business School, holding an MBA. He also graduated with first class honours from UNSW | Sydney with a B.Sc. in mathematics, a B.Sc. in physics, and a B.E. in electrical engineering, ranking in the top 5% of his class.

Vasilis Kararizos

Vasilis Kararizos serves as the Managing Director and Founder of 3 AXES, an investment advisory firm specializing in Direct Investing and Stakeholder Representation. In addition to contributing to the success of Frigoglass, 3 AXES actively engages in and has executed mandates across diverse sectors, including Energy, Health, Environment, General Industrials, Specialized Construction, Hoteling, and Real Estate.

Before establishing 3 AXES, Mr. Kararizos played a pivotal role as a management advisor to one of Greece's largest construction and infrastructure groups, Ellaktor. Prior to this, he served as a fund manager/analyst for Icon Fund, a value-focused hedge fund with a strategic focus on equities in Eastern Europe and around the Mediterranean Sea.

Mr. Kararizos brings a wealth of experience to the board, having led equity research teams at Proton Bank and Investment Bank of Greece. His career commenced with Eurobank Equities, where he distinguished himself as a Telecom Analyst. Notably, during his term at Investment Bank of Greece, Mr. Kararizos earned recognition, ranking 4th Analyst in Europe for the accuracy of his EPS projections (5* Analyst, Starmine Awards).

Vasilis Kararizos holds a B.Sc in Physics from the University of Patras and furthered his education with an MBA from ALBA.

George Mergos

George Mergos, an economist, brings extensive top management experience from both the public and private sectors. Since 2017, he has served as an Independent Non-Executive Board member and Vice Chairman of the Board of Directors at Terna Energy, a publicly listed company on the Athens Stock Exchange. As of February 2022, Mr. Mergos holds a position on the Board of Minoan Group Plc in London, UK, an AIM London listed company. In addition to this, he serves as the Chairman of its subsidiary, Loyalward Limited.

Furthermore, Mr. Mergos is a Board member of the Foundation of Economic and Industrial Research (IOBE), a private, non-profit, public-benefit research organization, since February 2020. He is also His academic contributions include the role of Professor Emeritus in the Division of Development and International Economics within the Department of Economics, at the National and Kapodistrian University of Athens.

George Mergos has held significant positions in various capacities, including Secretary General of the Ministry of Finance, Secretary General of the Ministry of Economy, Governor of IKA, and Board member of institutions such as Hellenic Financial Stability Fund, Public Power Corporation, National Bank of Greece, Alpha Bank, Council of Europe Pension Reserve Fund, and GEK TERNA.

His international experience includes extends to extensive consultancy roles with prominent organizations such as The World Bank, OECD, FAO, WHO, and the European Commission (DG External Relations). Notably, Mr. Mergos has led or participated in international missions on development assistance, focusing on economic development project and program evaluation in developing countries, with a particular emphasis on China, India, and other South Asian countries, as well as transition economies across Eastern Europe and the former Soviet Union.

George Diakaris

George Diakaris commenced his career in 1990 as a Management Consultant at Coopers & Lybrand. Within a year, he assumed the role of Financial Planning Manager at Tasty Foods, a subsidiary of Pepsico. During his tenure at Tasty Foods, he served as Financial Controller and later as Chief Financial Officer. From 2000 to 2001, he worked as a Management Consultant at Kantor. Since 2001, he has been a Management Consultant at Lcc Beverages. In 2016, he joined the Board of Directors of IDEAL HOLDINGS, and in April 2023, he was appointed to the Board of Directors of Frigo Debtco plc. Since May 2023, he was appointed to the Board of Directors of Frigoglass S.A.I.C.. Mr. Diakaris holds a Bachelor's degree in Economics from Athens University of Economics and a Master's degree in International Business and International Financial Management from Reading University, UK.

Isobel Coley

Isobel has worked in capital markets for over a decade. Initially working at boutique financial consultancy in the West End, modelling a bond issue tap for a housing association raise and then compiling the investor reports for ABS deals. Following her Masters, she returned to work in capital markets corporate services, focusing on the deal documentation and managing the entire deal life cycle. In her current role as manager, which includes providing directorships to classic bond-holding SPV structures, as well as large asset holding and PFI structures, she has experience of all stages of deal life cycle from origination through structuring and negotiations to financial close, defaults and restructures. Isobel has a level three management apprenticeship, as well as having passed ICSA (now CGI) exams in Company Law and in Corporate Governance.

Joint Corporate Services Limited and TMF Corporate Directors Limited are also Directors of Frigo DebtCo plc.

Nikolaos Mamoulis resigned on 31 August 2023. Subsequent to the year-end, Joris Serge was appointed as a Director on 22 February 2024.

Committees under corporate governance principles

Frigoglass Group, guided by its Corporate Governance principles, has established four committees: the Strategy & Transformation Committee, the Audit Committee, the Remuneration & Nomination Committee, and the Merger & Acquisitions Committee.

Strategy & Transformation Committee

The Committee's primary purposes include strategically guiding the Company and its subsidiaries in alignment with core values and purposes. It approves and monitors informed short and long-term strategies, considering risks and opportunities. The Committee advises the Board and supports management in reviewing the Company's and the Group's strategic plans, the skills and capabilities of the leadership team, organizational structure, and systems necessary for implementing changes within the framework appropriate to meet the Board's plans and stakeholders' objectives. The Committee comprises at least four (4) members.

Audit Committee

The Committee's primary purpose is to assist the Board in fulfilling its legal and fiduciary obligations concerning matters related to the accounting, auditing, financial reporting, and internal control and risk management functions of the Company and its subsidiaries. The Committee comprises at least three (3) members.

Remuneration & Nomination Committee

The Committee's primary purpose is to develop and review processes related to senior/executive management's remuneration, performance evaluation aligned with the Board's requirements, talent development, and, when necessary, succession plans for key significant roles. Additionally, the Committee oversees processes for assessing and nominating eligible candidates based on suitability criteria for the Company and its subsidiaries. It is empowered to make changes or adjustments to senior/executive management or organizational structure as deemed necessary and appropriate to fulfill the Board's requirements and vision. The Committee comprises at least three (3) members.

Merger & Acquisitions Committee

The Committee's primary purpose is to review and approve all matters related to material asset disposals or acquisitions by the Company and its subsidiaries. It provides a final recommendation to the Board for consideration in such cases. Additionally, the Committee regularly updates the Board on ongoing or under consideration material asset disposal or acquisition processes. The Committee is composed of at least three (3) members.

Executive Committee

The Frigoglass Group Executive Committee consists of the following members:

Serge Joris (appointed 1st of February) – Group CEO

Serge Joris, a visionary Business Engineer with a Computer Science background, is a transformative CEO renowned for his innovative entrepreneurship and global leadership. Appointed as the Frigoglass Group

CEO on February 1, 2024, his journey began with the founding of a Track & Trace software platform operating across thousands manufacturing and Supply Chain facilities worldwide. The acquisition by Dover Corporation in 2004 launched Joris into diverse Management and Executive roles within a 7 billion USD Global conglomerate, fostering a global leadership perspective across continents.

A pioneer in the Internet of Things (IoT) and product traceability, Joris's career converged with Girbau Group in 2020, where he assumed the role of CEO/President. His ability to perceive challenges uniquely positions him to uncover extraordinary opportunities. With an unwavering commitment to customer-centricity, he drives value-centric profitable growth, cementing his legacy as a transformative leader.

Manos Metaxakis, Group CFO

Manos Metaxakis assumed the role of Group Chief Financial Officer at Frigoglass in April 2021. In September 2023, he expanded his responsibilities by taking on the position of Group General Manager-Interim, a responsibility he successfully managed until January 2024. His journey with Frigoglass began in June 2010 when he joined as a Financial Planning and Analysis Supervisor. With a proven track record, Mr. Metaxakis has accumulated extensive experience in senior financial positions within the organization.

Prior to his tenure at Frigoglass, he spent five years with Deloitte management consulting, further enhancing his financial expertise. He holds a Bachelor's degree in Business Administration from the University of Piraeus and a Master's in Corporate Finance from SDA Bocconi.

Manolis Souliotis, Group Human Resources Director

Manolis Souliotis assumed the role of Group HR Director in July 2014. Joining Frigoglass in November 2003 as the Human Resources Manager for the Romanian operations, he has accumulated over 18 years of experience in leadership positions across different countries and operations, cultivating a robust blend of business acumen and operational expertise. Prior to Frigoglass, Mr. Souliotis contributed to the Human Resources department at AB Vassilopoulos, specializing in recruitment, staff training, and employee benefits. He holds a Bachelor's degree in Business Administration from the University of Sunderland.

Darren Bennett-Voci, Glass Division CEO

Darren Benett-Voci assumed the role of Glass Division Director in March 2016, with his base located in Lagos, Nigeria. A seasoned executive with proficiency in multiple languages, Mr. Benett-Voci boasts 19 years of expertise in the container glass industry. His professional journey spans diverse business environments, cultures, and countries, encompassing both Europe and, more recently, the Middle East.

The majority of Mr. Benett-Voci extensive experience comes from his tenure with Owens-Illinois, a global leader in the container glass industry. During his time there, he held various positions in Sales and Marketing at a regional level. In June 2012, Mr. Benett-Voci joined Frigoglass as Commercial Director – Glass, based in Dubai.

Darren Benett-Voci holds a Master's in Advanced European Studies from the Collège d’Europe in Warsaw.

Costas Dintsios, Frigoserve Director

Costas Dintsios assumed the role of Frigoserve Director in September 2018, bringing extensive knowledge and experience in Service and B2B commercial sectors. He holds a Bachelor’s Degree in Mechanical Engineering and a Master’s Degree in Industrial Management, both earned from Aristotle University of Thessaloniki.

Before joining Frigoglass, Mr. Dintsios served as the General Manager for Greece and Israel at Ingersoll Rand, showcasing his leadership and strategic capabilities in a global context.

Hector Pergamalis, ICM Division Chief Operating Officer (COO)

Hector Pergamalis is a seasoned professional renowned for his expertise in operational improvement initiatives and lean projects, particularly in manufacturing excellence. With a robust background in

Technical and Operational Leadership within European multinational corporations, he joined Frigoglass in June 2017 as Manufacturing Director ICM. Recognizing his contributions, he was promoted to the role of ICM Division Chief Operating Officer in December 2023. Hector previously served as the Corporate Regional Technical Manager for Central East Europe at Pipelife International GmbH. He holds a Ph.D. and MEng in Mechanical Engineering from Imperial College London, an MBA from Athens University of Economics & Business, and is a certified Lean 6-Sigma Black Belt.

Lars Arnoldsen, ICM Division Commercial Director

Lars Arnoldsen is a seasoned Danish executive with over two decades of diverse experience in international business. His career spans various settings, from start-ups to turnaround situations and high-growth markets. Lars garnered significant expertise during his tenure at Indesit Company and Electrolux Major Appliance Group, where he held senior roles in Sales-Marketing & General Management, demonstrating leadership at both country and regional levels. In October 2013, he joined Frigoglass as the ICM Sales Director for Europe, MENA & North America and, in May 2022, assumed the role of Commercial Director for ICM. Lars pursued Business Management at IBC International Business College, Aabenraa, Denmark.

George Alyfantis, Group Strategy and Transformation Director

George Alyfantis assumed the position of Group Strategy & Transformation Director in September 2023, marking another significant milestone in his career with Frigoglass. Joining the company in September 2008 as Group Product Manager, George has garnered a proven track record and extensive experience from senior roles in Product Development and Sustainability within Frigoglass.

His academic background is distinguished by a Bachelor’s Degree in Mechanical Engineering and a Master’s Degree in Economics, both earned from Karlsruhe University. Additionally, he holds an MBA from INSEAD, showcasing his commitment to a multifaceted skill set.

Before contributing to the success of Frigoglass, George, based in Germany, held pivotal roles such as Product Development Manager at DaimlerChrysler and Marketing & Business Development Manager at S&B Industrial Minerals.

Reference 2 – Segment and revenue information

2(a) Income statement per business segment

€' 000	ICM Operations (Year ended 31.12.2023)	Glass Operations (Year ended 31.12.2023)	Total (Year ended 31.12.2023)	ICM Operations (Year ended 31.12.2022)	Glass Operations (Year ended 31.12.2022)	Total (Year ended 31.12.2022)
Timing of revenue recognition						
At a point in time	**258,250**	**121,719**	**379,969**	240,910	163,997	404,907
Over time	**67,100**	**-**	**67,100**	68,400	-	68,400
Total Revenue from contracts with customers	**325,350**	**121,719**	**447,069**	309,310	163,997	473,307
Operating Profit / (Loss)	**(67,444)**	**8,524**	**(58,920)**	(3,409)	26,603	23,194
Finance costs - net	**(52,193)**	**34,546**	**(17,647)**	(35,760)	(910)	(36,670)
Profit / (Loss) before Income Tax and Restructuring Costs	**(119,637)**	**43,070**	**(76,567)**	(39,169)	25,693	(13,475)
Gains / (Losses) from restructuring activities and fire	**(17,699)**	**(349)**	**(18,048)**	(2,012)	-	(2,012)
Profit / (Loss) before income tax	**(137,336)**	**42,721**	**(94,615)**	(41,181)	25,693	(15,487)
Income tax expense	**(1,883)**	**(15,768)**	**(17,651)**	(3,245)	(7,528)	(10,772)
Profit/(Loss) for the period	**(139,219)**	**26,953**	**(112,266)**	(44,425)	18,166	(26,260)
Profit/(Loss) to shareholders	**(138,088)**	**19,272**	**(118,816)**	(43,723)	11,891	(31,832)
Depreciation	**10,443**	**9,687**	**20,130**	8,114	10,544	18,658
Impairment*	**70,117**	**5,110**	**75,227**	1,894	-	1,894
Adjusted EBITDA**	**13,116**	**23,322**	**36,437**	6,599	37,147	43,746

There are no sales between the segments.

* Refer to Notes 4, 6, 12 and 28 of the Financial Statements of Frigo DebtCo plc for the period ended 31 December 2023 for further information relating to the impairment of goodwill.

** Adjusted EBITDA = Operating profit + Depreciation + Impairment

2(b) Revenue from contracts with customers per geographical area (based on customer location)

	Consolidated	
	Year ended	
€' 000	**31.12.2023**	**31.12.2022**
ICM Operations :		
East Europe	**130,282**	116,263
West Europe	**82,946**	79,976
Africa / Middle East	**42,507**	48,111
Asia	**69,615**	64,960
Total	**325,350**	309,310
Glass Operations :		
Africa	**121,719**	163,997
Total	**121,719**	163,997
Total Revenue from contracts with customers :		
East Europe	**130,282**	116,263
West Europe	**82,946**	79,976
Africa / Middle East	**164,226**	212,108
Asia	**69,615**	64,960
Consolidated	**447,069**	473,307

Reference 3- Inventories

	Consolidated	
€' 000	**31.12.2023**	**31.12.2022**
Current assets		
Raw materials	**38,901**	47,483
Work in progress	**2,090**	2,673
Finished goods	**32,557**	50,152
Spare parts	**11,647**	14,804
Inventories in transit	**8,487**	9,074
Less provision	**(7,935)**	(8,893)
	85,747	115,292

Reference 4 – Trade receivables

€' 000	Consolidated 31.12.2023	31.12.2022
Current assets		
Trade receivables from contracts with customers	**74,942**	**86,176**
Loss allowance	**(3,523)**	**(1,276)**
	71,419	**84,900**

Reference 5 – Borrowings

5(a) Net debt

Net debt	Consolidated 31.12.2023	31.12.2022
Total borrowings	**306,393**	376,134
Total Lease Liabilities	**4,001**	4,091
Cash & cash equivalents	**(53,172)**	(63,405)
Net debt	**257,222**	**316,820**

5(b) Current borrowings

	Consolidated 31.12.2023	31.12.2022
Bank overdrafts	**2,651**	2,341
Bridge notes	**-**	35,000
Bank loans	**61,829**	72,600
Accrued interest for loans	**9,147**	10,255
Total current borrowings	**73,627**	**120,196**

The Bridge Notes are the fixed rate Super Senior Notes due 2023, which were repaid on the Implementation Date.

5(c) Non-current borrowings

	Consolidated 31.12.2023	31.12.2022
Bond loans	**236,266**	260,000
Unamortized costs for the issue of bond	**(3,500)**	(4,061)
Total Non-current borrowings	**232,766**	**255,939**

The bond loans as of 31 December 2023 include the €78.1 million Senior Secured Notes due 2026 and the €158.2 million Reinstated Notes due 2028. The Reinstated Notes include an amount of €1.2 million as a consent fee, which was payable in additional Reinstated Notes.

Reference 6 – Finance costs - net

	Consolidated	
	31.12.2023	**31.12.2022**
Interest income	**2,349**	1,129
Exchange gain	**25,019**	-
Finance income	**27,368**	1,129
Interest Expense and bank charges	**(39,531)**	(26,764)
Exchange loss & Other Financial costs	**(5,068)**	(10,582)
Finance cost for lease liabilities	**(416)**	(453)
Finance cost	**(45,015)**	**(37,799)**
Finance costs - net	**(17,647)**	**(36,669)**

Reference 7– (Losses) / Gains from restructuring activities and fire incident

7(a) – Costs for the restructuring of the group's capital structure

The cost of €18.0 million (€24.2 million for 2022) in 2023 mainly reflects the advisory fees and other expenses (including the loss from the Hive-Down Agreement) related to the Restructuring of the Frigoglass Group, which was completed on the Implementation Date. It also includes €0.5m expenses related to Head Office reorganization.

7(b) – Fire Incident at facility in Romania

On June 5, 2021, a fire incident occurred at the Group's commercial refrigeration manufacturing facility in Timisoara, Timis County of Romania, which caused severe damage primarily to the plant's production area and, consequently, to machinery and inventories located within this area.

Frigoglass reached a definitive agreement with the co-insurance scheme, which had underwritten the insurance coverage in relation to the fire incident, for an aggregate net compensation amount of €61.6 million related to the property damage (€42 million compensation) and business interruption claims (€19.6 million compensation). In 2022, €17 million were recognized in restructuring activities related to income from insurance compensation for property damage. For the business interruption claim, the total amount was recognized in the Income Statement for the period ended 31 December 2022, broken down between the fire cost income (€5.7 million) and other income (€13.9 million).

From the fire related income of €22.7 million in 2022, an amount of €0.5 million expenses due to the business interruption was deducted.