

RG BRANDS JSC & SUBSIDIARIES

NOTES

to the Interim Consolidated Financial Statements at 30 September 2023 (in KZT thousands unless stated otherwise)

1. GENERAL

The core business of RG Brands JSC and its subsidiaries (jointly referred to as "the Group") is production, sale and distribution of juices, carbonated beverages, milk, chips, packing, sale and distribution of tea and other commercial products. The Group mainly operates in the Republic of Kazakhstan (hereinafter "Kazakhstan").

Ownership structure of the Company – RG Brands JSC was initially registered on 22 June 1998 as a limited liability partnership and transformed into an open joint stock company on 27 March 2001. The Company was re-registered as a joint stock company on 17 February 2004.

As at 30 September 2023 and 31 December 2022 the registered share capital of RG Brands JSC was KZT 2,787,696 thousand. As at 30 September 2023 and 31 December 2022 the share capital comprised 3,452,730 common shares amounting to KZT 1,840,296 thousand and 789,500 preferred shares amounting to KZT 947,400 thousand. The share capital was paid in full.

As at 30 September 2023 and 31 December 2022 shareholders of the Company were as follows:

Shareholders	Inte	erest	Commo	n Shares	Am	ount
	30.09.2023	31.12.2022	30.09.2023	31.12.2022	30.09.2023	31.12.2022
Mr. T.S. Kaltayev	0,87%	0,87%	30 000	30 000	33 400	33 400
Mr. A. Agybayev	0,55%	0,55%	19 000	19 000	21 125	21 125
Mr. R. Bayazerov	0,53%	0,53%	18 355	18 355	20 481	20 481
Mr. A.V. Khalyapin	0,00%	0,00%	138	138	501	501
RG Brands Holding	98,05%	98,05%	3 385 237	3 385 237	1 764 789	1 764 789
Итого	100,0%	100,0%	3 452 730	3 452 730	1 840 296	1 840 296

As at 30 September 2023 all common shares were in circulation. Besides as at 30 September 2023 and 31 December 2022 repurchased preferred shares made KZT 947,400 or 789,500 preferred shares.

Group structure and transactions - The Group consists of RG Brands JSC and subsidiaries as follows:

	Ownership interest		Voting power	
	30.09.2023 г.	31.12.2022 г.	30.09.2023 г.	31.12.2022 г.
LLP RG Brands Kazakhstan	100%	100%	100%	100%
LLP Uni Commerce Ltd.	100%	100%	100%	100%
LLC RG BRANDS SOUTH	-	100%	-	100%
LLP PRG Bottlers Kazakhstan	100%	100%	100%	100%
LLC RG Brands Sever	100%	100%	100%	100%

RG Brands began production and packing of juice and juice-containing drinks in November 1999. Today the Group has the following trade marks in its portfolio: Gracio, Da-Da and Nectar Solnechnyi, ASU.

The Group started up the first line for production of carbonated beverages under the trademarks of Pepsi, Seven Up, Mirinda and Aquafina in November 1999.

RG Brands Kazakhstan LLP (hereinafter – RG Brands Kazakhstan) was established on 4 April 2006 and comprised production facilities engaged in manufacture of juice, beverages, packaged milk under Moye trademark, tea under Piala trademark, bottled Republic of Kazakhstan.

In accordance with the decision of RG Brands JSC, a 100% subsidiary – RG Brands Tashkent LLC was registered on 29 August 2009 in the Republic of Uzbekistan. In 2021, following the decision of the shareholders' general meeting, the Group wound up its subsidiary – RG Brands Tashkent LLC.

RG BRANDS SOUTH LLC was established in 2021 in the city of Tashkent to sell and distribute the products in the Republic of Uzbekistan.

RG BRANDS SOUTH LLC is engaged in sale and distribution of the Group products in the Republic of Uzbekistan.

In accordance with the decision of RG Brands JSC, a 100% subsidiary – RG Brands Sever LLC was registered on 6 May 2016 in the Russian Federation.

On 2 February 2022 RG Brands Holding Limited, the company registered in November 2021 in Dubai International Financial Centre (DIFC) and jointly controlled by the major shareholders of RG Brands JSC, purchased shares from RG Brands JSC.

In 2022 based on the decision of the general meeting of the shareholders the Group sold 100% share in the share capital of subsidiary RG Brands Kyrgyzstan LLC to the parent company RG Brands Holding Limited.

In January 2023 based on the decision of the general meeting of the shareholders the Group sold 100% share in the share capital of subsidiary RG Brands South LLC to the parent company RG Brands Holding Limited. At the date of disposal, this subsidiary was not a significant component and did not represent a separate significant line of business or geographical area of the Group's operations. Accordingly, the disposal was not accounted for as a discontinued operation.

At the date of disposal, the net assets of RG Brands South LLC consisted of the following assets and liabilities:

	January 31, 2023
Property, plant and equipment	1 030 962
Intangible assets	1 859
Inventory	498 569
Trade accounts receivable	280 469
Advances received	166 651
Other current assets	493 973
Cash and cash equivalents	45 627
Total assets	2 518 110
Account payable	(3 671 494)
Taxes payable	(7 225)
Other accounts payable and accrued liabilities	(47 005)
Total liabilities	(3 725 724)
Total net liabilities	(1 207 614)
Consideration receivable	943 307
Plus: net liabilities of disposed subsidiary	1 207 614
Profit on disposal	2 150 921

The Head Office of the Company is located in Almaty; its production capacities are located in Almaty, Almaty Oblast, and Kostanai, Republic of Kazakhstan. As specified above, the Company is also present in Kyrgyz Republic, Republic of Uzbekistan and Russia to implement its sale and distribution strategies.

Legal address: Form of ownership: 212b, Raimbek ave., Almaty, Republic of Kazakhstan Private

Bottling Agreements with PepsiCo and Seven-Up International

The Group produced and distributed carbonated alcohol-free beverages in accordance with the exclusive bottling agreements entered into and between RG Brands Kazakhstan and Pepsico Inc. and RG Brands Kazakhstan and Seven-Up International. Under these agreements, the rights to bottle, sell and distribute PepsiCo and Seven-Up products in Kazakhstan passed to RG Brands Kazakhstan till 21 July 2010 with automatic renewal for every subsequent 5-year period.

The right to distribute Pepsico Inc., Pepsi Lipton International Limited and Seven-Up products in the Kyrgyz Republic is provided based on the agreements signed with these companies, which operate through to 31 December 2025.

2. BASIS OF PREPARATION

These consolidated interim financial statements of RG Brands JSC and its subsidiaries (hereinafter "the Group") have been prepared in accordance with International Financial Reporting Standard (hereinafter "IFRS") IAS 34 Interim Financial Reporting.

The reporting period is from 01 January to 30 September 2023.

These consolidated interim financial statements have been prepared on the historical cost basis except for certain assets and liabilities measured at fair value.

These consolidated interim financial statements have been prepared based on two fundamental assumptions – accrual basis of accounting and going concern.

To calculate the book value of shares, the Group uses the following method:

The book value per common share equals the difference between the Company equity and the value of preferred shares divided by the number of outstanding common shares.

The book value of preferred share equals the value of outstanding preferred shares divided by the number thereof.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

New and revised standards and interpretations

The accounting policies adopted in the preparation of the interim condensed financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2022, except for the adoption of new standards and interpretations effective as of 1 January 2023. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Going concern

The Group has prepared these interim condensed financial statements on the basis that it will continue to operate as a going concern, which assumes the realization of assets and settlement of liabilities in the normal course of business in the foreseeable future.

Foreign currency transactions

These interim condensed financial statements are presented in Kazakhstan Tenge (KZT), which is the Group's functional currency in the Republic of Kazakhstan and presentation currency.

In preparing financial statements of separate entities, transaction in currencies other than the functional currency of the Company, KZ Tenge, are carried at the exchange rates as at the transaction dates. At each reporting date monetary items stated in foreign currencies are translated at the exchange rates prevailing as at the reporting date. Non-monetary items that are measured at historical cost in a foreign currency are not restated.

Exchange differences are recognized in profit or loss when arise except for exchange differences arising from foreign currency borrowings attributable to construction in progress intended for future use in production that are included in the cost of such assets as an adjustment to interest costs.

See KZT exchange rates in the table below:

	30 September	31 December
	2023	2022
US Dollar	474.47	462.65
Euro	503.51	492.86
Russian Ruble	4.88	6.43
Chinese yuan	64.99	66.73

4. REVENUE

Revenue was as follows:		(KZT'000)
	9 months of 2023	9 months of 2022
Sales of carbonated soft drinks, juice and juice containing drinks	110 745 159	91 479 249
Sales of packed tea, packed milk and food products		20 532 329
	20 888 387	emonitories de la constantina della constantina
Sales of wholesale products	153 702	211 527
	131 787 248	112 223 105

5. COST OF SALES

Cost of sales was as follows:

(KZT'000)

	9 months of	9 months of
	2023	2022
Raw and other materials	72 293 288	57 862 478
Payroll and related taxes	2 557 795	1 312 223
Repairs	1 697 142	1 197 750
Depreciation and amortisation	1 381 115	1 107 289
Utilities	869 055	680 710
Cost of sales of wholesale products	209 297	156 717
Other costs	361 673	116 016
	79 369 365	62 433 183

6. SELLING EXPENSES

Selling expenses were as follows:		(KZT'000)
	9 months of	9 months of
	2023	2022
Transportation expenses	15 130 722	7 932 759
Sales representative expenses	5 828 147	5 334 481
Payroll and related payments	2 309 116	1 922 145
Advertising campaigns and market research	5 807 772	7 565 602
Warehouse services	1 709 864	1 223 062
Depreciation and amortisation	915 836	939 499
Repairs	626 657	720 173
Information services	27 297	51 226
Write-off of materials	2 -	9 720
Business trip expenses	2 525	2 800
Reimbursement of selling expenses	(1 585 305)	(1 404 899)
Other selling costs	587 100	493 680
	31 359 731	24 790 248

7. GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses were as follows:

(KZT'000)

	9 months of	9 months of
	2023	2022
Payroll and related payments	3 304 532	3 119 558
Communication services	492 175	258 963
Taxes other than income tax	485 898	440 598
Information services	651 365	433 702
Waste goods write-off	543 791	358 133
Bank services	339 601	331 916
Transportation expenses	191 699	110 798
Consulting services	220 307	182 409
Depreciation and amortisation	140 792	156 135
Insurance	148 460	28 121
Business trip expenses	144 250	151 883
Utilities	83 018	77 995
Accrual/(reversal) of provision for expected credit losses	(10 022)	10 403
Penalties and fines	2 445	23 582
Other expenses	1 314 927	1 173 571
*	8 053 238	6 857 767

8. FINANCE COSTS

Finance costs were as follows:

mande dosta were as renews.		(KZT'000)
	9 months of	9 months of
	2023	2022
Interest expenses	4 448 501	3 258 995
Letter of credit charges	341 300	253 899
Other	962 307	
	5 752 108	3 512 894

9. OTHER GAINS/(COSTS)

Other gains were as follows:

	(KZT'000)	
	9 months of 2023	9 months of 2022
(Loss)/income from disposal of property, plant and equipment	(4 152)	14 597
Other operating income, net	545 557	499 028
Other	(72 137)	(16 033)
	469 268	497 592

10. INCOME TAX

	9 months of 2023	9 months of 2022
Current income tax expense	1 334 692	1 232 490
Deferred income tax (benefit)/expense	(224 307)	761 680
	1 110 385	1 994 170

Deferred taxes reflect net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset is realized or the liability is settled.

In the Republic of Kazakhstan where the Company is located, 2023-2022 income tax rate was 20 %.

11. EARNINGS AND BOOK VALUE PER SHARE

Earnings per share is calculated as a profit for the period attributable to equity holders divided by the weighted average number of common shares issued and outstanding during the period, as shown below.

		(KZT'000)
	9 months of	9 months of
*	2023	2022
Profit for the period	8 293 820	9 717 060
Weighted average number of common shares	3 452 730	3 452 730
Basic earnings per share, KZT	2 402	2 814

The Company uses the following calculation method to determine the carrying amount of shares.

Book value per common share is calculated based on net assets and the number of common shares outstanding at the reporting date.

5 250 = 18 125 189 / 3 452 730

Net assets for common shares are calculated using the following formula:

NAV = (TA - IA) - TL - PS, где

TA- total assets recognised in the statement of financial position as at the reporting date;

IA – intangible assets in the statement of financial position as at the reporting date;

TL – liabilities in the statement of financial position as at the reporting date;

PS – balance of Authorised Capital, Preferred Shares in the statement of financial position as at the reporting date

$18\ 125\ 189 = (117\ 672\ 113 - 220\ 221) - 99\ 326\ 703$

Calculation of book value per common share	30.09.2023	(KZT'000) 31.12.2022
Net assets of the Group excluding intangible assets	18 125 189	7 645 695
Number of outstanding common shares	3 452 730	3 452 730
Book value per common share, KZT	5 250	2 214

Book value per preferred share is calculated using the following formula:

BVPS2 = LPS / NOPS2, where

BVPS2- book value pf preferred share held within the Group as at the reporting date;

NOPS2- number of outstanding preferred shares at the reporting date;

LPS— balance of preferred shares recognised as liabilities in the statement of financial position as at the reporting

date

1 200 = 947 400/ 789 500

	30.09.2023	(KZT'000) 31.12.2022
Calculation of carrying amount per preferred share		
Outstanding balance of preferred shares held within the Group	947 400	947 400
Number of outstanding preferred shares	789 500	789 500
Book value per preferred share, KZT	1 200	1 200

12. PROPERTY, PLANT AND EQUIPMENT

						(KZT'000)	
	Land	Buildings and construction	Machinery and equipment	Vehicles	Other	Construction in progress	Total
Cost		S					
	2 058 091	5 742 189	26 931 347	144 050	2 012 052	2 607 690	39 495 419
As at 1 January 2023							
Additions	-	-	1 814 197		1 224 338	1 884 246	4 922 781
Disposal of subsidiary	-	-	(1 118 369)	$(14\ 061)$	$(21\ 372)$	-	(1 153 802)
Internal transfers	-	6 369	1 219 767	8 197	(952 609)	(281 724)	-
Disposals		8-	(5 621)	// -	$(1\ 268)$	(26 548)	(33 437)
As at 30 September 2023	2 058 091	5 748 558	28 841 321	138 186	2 261 141	4 183 664	43 230 961
Accumulated depreciation							
As at 1 January 2023	-	(1 062 833)	(4 461 595)	(135 376)	(1 288 543)	-	(6 948 347)
Charged for the period	-	(347 054)	(1 884 260)	(5 409)	(172 952)	-	(2 409 675)
Disposal of subsidiary	-	-	116 606	3 047	3 188		122 841
Internal transfers	-	-		-	-	-	-
Disposals	-	-	3 403	-	8 214	=	11 617
As at 30 September 2023	70	(1 409 887)	(6 225 846)	(137 738)	(1 450 093)	-	(9 223 564)
Net book value at 30							N
September 2023	2 058 091	4 338 671	22 615 475	448	811 048	4 183 664	34 007 397

13.	IN	VEN	TOR	Y
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		(KZT'000)
	30.09.2023	31.12.2022
Finished goods	12 110 150	10 271 597
Raw materials	14 131 978	14 155 729
Packing materials	4 756 392	5 797 969
Other	1 669 661	1 287 278
Spare parts	1 350 217	1 468 344
Less provision of impairment of inventory	(81 454)	(91 745)
	33 936 944	32 889 172

14. TRADE ACCOUNTS RECEIVABLE

14. TRADE ACCOUNTS RECEIVABLE		(KZT'000)
	30.09.2023	31.12.2022
Trade accounts receivable	9 494 096	5 853 227
Less provision for expected credit losses	(14 818)	(14 801)
	9 479 278	5 838 426
	7477276	= =====================================
As at 30 September 2023 account receivable were denominated in the following	lowing currencies:	
	30.09.2023	31.12.2022
Tenge	3 861 276	5 384 921
Russian Rubles	335 910	431 603
Kyrgyz Som	14 924	11 398
US Dollar	5 267 168	10 504
Euro	-	
	9 479 278	5 838 426
15. ADVANCES PAID	-	
15. ADVANCES FAID		(KZT'000)
	30.09.2023	31.12.2022
Non-current:		
Advances paid	1 510 652	1 284 453
Advances paid for property, plant and equipment	1 216 546	237 298
Other	29 539	37 623
	2 756 737	1 559 374
Current:		
Advances paid for services and inventory	6 055 074	4 452 637
Less provision for doubtful debts	(183 694)	(205 174)
	5 871 380	4 247 463
16. OTHER CURRENT ASSETS		(KZT'000)
	30.09.2023	31.12.2022
Loan given to related party	4 384 504	-
Other receivables from related parties	989 608	131 954
Prepaid expenses	520 930	561 310
Other taxes receivable	1 088 702	1 017 704
Receivables from employees	147 442	115 828
Less provision for doubtful debts	(13 856)	(13 856)
Other receivables	884 705	609 958
	8 002 035	2 422 898

17. CASH AND CASH EQUIVALENTS

30.09.2023 12 212 936	(KZT'0 31.12.2022
	31 12 2022
12 212 936	31.12.2022
609 262	23 447 586
009 202	5 790 764
151 576	14 284
	77 281
15 042	8 654
	20 000
12 988 816	29 358 569
775 880 12 108 770 84 944 19 218 - 4 12 988 816	31.12.2022 5 910 983 21 616 275 311 375 1 364 536 155 396 4 29 358 569
	(KZT'000)
30.06.2023	31.12.2022
25 143 968	30 141 230
25 143 968 18 087 166	30 141 230 27 642 558
18 087 166	27 642 558
	12 988 816 vere denominated in the formula of the series

Personal income tax

Other taxes

Social tax

	30.09.2023	31.12.2022
Tenge	38 812 730	52 666 014
Russian Ruble	4 689 565	5 732 365
	43 502 295	58 398 379
19. ACCOUNTS PAYABLE		
As at 30 September 2023 accounts payable were as follows:		
	(H	(ZT'000)
	30.09.2023	31.12.2022
Raw materials	9 273 011	10 818 261
Packing materials	2 103 130	2 758 410
Services	8 671 396	11 373 179
Property, plant and equipment	321 090	421 134
Goods	614 568	806 051
	20 983 195	26 177 035
Less long-term trade payable	(1 024 708)	(998 970)
	19 958 487	25 178 065
As at 30 September 2023 accounts payable were denominated in the foll	owing currencies: 30.09.2023	(KZT'000
US Dollar	10 303 556	10 132 281
Tenge	8 254 036	11 315 685
Euro	1 388 201	3 553 910
Kyrgyz Som	120 469	67 377
Russian Ruble	471 892	508 766
Chinese Yuan	445 041	462 167
Uzbek Sum		136 849
	20 983 195	26 177 035
0. TAXES PAYABLE		(K7T'000)
	30.09.2023	(KZT'000) 31.12.2022
Value added tax		
value added tax	3 899 365	4 476 587

77 534

209 938

43 925

4 230 762

110 596

96 240

47 310

4 730 733

21. OTHER ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	(KZT'000)	
	30.09.2023	31.12.2022
Employment expenses accrued	551 077	524 020
Employee leaves and bonuses accrued	681 020	560 886
Advances received	2 771 610	10 556 499
Other accrued liabilities	927 630	129 055
	4 931 337	11 770 460

22. OPERATING SEGMENTS

In view of the management's assessment of the business on a single geographic base, i.e. Kazakhstan where 81,22 % of the business is done, the management determined that the Group segmentation base is best reflected by the following business lines:

- a. Production, distribution and sale of products under the home brands of the Group including juices (Gracio, Da-Da, Nectar Solnechnyi), juice-containing drinks (DaDa), bottled water (ASU), and energy drink (Yeti);
- b. Production, distribution and sale of other products under the home brands of the Group including Piala Tea
- c. and Moye milk;
- d. Production, distribution and sale of franchised products including carbonated alcohol-free beverages (Pepsi, Pepsi Light, Mirinda, Seven-Up and Lipton Ice Tea);
- e. Trade transactions including sale and distribution of imported goods of other manufacturers.

Period ended 30 September 202	Juices and beverages	Packed tea, packed milk and food products	Wholesale activity	(KZT'000) Consolidated
Revenue	110 745 159	20 888 388	153 701	131 787 248
Finance costs	(4 833 685)	(911 714)	(6 709)	(5 752 108)
Depreciation and amortisation	2 048 515	386 384	2 843	2 437 743
Profit before income tax	7 902 663	1 490 574	10 968	9 404 205
Income tax expense	(933 093)	(175 997)	(1295)	(1 110 385)
Profit for the period	6 969 570	1 314 577	9 673	8 293 820
Acquisition of property, plant and equipment and intangible assets	4 136 775	780 265	5 741	4 922 781

	Juices and beverages	Packed tea, packed milk and food products	Wholesale activity	Consolidated
Period ended 30 September 202	3			
Segment assets	98 883 746	18 651 127	137 240	117 672 113
Deferred income tax assets	-			
Total assets	98 883 746	18 651 127	137 240	117 672 113
Segment liabilities	79 395 580	14 975 333	110 193	94 481 106
Deferred income tax liabilities	4 071 914	768 031	5 652	4 845 597
Total liabilities	83 467 495	15 743 364	115 844	99 326 703

The Group's revenue from sales to third-party buyers by countries was as follows:

(KZT'000)

	9 months 2023	9 months 2022
Republic of Kazakhstan	107 040 465	86 209 787
Kyrgyz Republic	16 110 922	19 342 233
Russian Federation	4 035 342	4 335 280
Uzbekistan	4 494 639	2 274 934
China	53 886	28 850
Tajikistan	33 047	32 021
Moldova	15 756	9=
Belarus	3 191	
	131 787 248	112 223 105

23. RETIREMENT BENEFITS

In accordance with the requirements of the laws of the Republic of Kazakhstan, the Group makes 10% pension contributions from the employee salaries. However, subject to the Republic of Kazakhstan laws, this amount per employee shall not exceed KZT 350,000 a month since 1 January 2023, previously monthly contributions per employee amounted to KZT 300,000. These amounts are expensed as incurred. Contributions to the pension funds are deducted from the employee salary and recognised in the total salaries paid in the consolidated statement of comprehensive income.

As of 30 September 2023 the Group had no liabilities to its current or former employees on additional pension contributions, postretirement medical benefits, insurance payments or other retirement benefits.

24. RELATED PARTIES

Related parties of the Group are companies controlled and related to the Company shareholders – Mr. K.K. Mazhibayev and Mr. Ye.Zh. Koshkinbayev.

Transactions between the Company and its subsidiaries are eliminated at consolidation and not disclosed in this note. Transactions entered by the Group with the related are disclosed below.

Trading transactions – as at 30 September 2023 and 31 December 2022

Related party transactions include:

- sale of carbonated alcohol-free beverages, natural juice, tea;
- sale/purchase of other materials, property, plant and equipment, securities and rendering of various services;
- loans and borrowings.

(KZT'000)

- 2	20

Purchases

	9 months 2023	9 months 2022	6 months 2023	9 months 2022
RESMI Direct Investments LLP Companies under common	1 192	439	-	-
control	-	-	2 214 202	10 913
	Amounts owe	ed by related parties	Amounts owed	to related parties
	Amounts owe 30.09.2023	ed by related parties 31.12.2022	Amounts owed 30.09.2023	to related parties 31.12.2022
				_
Trade and other operations payable	30.09.2023	31.12.2022	30.09.2023	31.12.2022

Key management benefits – Key management benefits are determined by the shareholders' meeting and senior management of the companies in accordance with the staff policy, staff list, personal employment contracts, decisions of the shareholders, orders on accrual of bonuses, etc.

25. EVENTS AFTER THE REPORTING DATE

The Group has no significant events or transactions after the reporting date to be disclosed or to be corrected in these consolidated financial statements.

Chief Financial Officer

Askat Agybaev

Natalya Ivanova

Chief Accountant