

---

# **Private limited liability company METODIKA B.V.**

---

Consolidated and company annual report for the financial year ended 31 December 2023: Directors' report and financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the EU and presented with independent auditor's report

---

# Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

## **Table of contents**

Director's Report.....	3
Consolidated Financial Statements.....	14
Consolidated Statement of Financial Position.....	14
Consolidated Statement of Comprehensive Income.....	16
Consolidated Statement of Changes in Equity.....	18
Consolidated Statement of Cash Flows.....	19
Notes to the Consolidated Financial Statements.....	21
Company Financial Statements.....	93
Statement of Financial Position.....	93
Statement of Comprehensive Income.....	94
Statement of Changes in Equity.....	95
Statement of Cash Flows.....	96
Notes to the Company Financial Statements.....	97
Other Information.....	106
Share Information.....	106
Independent Auditor's Report.....	107

# Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

## Directors' report

The consolidated annual report of private limited liability company METODIKA B.V. is prepared in compliance with the statutory requirements as set out in Section 2:391 of the Dutch Civil Code. Forecasts and future plans provided in the consolidated annual report are subject to various risks and uncertainties, so the facts may differ materially from forecasts and plans. Private limited liability company METODIKA B.V. (hereafter – the Company) has no obligation to publish revised forecasts when events or circumstances after the authorization for issue date of the consolidated annual report will affect these plans and forecasts.

### Objective group's position, performance and development review

The Company is a holding company, which controls through its direct and indirect subsidiaries retail and pharmacy chains, real estate objects' development and rent service, production and sale of food for people companies in the Baltics, Poland, Sweden, Bulgaria and Slovakia. The Company's principal activities are those associated with that of the holding company.

The Group constantly strives to maintain and enhance its market position through organic growth of its businesses by way of improving efficiency of its operations, implementing changes in corporate governance and managing business in a sound and sustainable way.

The Group consists of the Company and its subsidiaries (hereafter – the Group). As at 31 December 2023 and 2022 the Company directly controlled 53.13% shares of ENTARAS, UAB and PATRIA HOLDINGS, UAB and 58.33% of shares of NDX Group, UAB.

As at 31 December 2023 the Company indirectly controlled the following most important subsidiaries / subgroups:

- UAB "Vilniaus prekyba", which controlled the following most important subsidiaries / subgroups:
  - MAXIMA GRUPĖ, UAB (together with its subsidiaries, hereinafter – Maxima);
  - EUROAPOTHECA, UAB (together with its subsidiaries, hereinafter – Euroapothecca);
  - ERMI GROUP, UAB (together with its subsidiaries, hereinafter – ERMI);
  - AKROPOLIS GROUP, UAB (together with its subsidiaries, hereinafter – Akropolis);
  - DELANO, UAB (together with its subsidiaries, hereinafter – DELANO) and
- NDX Group, UAB (together with its subsidiaries, hereinafter – NDX).

The principal activity of Maxima is retail trade of consumer goods and services through a network of operated stores. Retail trade is performed in Lithuania, Latvia, Estonia, Bulgaria and Poland.

As at 31 December 2023 Maxima operated through 1 599 stores (including 86 franchise stores) and during the year 2023 Maxima sales comprised EUR 5 845 million (as at prior year end and during prior year – 1 534 stores (including 86 franchise stores) and EUR 5 154 million, respectively).

The principal activity of Euroapothecca is retail trade and wholesale of pharmaceuticals. The activity is performed in Lithuania, Latvia, Estonia and Sweden. As at 31 December 2023 Euroapothecca operated through 905 pharmacies (including 121 franchise pharmacies) and its sales during the year 2023 comprised EUR 1 596 million (as at prior year end and during prior year – 913 pharmacies (including 121 franchise pharmacies) and EUR 1 030 million).

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

The principal activity of ERMI is retail and wholesale trade of construction, finishing materials and household goods. As at 31 December 2023 ERMI operated through 23 stores in Lithuania and Estonia and during the year 2023 its sales comprised EUR 233 million (as at prior year end and during prior year – 23 stores and EUR 245 million, respectively).

The principal activity of Akropolis is the real estate project development and real estate rental service companies in Lithuania and Latvia. As at 31 December 2023 and 2022 Akropolis held three shopping and entertainment centres Akropolis in Lithuania (in Vilnius, Klaipėda and Šiauliai) and two shopping centres in Riga, the capital city of Latvia: Akropole Riga and Akropole Alfa. Akropolis consolidated rental income during the year 2023 comprised EUR 84 million (comparing to EUR 75.1 million in prior year).

The principal activity of NDX is production and sale of food as well as rent of 18 own shopping centers. The activity is performed in Slovakia, Poland and Lithuania. NDX sales in the year 2023 comprised EUR 24.5 million (comparing to EUR 27.4 million in prior year). NDX focuses on shifting from the production company to the company, which main activity is rent of commercial real estate.

In December 2023, UAB “Vilniaus prekyba” acquired 100% of shares of DELANO UAB for the amount of EUR 12 660 thousand from entities related to the shareholders. As at 31 December 2023, DELANO UAB operated a network of 60 facilities across 8 cities in Lithuania: two self-service restaurants “DELANO”, six self-service restaurants “12”, one self-service restaurant “Seat&eat”, twenty one pizzeria “Can Can pizza” and thirty cafes “Caif café”.

The Company is also a participant of Vilniaus Prekyba Support Fund „Dabar” (hereafter – Fund). The priority of the Support Fund Dabar is given to initiatives helping to ensure inclusive, equitable and high-quality education, the implementation of which would result in a long-term positive change. The Fund pursues such strategy by being a strategic sponsor of the programme Renkuosi Mokyti (I Choose to Teach). The goal of the programme Renkuosi Mokyti implemented by the Centre for School Improvement (Mokyklų Tobulinimo Centras VšĮ) is to implement positive changes in the Lithuanian education system, so that every student could achieve success in learning and become a creator of their own school and country. Vilniaus Prekyba Support Fund Dabar allocated support of EUR 59 thousand for the implementation of the programme during 2023. The total amount of support allocated for the programme by the Fund between 2016 and 2024 will reach EUR 1.3 million. In 2023, the Fund also provided support of EUR 15 thousand to the Lithuanian Free Market Institute. The total amount of support allocated by the Fund during 2023 was EUR 74 thousand.

### **The description of main risks and uncertainties facing the Group companies**

Risk management is integral part of the Group’s strategy and the achievement of the Group’s long-term goals. The Group’s organization success depends on an ability to identify and exploit the opportunities generated by the business and the markets the Group is in. In doing this the Group takes an embedded approach to risk management which puts risk and opportunity assessment at the core of the leadership team agenda, which is where the Group believes it should be. In compliance with the provisions in Dutch Accounting Standard 400, the Group has drawn up elements of its risk selection as follows.

#### Methodology

In order to mitigate its exposure to risks described below, the Group conducts specific analysis, monitoring, management and control activities.

#### Current or planned improvements in the risk management system

The Board of Directors of the Company considers that the existing system of risk management and internal controls provides the reasonable assurance that risks are properly assessed and managed to achieve business objectives.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### Appetite for significant risks

The Group is willing to bear risks that are assessed as moderate, low or very low after mitigation. The Group's operations and earnings are subject to the following risks (although not limited to). The control measures are subsequently defined for each identified risk.

### Business risks

First, the Group emphasizes strategy risk (business strategy may be incorrect or poorly implemented) as one of the key business risks. The Group believes that strong management of the Group, periodical set of strategic purposes and monitoring the degree of their achievement minimizes the strategy risk to an acceptable level.

Second, the reputation risk is very important in the Group's business as the Group's brands are well known in the market and the reputation is one of success factors. The Group's openness to the society is one of the methods to maintain reputation level, while strict internal control systems in all the processes of the business help to ensure the quality of the Group's products as well as appropriate communication with the society.

The Group operates in a number of countries exposed to a range of external economic, political and other related risks that may affect the execution of the Group's strategy or the running of the Group's operations. Adverse economic conditions may result in reduced consumer demand for the Group's products, and may affect one or more countries within a region, or may extend globally. Government actions such as fiscal stimulus and price controls can impact the growth and profitability of the Group's local operations. The extent of the Group's portfolio and geographical reach help to mitigate the Group's exposure to any particular localized risk at a certain level. The Group's flexible business model allows us to respond quickly to develop new offerings that suit consumers' and customers' changing needs during economic downturns. Knowledge and awareness of the countries as well as monitoring, reviewing changes of the political, financial, social or economic situation in the countries the Group operates in are key related risks mitigation factors. In addition, the Group regularly updates forecast of business results and cash flows and, where necessary, rebalances investment priorities.

Some NDX Group companies are exposed to price volatility risk related to raw materials used in production, which depends on the price in international markets. The Group manages this risk through effective procurement strategies.

In addition, the cost of the Group's products can be significantly affected by the cost of the underlying commodities and materials from which they are made. Fluctuations in these costs cannot always be passed on to the consumer through pricing. Moreover, the Group pays special attention to the offered product safety and quality, which helps maintain the customer reliance. The decreased reliance would negatively impact the number of customers and the results of the Group.

However, overall, the Group's supply chain network is less vulnerable to potentially adverse events such as physical disruptions, environmental and industrial accidents or bankruptcy of any particular supplier as the supply chain is well diversified.

In addition, the Group faces significant competition risk, which is controlled through regular strategy, regular analysis and an internal control system, which helps to ensure the quality of all the business processes.

The Group's operations are increasingly dependent on IT systems and the management of information. Increasing digital interactions with customers, suppliers and consumers place ever greater emphasis on the need for secure and reliable IT systems, infrastructure and careful management of the information that is in our possession. Disruption of the Group's IT systems could inhibit our business operations in a number of ways, including disruption to sales, production and cash flows, ultimately impacting our results. There is also a threat from unauthorised access and misuse of sensitive information. Group's information systems could be subject to unauthorised access or the mistaken disclosure of information which disrupts Group's business and/or leads to loss of assets. In order to mitigate these risks, hardware that runs and manages core operating data is fully backed up with separate contingency systems to provide real time back-up operations should they ever be required. The Group also maintains a system for the control and reporting of access to our critical IT systems. This is supported by periodical

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

testing of access controls. The Group has policies covering the protection of both business and personal information, as well as the use of IT systems and applications by Group's employees.

### Fraud Risk Prevention and Mitigation

Metodika B.V. does not have a universal Fraud Risk Policy that all subsidiaries must adopt. Due to variations in the operations of these subsidiaries, they are individually responsible for identifying, assessing, and managing fraud risk, either through dedicated Fraud Risk Policies or other Company Policies.

Key aspects of fraud risk prevention and mitigation within the Group:

- All companies adhere to the Vilnius Prekyba Code of Business Ethics;
- Management regularly reviews the internal regulations in place;
- The highest risk of fraud could be related to management of cash flows and/or purchase of goods or services. Such risks are managed by internal regulations and processes which in most cases involve at least several functions and their management;
- All companies require at least two employees (4-eyes principle) verification for transactions and payments. As a general rule, no purchases are performed by a single person, majority of the transactions are reviewed and approved by various managers;
- Generally, fraud risk prevention and mitigation policy is incorporated into general company policy or other policies, rather than being a separate documented policy/chapter;
- Euroapothecca Group has a clear and defined course of action on how to deal with potential fraud step-by-step (including HR and legal, etc.);
- Maxima Group evaluates fraud risk as a part of internal audit, while Akropolis Group uses weekly meetings, during which potential fraud risks can be identified and evaluated.

Risk area	Risk component	Source of risk	Risk control	Risk appetite	Risk mitigation	Impact of Group results after risk mitigation
<b>Business risk</b>	Strategy risk	- Revenues	- Regular analysis	medium	- Focus of management of the Group - Business continuity strategic guidelines and tactical policy - Business continuity management plans	low
	Reputation risk	- Revenues	- Internal control system	medium	- Permanent improvement of internal control system	low
	Country risk	- Presence in countries with political, financial, social or economic instability	- Regular analysis	low	- The Group is present in different countries with different specific risks - Knowledge and awareness of countries where the Group is present - Monitoring, reviewing and reporting on changes of the political, financial, social or economic situation in countries' where Group is present	very low
	Regulatory risk	- Revenues - Environmental regulation	Monitoring and reporting	medium	- The Group is present in different countries with different regulatory framework, which enables risks' diversification - Knowledge and awareness of regulations in countries where the Group is present - Monitoring, reviewing and reporting on changes of regulations in countries where Group is present	low

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

	Market risk	- Inventories costs - Buildings and maintenance	- Regular analysis	medium	-Diversified inventories supplies -Encouraging construction and renewal of stores and warehouses	low
	Competitive environment and economic conditions	- Revenues	- Regular analysis and regular strategy as well as internal control system	medium	- Research and monitoring of consumer behaviour - Analysis of economic development - Price benchmarking competition - Approved strategies - Strengthening own brands - Building more personalized consumer relationship - Permanent improvement of internal control system	low
	Risk related to information technologies in the processes	- Revenues and expenses	- Internal control system	medium	- Permanent improvement of internal control system	low
	Worldwide events (war in Ukraine)	- Revenues - Impairment of assets - Supply chain - Customer and employee safety	- Regular monitoring and analysis	medium	- Ad-hoc monitoring of the situation and adjustments of business operations locally as needed  - Close communication with local state institutions and following of official guidelines	low

### Financial risks

*Credit risk.* The Group's credit risk is mostly related to balance of cash and cash equivalents and term deposits as well as trade receivables.

The credit risk related to cash balances on bank accounts was limited because the Group performs operations with the banks belonging to international financial groups with high credit ratings assigned by international rating agencies.

The Group's credit risk arises mainly from trade receivables. Concentration of credit risk associated with Euroapotheica arises from amounts receivable from the National Health Insurance Funds in Lithuania (and/or institutions in other countries performing equivalent functions) on sale of pharmaceuticals that are reimbursed by these Funds in Lithuania (and/or institutions in other countries performing equivalent functions) by making direct payment transfers to Euroapotheica companies. Other Group entities are not exposed to significant concentration of credit risk, as the credit risk is spread among a large number of customers.

*Liquidity risk.* The Group is exposed to liquidity risk due to different maturity profiles of receivables and payables. Major amount of operating cash is collected from retail customers, therefore, the Group does not identify a significant risk in relation to collectability of trade receivables. Payables to suppliers have defined credit terms at 30 - 60 days. The Group's objective is to maintain a balance between continuity of its investments and timely servicing its debt together with maintaining sufficient working capital resources. Liquidity management is based on prudence principle. The Group manages its cash flows and liquidity based on annual cash flows budgets. Cash provided from operating activities and banks financing are the primary sources of liquidity, as well as the Group aims to have ability to use bank credit lines and overdraft facilities. Also, the Group has used a possibility to issue bonds in order to diversify its sources of finance. The Group has the ability to use undrawn committed borrowing facilities as an instrument of liquidity risk management.

*Foreign currency risk.* The Group is exposed to foreign exchange risk arising from various currencies, particularly from the US dollars, which is the currency used for purchase of goods in foreign countries. The Group's revenue is mostly generated in the euro (as from 1 January 2015 in Lithuania, and as from 1 January 2014 in Estonia and

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

Latvia), in the Polish zloty, the Swedish krona, and the Bulgarian lev. The Bulgarian lev is pegged to the euro at a fixed exchange rate, and in the opinion of the Group's management, foreign exchange risk related to this currency is not significant. A potential adverse effect of foreign exchange risk has substantially diminished, because the Group has foreign currency policies in place for management of open foreign currency positions by each currency. The Group uses derivative financial instruments to hedge against foreign exchange risks (the futures).

*Interest rate risk.* The Group's cash flows are affected by fluctuations in the market interest rates. The Group's borrowings mostly relates to borrowings as the balance of loans granted comparing with the borrowings is not significant (as at 31 December 2023 and 2022 all the loans granted were subject to variable interest rate linked to EURIBOR; as at 31 December 2023 the balance of loans granted consisted around 2% from total borrowings and 4% from borrowings with effectively variable interest rate, respectively; as at 31 December 2022 – 8% and 22%, respectively).

A majority of the Group's borrowings are subject to variable interest rate linked to EURIBOR (borrowings subject to variable interest rate linked to EURIBOR constituted 40% from total borrowings as at 31 December 2023 and 28% as at 31 December 2022, while such borrowings consisted 82% and 78% from total borrowings with variable interest rate per contracts as at 31 December 2023 and 2022, respectively). In 2023 and 2022 the Group used derivative financial instruments to manage the interest rate risk. As at 31 December 2023, around 52% (31 December 2022: 64%) of the Group's bank borrowings and bonds issued comprised commitments to make payments with an effective fixed interest rate, i.e. either by applying derivative financial instruments or setting a fixed interest rate in the contracts.

Risk area	Risk component	Source of risk	Risk control	Risk appetite	Risk mitigation	Impact of Group results after risk mitigation
Financial risks	Credit risk	- Cash and cash equivalents - Term deposits - Trade receivables	- Cash and cash equivalents as well as term deposits held in a number of good reputation banks - Trade receivables managements - Regular analysis of overdue receivables	medium	- Monitoring creditworthiness of debtors by using controls that include credit approvals, limits, prepayment requirements and other monitoring procedures - Exposure spread over a number of counterparties and customers - Funds in banks have no concentration because the counterparties are large number of banks or subsidiaries of the banks with investment grade ratings assigned by international credit-ratings agencies - Successful long-term co-operation supported by signed contracts where terms, conditions and responsibilities of both parties are described	Low
	Liquidity risk	- Different maturity profiles of receivables and payables - Liquidity surplus	- Yearly projections and monthly analysis of funding-lending cash flows	medium	- The ability to use undrawn committed borrowing facilities as an instrument of liquidity risk management - Sufficient level of available cash and cash equivalents - Having access to different sources of financing	low
	Exchange rate	- Floating not local currency facilities	- Regular analysis	low	- Purchase of sufficient amount of foreign currency, which to be used to settle current payables in that currency	very low

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

	Interest rate	- Floating rate facilities	- Hedge policies	medium	- Entering to borrowing contracts with fixed interest rate - Application of derivative financial instruments - Matching interest inflows from loans provided with interest outflows from borrowings	low
--	---------------	----------------------------	------------------	--------	---	-----

More information on the Group's financial risk management is disclosed in the Note 28 of these consolidated financial statements.

The management of the Group continuously assesses the Group's ability to continue as a going concern. There have been no significant changes in the Group's financial position when compared to the previous reporting periods. The Group operates within the stable and resilient industry of retail, which has consistently demonstrated strong demand even during challenging economic conditions. Moreover, the Group's financial indexes remain robust and consistent, with stable and healthy net debt, liquidity, and solvency indicators. Management of the Group actively participates in monthly performance reviews of our Group companies, ensuring proactivity and vigilance in monitoring of the Group's financial health. Additionally, monthly performance reviews on a consolidated basis are hosted monthly to further enhance management's oversight. The Group consistently generates profits, and it is highly anticipated that this trend will continue in the future. These factors collectively affirm management's confidence in the Group ability to continue as a going concern, demonstrating stability and resilience in operations.

### Compliance risks

The group is committed to a high level of compliance with relevant legislation, regulation, industry codes and standards as well as internal policies. Identified breaches of compliance will be remedied as soon as practicable. The Group has no appetite for deliberate or purposeful violations of legislative or regulatory requirements.

Changes to laws and regulations could have a material impact on the cost of doing business. Tax, in particular, is a complex area where laws and their interpretation are changing regularly, leading to the risk of unexpected tax exposures. International tax reform remains a key focus of attention with the OECD's Base Erosion & Profit Shifting project and the EU's action plan for fair and efficient corporation taxation.

Any residual risk is managed using specific insurance policies to protect corporate assets and provide liability coverage in the event of harm caused to third parties by accidents.

Risk area	Risk component	Source of risk	Risk control	Risk appetite	Risk mitigation	Impact of Group results after risk mitigation
Compliance risk	Compliance with current legislation and Group procedures	-Internal governance and business process	-Internal control system	very low	-Permanent improvement of internal control system.	very low
	Fiscal	-Tax accruals	-Internal control system	low	-Regular reconciliation with Tax Authorities -Preliminary analysis of significant changes -Preparation of transfer pricing documentation in case of dealing with related parties	very low

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

	Product safety	-Revenues -Safety regulation	-Internal control system	low	-Product safety policies -Control standards for food and non-food products -Standard operating procedures -Monitoring of performance in the business -Tracing of product origins and conditions of production - Good Distribution Practice and pharmacovigilance system in pharmaceuticals retail and wholesale companies -Third-party certification -Insurance program	very low
	Safety of operations risk	-Business operations	-Internal control system	very low	- Internal safety policies -State/municipal supervision - Technical supervision of buildings and construction process - Fire-alarm and automatic fire extinguishing systems - CCTV systems - Insurance program	very low

### Financial reporting risk

The most important aspects of our financial reporting systems are set out in manuals, guidelines and procedures. Staff are trained in how to apply accounting standards, guidelines and procedures. Internal audits to monitor and improve quality and discipline are conducted based on an annual audit plan and ad hoc examinations. Moreover, the quality of the financial control systems is evaluated regularly in the context of the activities of the external auditor. We apply a Internal Control Framework (ICF) that stipulates and documents the control requirements to help mitigate financial (reporting) risks. The updated COSO internal control framework has been used as a standard of reference for our ICF.

### **Group's financial performance**

In 2023 the Group's sales revenue increased by 19.0% comparing with prior financial year and amounted to EUR 7 790 million (EUR 6 549 million in 2022). Revenue growth was mainly driven by higher inflation. In 2023 the Group's profit before tax increased by 34%. The increase in net profit was driven by business growth and a strong focus on cost control.

Total comprehensive income for the year 2023 increased by 59% comparing with prior financial year.

As at 31 December 2023 assets of the Group amounted to EUR 5 834 million (increased by 4.8% comparing with prior year), and equity of the Group was equal to EUR 2 411 million (increased by 6.9% comparing with prior year). For the financial year ended 31 December 2023 the Group's cash flows from operating activities amounted to EUR 648 million (increased by 23.3% comparing with prior year), cash flows to investing activities amounted to EUR 289 million (2022: cash flows to investing activities amounted to EUR 193 million), and cash flows to financing activities amounted to EUR 425 million (2022: cash flows to financing activities were EUR 221 million).

The management considers positively the Group's solvency ratio (Equity / Assets), which was equal to 41.3% as at 31 December 2023.

Management considers positively the Group's liquidity indicators as at 31 December 2023 as they meet or are better than the liquidity indicators of companies operating in the same industry. The Group has the ability to use undrawn committed borrowing facilities as an instrument of liquidity risk management.

On basis of the performance, solvency and liquidity as explained above, the financial statements have been prepared on a going concern basis.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### Corporate social responsibility

The Group's sustainability activities are an integral part of the business within five clear areas: our people (employees), our customers, our supply chain, our communities and our environment. We are putting all our efforts on reconciling our sustainability policies and integrating the necessary processes and measures throughout our Group and our value chain. The Group is moving forward with the process of setting ambitious sustainability goals.

The Group bears a distinct responsibility for environmental preservation, placing a primary emphasis on adopting clean and sustainable business practices that minimize ecological footprint. Counteracting climate change through energy efficient operations, responsible waste management, and prevention of food waste are the main sustainability priorities of the Group.

Demonstrating responsibility through actions, Maxima joined the international Science Based Targets initiative in March 2023, committing to achieve the goals aligned with the Paris Climate Agreement. By setting goals, Maxima committed to specific and measurable actions to reduce greenhouse gas emissions and their environmental impact by 2030. These goals were officially validated by the global Science Based Targets initiative at the end of 2023, and Maxima officially joined the ranks of the world's most advanced companies participating in this initiative.

Maxima commits to reduce absolute scope 1 and 2 GHG emissions 42.0% by 2030 from 2021 a base year. Maxima also commits that 78.3% of its suppliers by emissions covering purchased goods and services, will have science-based targets by 2027.

Maxima work with partners in their respective countries for food donations. The total amount of food donations to Food Banks and other charity organisations increased by 82% and reached 3,727 tons in 2023. Also during 2023, Maxima directed over EUR 922 thousand in non-food donations towards other different initiatives.

Akropolis Group also attaches great importance to sustainable activities and the reduction of environmental impact. All five Akropolis centres, managed by the Group in Lithuania and in Latvia, are certified according to the requirements of the universally recognised international sustainability standard BREEAM. Certification of the shopping centres is a part of the sustainability program of Akropolis Group, which focuses on environmental protection, social environment, and corporate governance. The aim is to have all the shopping centres controlled by the Company certified as "Very good" according to the BREEAM standard by 2026.

### Information related to personnel

As at 31 December 2023 the Group had 47 106 employees (as at 31 December 2022 – 47 191).

As at 31 December 2023 key management of the Group consisted of 99 employees (as at 31 December 2022 – 108). Detailed information regarding composition of key management personnel is provided in Note 29. The Company is always trying to maintain balanced ratio of men and women on the management and (supervisory) boards as well as in other categories of employees in executive positions determined by the Company. As at 31 December 2023, 48% (as at 31 December 2022, more than 53%) of key management personnel were men and 52% (as at 31 December 2022, approximately 47%) were women. The goal for the future is to secure balanced and close to equal ratio of men and women in the key management personnel of the Group.

As at 31 December 2023 the Company had 4 employees (as at 31 December 2022 – 3 employees). As at 31 December 2023 the board of directors of the Company consisted of two natural persons. The Company is aware of the need for a balanced distribution of men and women on its board of directors. As at 31 December 2023, the board of directors consisted of one male and one female board member.

## **Private limited liability company METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### **Information concerning application of code of conduct**

The directions of the Group's responsible activities are defined by the internal Code of Business Ethics which discloses how the Group develop business relationships and adhere to standards of conduct in dealings with employees, customers, partners, suppliers, government and other authorities, and the general public.

The Group conduct the business with integrity, ethics and compliance with all legal acts.

### **Significant events after the end of the financial year**

Significant events after the end of the financial year are disclosed in Note 33 of these consolidated financial statements.

### **The Group's business plans and forecasts**

Business plans, forecasts and strategy of the Group are significantly influenced by the nature of business (retail, wholesale, production and real estate), areas of business operation (Baltic countries, Poland, Sweden, Bulgaria, Slovakia) and market shares. The Group puts effort to strengthen its current position in its markets and continues to explore different expansion opportunities.

#### *E-commerce and changing customer needs*

The Group operates multiple e-commerce channels, mostly for food and groceries as well as pharmaceuticals and other pharmacy products in Baltic countries. The Group expects to expand its position in e-commerce. Throughout the years 2023 and 2022, the Group entities focused on e-commerce development and will continue focusing on expanding its e-commerce presence in order to adapt to changing customer needs.

#### *Safety of customers and employees*

The Group complies with all health and safety requirements applicable in the countries the Group companies operate in.

#### *Staffing level*

The Group seeks to maintain the optimal level of staffing considering the expansion and structural changes in the group.

#### *Financing*

The management is considering the Group's financing facilities and future funding plans. More details are disclosed in Note 33 of these consolidated financial statements.

#### *Russia's military invasion to Ukraine*

The impact of Russia's military invasion to Ukraine on the Group activities is disclosed in Note 31 of these consolidated financial statements.

## **Private limited liability company METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### **Information about the Group's research and development activities**

The Group has no research and development activities.

Directors' report was prepared on 28 June 2024 by:

---

Jurgita Šlekytė  
Managing director A

---

Arnas Zygmantas  
Managing director B

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Consolidated Statement of Financial Position

ASSETS	Notes	31 December 2023	31 December 2022
<b>Non-current assets:</b>			
Property, plant and equipment	4	1 104 065	996 715
Right-of-use assets	5	842 627	770 859
Investment property	6	863 522	843 268
Intangible assets, excl. goodwill	7	187 070	186 859
Goodwill	8	955 330	950 011
Investments in associates	9	-	2 511
Financial assets at fair value through profit or loss	10	178 404	-
Long-term loans granted and accrued interest	11	22 893	89 831
Prepayments		15 355	16 040
Other non-current assets		744	2 505
Financial assets arising from derivative financial instruments		2 757	4 854
Net investment in lease		10 614	10 192
Deferred tax asset	18	11 532	12 669
<b>Total non-current assets</b>		<b>4 194 913</b>	<b>3 886 314</b>
<b>Current assets:</b>			
Inventories	12	658 188	627 347
Prepayments		23 804	19 770
Short-term loans granted and accrued interest	11	1 930	5 184
Prepaid income tax		14 092	7 687
Trade and other receivables	13	169 705	171 964
Contract assets	13	8 839	7 756
Other current assets	13	7 201	8 304
Cash and cash equivalents	14	755 678	831 654
<b>Total current assets</b>		<b>1 639 437</b>	<b>1 679 666</b>
<b>TOTAL ASSETS</b>		<b>5 834 350</b>	<b>5 565 980</b>

(continued on the next page)

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Consolidated Statement of Financial Position (cont.)

EQUITY AND LIABILITIES	Notes	31 December 2023	31 December 2022
<b>Equity:</b>			
Share capital	1	63 960	63 960
Share premium	1	410 943	410 943
Foreign currency translation reserve	2	(17 361)	(23 985)
Revaluation reserve	2	2 907	4 042
Cash flow hedge reserve	2	(114)	211
Retained earnings (accumulated loss)		449 260	337 659
<b>Equity attributable to equity holders of the parent</b>		<b>909 595</b>	<b>792 830</b>
<b>Non-controlling interest</b>	1, 2, 3	<b>1 501 447</b>	<b>1 462 225</b>
<b>Total equity</b>		<b>2 411 042</b>	<b>2 255 055</b>
<b>Non-current liabilities:</b>			
Borrowings from banks	15	467 126	369 277
Borrowings from related companies and accrued interest	16	24 704	19 610
Other borrowings	17	534 698	533 085
Lease liabilities	5	697 510	636 021
Deferred tax liabilities	18	138 391	127 150
Other non-current liabilities		17 941	15 982
<b>Total non-current liabilities</b>		<b>1 880 370</b>	<b>1 701 125</b>
<b>Current liabilities:</b>			
Borrowings from banks	15	115 659	137 015
Borrowings from related companies and accrued interest	16	62	3 600
Other borrowings and accrued interest	17	12 049	154 679
Lease liabilities	5	154 899	132 763
Income tax liabilities		18 122	12 915
Contract liabilities	19	20 742	18 921
Trade, other payables and current liabilities	19	1 221 405	1 149 907
<b>Total current liabilities</b>		<b>1 542 938</b>	<b>1 609 800</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>5 834 350</b>	<b>5 565 980</b>

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

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Consolidated Statement of Comprehensive Income

	Notes	2023	2022
Revenue	20	7 790 272	6 548 573
Other income		16	19 038
Cost of goods and services sold		(6 991 940)	(5 910 617)
Operating expenses	21	(412 282)	(343 106)
Other gains (losses)	22	50 327	18 518
<b>Operating profit</b>		<b>436 393</b>	<b>332 406</b>
Finance costs	23	(99 707)	(72 304)
Finance income	23	20 806	6 110
<b>Finance costs, net</b>	23	<b>(78 901)</b>	<b>(66 194)</b>
<b>Profit before income tax</b>		<b>357 492</b>	<b>266 212</b>
Income tax (expense)	24	(53 039)	(42 780)
<b>Net profit from continuing operations</b>		<b>304 453</b>	<b>223 432</b>
<b>Net profit</b>		<b>304 453</b>	<b>223 432</b>

(continued on the next page)

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Consolidated Statement of Comprehensive Income (cont.)

	Notes	2023	2022
<b>Net profit</b>			
<b>Attributable to:</b>			
Equity holders of the parent		116 279	82 629
Non-controlling interest		188 174	140 803
<b>Net profit</b>		<b>304 453</b>	<b>223 432</b>
<b>Items that may be subsequently reclassified to profit or loss</b>			
Exchange differences on translation of foreign operations		16 102	(22 946)
Net gain (loss) from cash flow hedge		-	649
		<u>16 102</u>	<u>(22 297)</u>
<b>Items that may not be subsequently reclassified to profit or loss</b>			
Reclassification from property, plant and equipment to investment property		-	(10)
		<u>-</u>	<u>(10)</u>
<b>Other comprehensive income for the year, net of tax</b>		<b>16 102</b>	<b>(22 307)</b>
<b>Total comprehensive income</b>		<b>320 555</b>	<b>201 125</b>
<b>Attributable to:</b>			
Equity holders of the parent		120 240	75 904
Non-controlling interest		200 315	125 221
<b>Total comprehensive income</b>		<b>320 555</b>	<b>201 125</b>

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

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Consolidated Statement of Changes in Equity

	Share capital	Share premium	Foreign currency translation reserve	Revaluation reserve	Cash flow hedge reserve	Retained earnings (accumulated loss)	Attributable to equity holders of the parent	Non-controlling interest	Total
<b>As at 31 December 2021</b>	<b>63 960</b>	<b>410 943</b>	<b>(17 034)</b>	<b>4 046</b>	<b>(19)</b>	<b>255 622</b>	<b>717 518</b>	<b>1 237 786</b>	<b>1 955 304</b>
Profit for the period	-	-	-	-	-	82 629	82 629	140 803	223 432
Other comprehensive income	-	-	(10 555)	(4)	230	-	(10 329)	(18 156)	(28 485)
Foreign currency translation reserve adjustment due to sold subsidiaries	-	-	3 604	-	-	-	3 604	2 574	6 178
Total comprehensive income	-	-	(6 951)	(4)	230	82 629	75 904	125 221	201 125
Transactions with owners in their capacity as owners	-	-	-	-	-	-	-	-	-
Reserve reclassification	-	-	-	-	-	-	-	-	-
Dividends to minority	-	-	-	-	-	-	-	(140 329)	(140 329)
Acquisition of entities under common control	-	-	-	-	-	-	-	239 557	239 557
Redemption of non-controlling interest	-	-	-	-	-	-	-	-	-
Acquisition of non-controlling interest	-	-	-	-	-	(592)	(592)	(10)	(602)
Total transactions with owners during period	-	-	-	-	-	(592)	(592)	99 218	98 626
<b>As at 31 December 2022</b>	<b>63 960</b>	<b>410 943</b>	<b>(23 985)</b>	<b>4 042</b>	<b>211</b>	<b>337 659</b>	<b>792 830</b>	<b>1 462 225</b>	<b>2 255 055</b>
Profit for the period	-	-	-	-	-	116 279	116 279	188 174	304 453
Other comprehensive income	-	-	5 421	(1 135)	(325)	-	3 961	12 141	16 102
Total comprehensive income	-	-	5 421	(1 135)	(325)	116 279	120 240	200 315	320 555
Transactions with owners in their capacity as owners	-	-	-	-	-	-	-	-	-
Reserve reclassification	-	-	1 203	-	-	(1 203)	-	-	-
Dividends to minority	-	-	-	-	-	-	-	(155 249)	(155 249)
Acquisition of entities under common control	-	-	-	-	-	(3 103)	(3 103)	(5 844)	(8 947)
Redemption of non-controlling interest	-	-	-	-	-	-	-	-	-
Acquisition of non-controlling interest	-	-	-	-	-	(372)	(372)	-	(372)
Total transactions with owners during period	-	-	1 203	-	-	(4 678)	(3 475)	(161 093)	(164 568)
<b>As at 31 December 2023</b>	<b>63 960</b>	<b>410 943</b>	<b>(17 361)</b>	<b>2 907</b>	<b>(114)</b>	<b>449 260</b>	<b>909 595</b>	<b>1 501 447</b>	<b>2 411 042</b>

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

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Consolidated Statement of Cash Flows

	Notes	2023	2022
<b>Cash flows from (to) operating activities</b>			
<b>Net profit</b>		<b>304 453</b>	<b>223 432</b>
<b>Adjustments for:</b>			
Depreciation, amortization and impairment of non-current assets	4, 5, 7, 8, 24	267 686	219 711
Profit from investment in associates	9	(640)	(1 007)
Net interest expenses	23	74 873	61 179
Income tax expense	24	53 039	42 780
Gain from revaluation of investment property	6, 22	(21 847)	(11 909)
Gain from revaluation of financial assets at fair value through profit or loss	10	(8 404)	-
Result of disposal of non-current assets and investments	22	(6 142)	(2 775)
Write-off of property, plant and equipment		2 239	1 880
Other eliminations		(15 302)	2 859
<b>Changes and payments representing operating activities:</b>			
Change in receivables and other current assets		(6 647)	(4 852)
Change in inventories and prepayments		(33 670)	(86 168)
Change in payables		61 443	117 370
Interest received		18 120	1 813
Income taxes paid		(40 964)	(38 458)
<b>Net cash from (to) operating activities</b>		<b>648 237</b>	<b>525 855</b>
<b>Cash flows from (to) investing activities</b>			
Acquisition of securities		(290 039)	-
Disposal of securities		122 036	-
Purchase of property, plant and equipment and intangible assets		(212 635)	(148 188)
Disposals of property, plant and equipment and intangible assets		9 888	13 242
Short term deposits (over 3 months)		-	10 000
Acquisition of other subsidiaries	27	(6 672)	(52 696)
Disposals of subsidiaries and associates	27	11 359	38 428
Loans granted		(17 697)	(60 395)
Repayments of loans granted		89 328	1 447
Dividends, other proceeds from capital		-	799
Finance lease receivables		5 572	4 575
<b>Net cash from (to) investing activities</b>		<b>(288 860)</b>	<b>(192 788)</b>

(continued on the next page)

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Consolidated Statement of Cash Flows (cont.)

	Notes	2023	2022
<b>Cash flows from (to) financing activities</b>			
Acquisition of non-controlling interest		-	-
Proceeds from borrowings		250 494	414 963
Repayments of borrowings		(302 944)	(323 815)
Lease liabilities		(126 485)	(113 672)
Interest paid on leases		(40 189)	(32 685)
Dividends paid		(155 249)	(140 329)
Interest paid on borrowings		(50 658)	(25 917)
<b>Net cash from (to) financing activities</b>		<b>(425 031)</b>	<b>(221 455)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>(65 654)</b>	<b>111 612</b>
Impact of currency exchange on cash and cash equivalents		2 274	(1 809)
<b>Cash and cash equivalents (net of overdrafts) at the beginning of the period</b>	14	<b>803 078</b>	<b>693 275</b>
<b>Cash and cash equivalents (net of overdrafts) at the end of the period</b>	14	<b>739 698</b>	<b>803 078</b>

Significant non-cash transactions are disclosed in Note 26.

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

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

# Notes to the consolidated financial statements

## 1. General information

Private limited liability company METODIKA B.V. (hereafter – the Company) is a private limited liability company registered in The Netherlands. The Company's registered address is Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands. The Company was registered on 27 September 2013.

As at 31 December 2023 and 2022 the Group consisted of the Company and its directly and indirectly controlled subsidiaries. As at 31 December 2023 and 2022 the Company directly controlled 53.13% shares of ENTARAS, UAB and PATRIA HOLDINGS, UAB and 58.33% of shares of NDX Group, UAB.

Indirectly the Company controlled subsidiaries which are shown below. The Company is the ultimate parent company of the Group. The Company is a holding company, which main activity is the management of the investments. In 2023 and 2022 the principal business activities of the Group were retail trade of consumer goods and services, retail trade and wholesale of pharmaceuticals, retail trade and wholesale of building materials and household goods, real estate operations, catering restaurants, pizzerias and cafes, manufacturing and wholesale of food products.

Principal directly and indirectly controlled subsidiaries as at 31 December 2023 and 2022 were as follows:

Name of the company	Principal activity	31 December	
		2023	2022
<b>ENTARAS, UAB</b>	<b>Holding company – Investment management</b>	<b>53.1%</b>	<b>53.1%</b>
UAB "Vilniaus prekyba"	Holding company – Investment management, consulting services	33.3%	33.3%
Group of Maxima	Retail	100.0%	100.0%
Group of Euroapothecca	Pharmacies and pharmaceutical wholesale	100.0%	100.0%
Group of ERMI	Retail and wholesale trade (consumables and construction materials)	100.0%	100.0%
Group of Akropolis	Rent of real estate	100.0%	100.0%
Group of DELANO	Catering restaurants, pizzerias and cafes	100.0%	0.0%
<b>PATRIA HOLDINGS, UAB</b>	<b>Holding company – Investment management</b>	<b>53.1%</b>	<b>53.1%</b>
UAB "Vilniaus prekyba"	Holding company – Investment management, consulting services	33.3%	33.3%
Group of Maxima	Retail	100.0%	100.0%
Group of Euroapothecca	Pharmacies and pharmaceutical wholesale	100.0%	100.0%
Group of ERMI	Retail and wholesale trade (consumables and construction materials)	100.0%	100.0%
Group of Akropolis	Rent of real estate	100.0%	100.0%
Group of DELANO	Catering restaurants, pizzerias and cafes	100.0%	0.0%
<b>NDX Group, UAB</b>	<b>Holding company – Investment management</b>	<b>58.3%</b>	<b>58.3%</b>
Group of NDX	Production and sale of food and rent of commercial real estate	100.0%	100.0%

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

Directly and indirectly controlled subsidiaries of UAB "Vilniaus prekyba" as at 31 December 2023 and 2022 were as follows:

Name	Country and city	% held on 31 December		Activities
		2023	2022	
MAXIMA GRUPĖ, UAB	Lithuania, Vilnius	100%	100%	Holding
FRANMAX, UAB	Lithuania, Vilnius	100%	100%	Provision of IT development, support and data control services
MAXIMA International Sourcing, UAB	Lithuania, Vilnius	100%	100%	International Sourcing
MAXIMA LT, UAB*	Lithuania, Vilnius	96.5%	96.5%	Retail in food and consumables
MAXIMA Latvija, SIA	Latvia, Riga	100%	100%	Retail in food and consumables
MAXIMA Eesti OÜ	Estonia, Tallinn	100%	100%	Retail in food and consumables
MAXIMA BULGARIA EOOD	Bulgaria, Sofia	100%	100%	Retail in food and consumables, e-commerce
RADAS, UAB	Lithuania, Vilnius	100%	100%	Holding
PATRIKA, SIA	Latvia, Riga	100%	100%	E-trade
Barbora, UAB	Lithuania, Vilnius	100%	100%	E-trade
SANTORINIS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
MILOSAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
LEMNAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
FOLEGANDRA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
SKOPELAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
TERCEIRA, UAB	Lithuania, Vilnius	-	100%	Real estate management
OLERONAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
BORNHOLMAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
AMAGERAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
ORUSTAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
MONSERATAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
GRENADINAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
ANEGADA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
LARGAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
TRINIDADAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
SUMATERA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
LOMBOKAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
MODURA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
SULAVESIS, UAB	Lithuania, Vilnius	-	100%	Real estate management
SELATANAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
CEILONAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
JAMDENA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
SUMBA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
TENGARA, UAB	Lithuania, Vilnius	-	100%	Real estate management
SERAMAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
VATUBELA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
GOTLANDAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
MENORKA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
FORMENTERA, UAB	Lithuania, Vilnius	-	100%	Real estate management
LAMPEDUSA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
MARSALA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
LIPARIS, UAB	Lithuania, Vilnius	-	100%	Real estate management
PROKIDA, UAB	Lithuania, Vilnius	-	100%	Real estate management
LERAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
EDISTAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
GOZAS, UAB	Lithuania, Vilnius	-	100%	Real estate management
KEPIMO TECHNOLOGIJA, UAB	Lithuania, Vilnius	-	100%	Real estate management
G-26, UAB	Lithuania, Vilnius	-	100%	Real estate management

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

PASTORALIS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
LABARUM, UAB	Lithuania, Vilnius	100%	100%	Real estate management
MELLA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
NOTITIA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
INVIDENTUS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
LANIGERA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
DIVERTA, UAB	Lithuania, Vilnius	100%	100%	Real estate management
VELVETA, UAB	Lithuania, Vilnius	-	100%	Real estate management
MALPENSA, UAB	Lithuania, Vilnius	-	100%	Real estate management
LATER, UAB	Lithuania, Vilnius	100%	100%	Real estate management
SKANDA, UAB	Lithuania, Vilnius	-	100%	Real estate management
VOLENTIS, UAB	Lithuania, Vilnius	100%	100%	Real estate management
LORKA, UAB	Lithuania, Vilnius	-	100%	No significant activities
BIRULIŠKIŲ GAMA, UAB	Lithuania, Vilnius	100%	100%	No significant activities
"MAXIMA", UAB	Lithuania, Vilnius	100%	100%	No significant activities
Ekspresa, UAB	Lithuania, Vilnius	100%	100%	No significant activities
TINEO, SIA	Latvia, Ķekavas pagasts, Ķekavas novads	100%	100%	No activity
Dārzkopības 19, SIA	Latvia, Riga	100%	100%	Real estate management
KORBELA, SIA	Latvia, Riga	100%	100%	Real estate management
LEVANDER, SIA	Latvia, Riga	100%	100%	Real estate management
GRAJA, SIA	Latvia, Riga	100%	100%	Real estate management
GROMUS, SIA	Latvia, Riga	100%	100%	Real estate management
SALTORA, SIA	Latvia, Riga	100%	100%	Real estate management
PAVOS, SIA	Latvia, Riga	100%	100%	Real estate management
ACCIPITER, SIA	Latvia, Riga	100%	100%	Real estate management
SEGINUS, SIA	Latvia, Riga	100%	100%	Real estate management
CRATER, SIA	Latvia, Riga	100%	100%	Real estate management
ARCTURUS, SIA	Latvia, Riga	100%	100%	Real estate management
Skandi Krasts, SIA	Latvia, Riga	100%	100%	Real estate management
Tirdzniecības centrs "Mūkusalā", SIA	Latvia, Riga	100%	100%	Real estate management
MS investīcijas, SIA	Latvia, Riga	100%	100%	Real estate management
NIOLO, SIA	Latvia, Riga	100%	100%	Real estate management
Mentona, SIA	Latvia, Riga	100%	100%	Real estate management
SUPERSA OÜ	Estonia, Tallinn	100%	100%	E-trade
RE Tegevus OÜ	Estonia, Tallinn	100%	100%	Real estate management
ALLEGRITOS OÜ	Estonia, Tallinn	100%	100%	Real estate management
VOLTERRINA OÜ	Estonia, Tallinn	100%	100%	Real estate management
NOBELA PROPERTIES OÜ	Estonia, Tallinn	100%	100%	Real estate management
NODA PROPERTIES OÜ	Estonia, Tallinn	100%	100%	Real estate management
TESTAMA PROPERTIES OÜ	Estonia, Tallinn	100%	100%	Real estate management
BELLSTAR PROPERTIES OÜ	Estonia, Tallinn	100%	100%	Real estate management
Tahita Properties OÜ	Estonia, Tallinn	100%	100%	Real estate management
Arensburg Properties OÜ	Estonia, Tallinn	100%	100%	Real estate management.
SMUULI KVP OÜ	Estonia, Tallinn	100%	100%	Real estate management
DEVELOPER BULGARIA EOOD	Bulgaria, Sofia	100%	100%	Real estate management
DC BG EOOD	Bulgaria, Sofia	100%	100%	Real estate management
MA Bulgaria EOOD	Bulgaria, Sofia	100%	100%	Real estate management.
MMS PROJECTS EOOD	Bulgaria, Sofia	100%	100%	Real estate management
Grena Sp. z o.o.	Poland, Lublin	100%	100%	Real estate management
Manito Sp. z o.o.	Poland, Lublin	100%	100%	Real estate management
Bingo Sp. z o.o.	Poland, Mielec	100%	100%	Real estate management
MN Polska Sp. z o.o.	Poland, Lublin	100%	100%	Real estate management

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

KORTONA Sp. z o.o.	Poland, Lublin	100%	100%	Real estate management
AWELINO Sp. z o.o.	Poland, Lublin	100%	100%	Real estate management
Emperia Holding Sp. z o.o.	Poland, Warsaw	100%	100%	Holding and real estate management
Stokrotka Sp. z o.o.	Poland, Lublin	100%	100%	Retail in food and consumables, e-commerce
SANO MARKETING Sp. z o.o.	Poland, Koszalin	100%	100%	Real estate management
Elpro Development Sp. z o.o.	Poland, Warsaw	100%	100%	Real estate management
Barbora Polska Sp. Z o.o.	Lublin, Poland	100%	100%	E-trade
AKROPOLIS GROUP, UAB	Lithuania, Vilnius	100%	100%	Holding, real estate management and development
AKROPOLIS REAL ESTATE B.V.	The Netherlands, Amsterdam	100%	100%	Holding, real estate management and development
TAIKOS TURTAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management and development
AIDO TURTAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management and development
Vingio turtas, UAB	Lithuania, Vilnius	100%	100%	Real estate management and development
BIRULIŠKIŲ TURTAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management and development
NARVA KVP OÜ	Estonia, Tallinn	100%	100%	Real estate management and development
Akropole Riga, SIA	Latvia, Riga	100%	100%	Real estate management and development
M257, SIA	Latvia, Riga	100%	100%	Real estate management and development
OZO TURTAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management and development
NM PROJEKTAS, UAB	Lithuania, Vilnius	100%	100%	Real estate management and development
Delta property, SIA	Latvia, Riga	100%	100%	Real estate management and development
EUROAPOTHECA, UAB	Lithuania, Vilnius	100%	100%	Holding
SIROMED PHARMA, UAB	Lithuania, Vilnius	100%	100%	Wholesale trade of pharmaceuticals and other products
AZETA GROUP, UAB	Lithuania, Vilnius	-	100%	Under liquidation
AZETA, UAB	Lithuania, Vilnius	100%	100%	Holding
AZETA VAISTINĖ, UAB	Lithuania, Vilnius	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
EVRC, UAB	Lithuania, Vilnius	100%	100%	Marketing services
EUROVAISTINĖ, UAB	Lithuania, Vilnius	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
EVD, UAB	Lithuania, Vilnius	100%	100%	Wholesale trade of pharmaceuticals and other products
Vaistų realizacijos centras, UAB	Lithuania, Vilnius	100%	100%	Holding
EUROAPTIEKA, SIA	Latvia, Riga	100%	100%	Wholesale trade of pharmaceuticals and other products
EUROAPTIEKA FARMACIJA, SIA	Latvia, Riga	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
DALMA LJ, SIA	Latvia, Riga	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
KADIĶOGA, SIA	Latvia, Riga	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
ASJ, SIA	Latvia, Riga	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
RAES, SIA	Latvia, Riga	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
AZETA, SIA	Latvia, Riga	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
IVINA, SIA	Latvia, Riga	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
Baltfarma OÜ	Estonia, Tallinn	100%	100%	Wholesale trade of pharmaceuticals and other products
EUROAPTEEK HOLDING OÜ	Estonia, Tallinn	100%	100%	Holding
AZETA OÜ	Estonia, Tallinn	100%	100%	Marketing services
EUROAPTEEK OÜ	Estonia, Tallinn	100%	100%	Franchise services
Pharma FinCo OÜ	Estonia, Tallinn	100%	100%	Financing services
EURO SOLUTION, UAB	Lithuania, Vilnius	100%	100%	Holding
ETOPOL, UAB	Lithuania, Vilnius	100%	100%	Holding
Monovita, UAB	Lithuania, Vilnius	-	100%	Under liquidation
EVDS, UAB (former Senjorų vaistinė, UAB)	Lithuania, Vilnius	-	100%	No activity
Euroapotheca Holding SWE AB	Sweden, Stockholm	100%	100%	Holding
Apotekgruppen i Sverige Holding AB	Sweden, Stockholm	50%	50%	Holding

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

Apoteksgruppen i Sverige AB	Sweden, Stockholm	50%	50%	Holding
Apoteksgruppen Detaljist AB	Sweden, Stockholm	50%	50%	Retail sale of pharmaceuticals and other pharmacy products
Azeta Pharma AB	Sweden, Stockholm	100%	100%	Retail sale of pharmaceuticals and other pharmacy products
Swedish Pharmacy Holding AB	Sweden, Stockholm	50%	50%	Holding
Kronans Apotek AB	Sweden, Stockholm	50%	50%	Retail sale of pharmaceuticals and other pharmacy products
Sveikatos labdaros ir paramos fondas	Lithuania, Vilnius	100%	100%	Fund
ERMI GROUP, UAB	Lithuania, Vilnius	100%	100%	Holding
ERMI OÜ	Estonia, Tallinn	100%	100%	Holding
BAUHOF GROUP AS	Estonia, Tallinn	100%	100%	Do-it-yourself (DIY)
Link Properties, UAB	Lithuania, Vilnius	100%	100%	Real estate management and development
Ermitažas, UAB	Lithuania, Vilnius	100%	100%	Do-it-yourself (DIY)
Trobos, UAB	Lithuania, Vilnius	100%	100%	E-trade
Sollo, UAB	Lithuania, Vilnius	85%	85%	Payment institution
Sollo LV, SIA	Latvia, Riga	85%	85%	Payment institution
Delano, UAB	Lithuania, Vilnius	100%	-	Food, catering, restaurants
F3 Group, UAB	Lithuania, Vilnius	100%	-	Food, catering, restaurants

\*Maxima LT owns 3.50% of its own shares

Directly and indirectly controlled subsidiaries of NDX Group, UAB as at 31 December 2023 and 2022 were as follows:

Subsidiary/ Associate company	Country and city	% on 31 December		Activities
		2023	2022	
NDX, UAB	Lithuania, Vilnius	100%	100%	Holding
NOVOFRUCT SK, s.r.o.	Slovakia, Nove Zamky	100%	100%	Manufacturing of human food
ARTETA Sp. z o.o.	Poland, Warsaw	100%	100%	Development of branded human food and its distribution
ARTETA S.r.o.	Slovakia, Nove Zamky	100%	-	No activity
Mispol Group Consulting Sp. z o.o.	Poland, Bialystok	100%	100%	Holding
Bassatil Investments Sp. z o.o.	Poland, Warsaw	100%	100%	No activity
G.L.G. projektai, UAB	Lithuania, Vilnius	51%	51%	Real estate management
EECP Retail Properties II, UAB	Lithuania, Vilnius	51%	51%	Real estate management
EECP Retail Properties III, UAB	Lithuania, Vilnius	51%	51%	Real estate management
Basanavičiaus PC, UAB	Lithuania, Vilnius	51%	51%	Real estate management
PC "Vilnelė", UAB	Lithuania, Vilnius	51%	51%	Real estate management
Leita, UAB	Lithuania, Vilnius	51%	51%	Real estate management
Karilė, UAB	Lithuania, Vilnius	51%	51%	Real estate management
MISPOL FOOD Sp. z o.o.	Poland, Suwalki	-	100%	Under liquidation
Liepų projektai, UAB	Lithuania, Vilnius	100%	100%	Real estate management and development
EUROCASH1, UAB	Lithuania, Vilnius	-	49.95%	Money collection and physical protection
EUROCASH1 SIA	Latvia, Riga	-	49.95%	Money collection and physical protection
EUROCASH1 LV SIA	Latvia, Riga	-	49.95%	Money collection and physical protection
CHS INVESTMENT GROUP, UAB	Lithuania, Vilnius	-	49.95%	Holding
EUROCASH1 Estonia OÜ	Estonia, Tallinn	-	49.95%	Money collection and physical protection

The share capital of the Company is EUR 63 960 thousand and the share premium is EUR 410 493 thousand. The share capital of the Company is comprised of 1 000 A Class Shares amounting to EUR 10 thousand and 6 395 000 B Class Shares amounting to the remaining amount of the share capital. The nominal value of each share is EUR 10 each. All shares are fully paid. The Company neither has nor had its own shares acquired.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

The Company's Articles of Association define 3 classes of shares:

- A Class shares are the non-profit sharing shares which:
  - i) entitle a holder to attend the shareholder's meetings;
  - ii) entitle a holder to cast one vote for each share in a general meeting;
  - iii) shall not give a right to receive dividends and other distributions and the assets of the Company upon its liquidation;
  - iv) shall not be pledged.
  
- B and C Class shares are the non-voting shares which:
  - i) entitle a holder to attend the shareholder's meetings;
  - ii) shall give a holder the right to receive dividends and other distributions;
  - iii) entitle a holder to the assets of the Company upon its liquidation.

As at 31 December 2023 and 2022 no C class shares were issued.

The foundation Stichting Trivialis (the Netherlands) is the holder of the A Class shares and natural person, Mr. Nerijus Numa, solely holds B Class shares in the capital of the Company. The Group's ultimate controlling party is Mr. Nerijus Numa.

The holder of A class shares has a statutory right to approve or disapprove these financial statements and require a new set of financial statements to be prepared by the management.

As at 31 December 2023 and 2022 the Group had 47 106 and 47 191 employees, respectively. As at 31 December 2023, the Group had 30 420 store employees, 6 152 pharmacies employees, 3 641 administration employees, 3 547 logistics & warehouse employees, 2 114 production employees, 1 054 employees working in E-commerce operations and 178 IT employees.

As at 31 December 2023 and 2022 the number of the Group employees working outside of the Netherlands was 47 101 and 47 187, respectively.

## 2. Material accounting policies

### Statement of compliance

The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU and with the requirements of Title 9 book 2 of the Dutch civil Code.

### Basis of preparation of the financial statements

The financial statements have been prepared on the historical cost basis, unless otherwise stated. The financial statements have been prepared on a going concern basis. For further details on the financial risk management and capital management of the Group, refer to Note 28 and Note 30 of these financial statements.

### Presentation currency

These financial statements are presented in euro (hereafter – EUR), which is the functional and presentation currency of the Company.

### Adoption of new and/or revised IFRSs and Interpretations of the International Financial Reporting Interpretations Committee (IFRIC)

The Group adopted the following new IFRSs and/or amendments:

- **Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting policies** (issued on 12 February 2021 and effective for annual periods beginning on or after 1 January 2023).

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

IAS 1 was amended to require companies to disclose their material accounting policy information rather than their significant accounting policies. The amendment provided the definition of material accounting policy information. The amendment also clarified that accounting policy information is expected to be material if, without it, the users of the financial statements would be unable to understand other material information in the financial statements. The amendment provided illustrative examples of accounting policy information that is likely to be considered material to the entity's financial statements. Further, the amendment to IAS 1 clarified that immaterial accounting policy information need not be disclosed. However, if it is disclosed, it should not obscure material accounting policy information. To support this amendment, IFRS Practice Statement 2, 'Making Materiality Judgements' was also amended to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

The Group reviewed the previous year accounting policies and disclosed only material accounting policies in the consolidated financial statements. Some accounting policies were removed as the information was considered immaterial and irrelevant for understanding of the Group's accounting for the specific transactions or events. Certain accounting policies were revised and abridged to remove general IFRS information that did not contain any Group-specific information, i.e. where the accounting policies were chosen from a set of alternatives under IFRS.

- **Amendments to IAS 8: Definition of Accounting Estimates (issued on 12 February 2021 and effective for annual periods beginning on or after 1 January 2023).**

The amendment to IAS 8 clarified how companies should distinguish changes in accounting policies from changes in accounting estimates.

The Group believes the amendments have no significant impact on the consolidated financial statements.

- **Deferred tax related to assets and liabilities arising from a single transaction – Amendments to IAS 12 (issued on 7 May 2021 and effective for annual periods beginning on or after 1 January 2023).**

The amendments to IAS 12 specify how to account for deferred tax on transactions such as leases and decommissioning obligations. In specified circumstances, entities are exempt from recognising deferred tax when they recognise assets or liabilities for the first time. Previously, there had been some uncertainty about whether the exemption applied to transactions such as leases and decommissioning obligations – transactions for which both an asset and a liability are recognised. The amendments clarify that the exemption does not apply and that entities are required to recognise deferred tax on such transactions. 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.

The Group's accounting policy for deferred income tax is in line with the amendment requirements. The Group currently recognises deferred income tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.

- **Amendments to IAS 12 Income taxes: International Tax Reform – Pillar Two Model Rules (issued 23 May 2023).**

In May 2023, the IASB issued narrow-scope amendments to IAS 12, 'Income Taxes'. This amendment was introduced in response to the imminent implementation of the Pillar Two model rules released by the Organisation for Economic Co-operation and Development's (OECD) as a result of international tax reform. The amendments provide a temporary exception from the requirement to recognise and disclose deferred taxes arising from enacted or substantively enacted tax law that implements the Pillar Two model rules. In accordance with IASB effective date, the

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

companies may apply the exception immediately, but disclosure requirements are required for annual periods commencing on or after 1 January 2023.

The Group applied the exception from the requirement to recognise deferred tax assets and liabilities arising from implementation of the Pillar Two tax reform, as permitted under amendments to IAS 12 issued in May 2023, and accordingly, the amendments had no impact on the consolidated financial statements for the financial year ended 31 December 2023.

The Group is expected to be in the scope of the legislation and is in the process of assessing its exposure to the Pillar Two legislation for the periods when it comes into effect. Due to the complexities in applying the legislation and calculating the Global Anti-Base Erosion Rules (GloBE) income, the quantitative impact of the enacted or substantively enacted legislation is not yet reasonably estimable. Therefore, even for those entities with an effective tax rate of 15%, there might still be Pillar Two tax implications. The Group is currently engaged with the tax experts assisting it with the application of the legislation as from 1 January 2024. The tax rates applied in jurisdictions where the Group carries out significant operations are disclosed in *Material accounting policies* under section *Taxes*.

There are several other amendments that apply for the first time in 2023, but they have no impact on the Group's financial statements for the year ended 31 December 2023.

### **IFRSs, amendments and interpretations that have been issued, but not yet effective**

- **Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements (Issued on 25 May 2023).**

In response to concerns of the users of financial statements about inadequate or misleading disclosure of financing arrangements, in May 2023, the IASB issued amendments to IAS 7 and IFRS 7 to require disclosure about entity's supplier finance arrangements (SFAs). These amendments require the disclosures of the entity's supplier finance arrangements that would enable the users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows and on the entity's exposure to liquidity risk. The purpose of the additional disclosure requirements is to enhance the transparency of the supplier finance arrangements. The amendments do not affect recognition or measurement principles but only disclosure requirements.

The new disclosure requirements will be effective for the annual reporting periods beginning on or after 1 January 2024. The Group is currently assessing the impact of the amendments on its financial statements.

- **Classification of liabilities as current or non-current, deferral of effective date – Amendments to IAS 1 (originally issued on 23 January 2020 and subsequently amended on 15 July 2020 and 31 October 2022, ultimately effective for annual periods beginning on or after 1 January 2024).**

These amendments clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Liabilities are non-current if the entity has a substantive right, at the end of the reporting period, to defer settlement for at least twelve months. The guidance no longer requires such a right to be unconditional. The October 2022 amendment established that loan covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Management's expectations whether they will subsequently exercise the right to defer settlement do not affect classification of liabilities. The right to defer only exists if the entity complies with any relevant conditions as of the end of the reporting period. A liability is classified as current if a condition is breached at or before the reporting date even if a waiver of that condition is obtained from the lender after the end of the reporting period. Conversely, a loan is classified as non-current if a loan covenant is breached only after the reporting date. In addition, the amendments include clarifying the classification

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

requirements for debt a company might settle by converting it into equity. 'Settlement' is defined as the extinguishment of a liability with cash, other resources embodying economic benefits or an entity's own equity instruments. There is an exception for convertible instruments that might be converted into equity, but only for those instruments where the conversion option is classified as an equity instrument as a separate component of a compound financial instrument. The Group is currently assessing the impact of the amendments on its financial statements.

### Other standards

**Other newly issued standards, amendments and interpretations effective for annual periods beginning on or after 1 January 2024 were not adopted when preparing the consolidated financial statements. Those standards, amendments and interpretations are not expected to have a significant impact on the Group in the current or future reporting periods and on its transactions in the foreseeable future.**

### Consolidation

The consolidated financial statements incorporate the financial statements of the Company and subsidiaries controlled by the Company. Subsidiaries are all entities over which the Group has control. The Group controls an entity when 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 over 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. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group ceases control over a subsidiary, it:

- derecognises the assets (including goodwill) and liabilities of the subsidiary;
- derecognises the carrying amount of any non-controlling interest;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss;
- reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

Investments in associates, over which Group has significant influence but not control, are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss and other equity items of the investee after the date of acquisition.

### Business combinations involving entities not under common control and goodwill

Business combinations (other than those involving entities under common control) are accounted for using the acquisition method as included in IFRS 3 'Business combinations'.

The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred by the acquirer to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability, resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

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

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest over the fair value of identifiable assets acquired and liabilities assumed.

If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised through profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (hereafter – CGU) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

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

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

### **Business combinations involving entities under common control**

IFRS 3 'Business combinations' is not applied to business combinations involving entities under common control, therefore, for the purpose of these financial statements business combinations involving entities under common control were accounted for using the pooling of interest method. The application of this method in practice consists of the following procedures:

- the assets and liabilities of the entities in business combination are stated at their carrying amounts equal to those reported in the consolidated financial statements of the previous ultimate parent company;
- no newly arising goodwill is recognised on business combination;
- any differences between consideration paid and the carrying amount of net assets acquired as at the date of acquisition is recognised directly in equity within retained earnings;
- consolidated financial statements incorporate the acquired entities' results and statement of financial position prospectively from the date on which the business combination between entities under common control occurred.

### **Revenue Recognition**

#### Revenue from contracts with customers

##### *Retail revenue*

Revenue from contracts with customers is recognised when control of the services or goods are transferred to a customer and at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services or goods. Payment of the transaction price is due immediately when the customer purchases the goods. The Group has concluded that it acts as a principal in its revenue arrangements, because it controls the goods or services before transferring them to a customer.

Revenue from online sales is recognised upon delivery of goods, i.e. upon transfer of control of goods to a customer. Online customers pay either at the time of order of goods online using the electronic means of payment

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

or at the time of delivery of goods in cash or by using bank cards. Contract liability is recognised for the payments received before goods are delivered to the customer.

Revenue from sales of gift cards is recognised when a gift card is redeemed by a retail customer or expires, whichever event occurs earlier. The client pays for the gift card at the time of purchase of gift card. A contract liability for the sold gift cards is recognised at the time of the sale transaction.

The Group operates a loyalty programme, which allows customers to accumulate points when they purchase products in the Group's retail stores and online. The points can be redeemed for payment of part of next purchase. A contract liability for the loyalty points is recognised at the time of the sale under contract liabilities. Revenue is recognised when the points are redeemed or expire, whichever event occurs earlier.

Retail revenue is recognised at a point in time.

### *Service charge income*

Service charge income is recognised when control of the services or goods is transferred to a customer and at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services or goods. The Group acts as a principal because: the Group controls the specified goods or services before they are transferred to a customer; the Group is primarily responsible for providing the specified services and is exposed to non-performance risk; the Group has discretion, direct or indirect, in establishing the prices for the specified goods or services.

The Group's management has also concluded that generally the Group transfers control of services to a customer over time and, therefore, satisfies a performance obligation and recognises revenue over time, because the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs under a contract. Such revenue is recognised by measuring progress towards complete satisfaction of that performance obligation or by directly measuring the value of services transferred to a customer to date.

### *Commission income*

For certain products and services, e.g. lottery tickets, resale of utility services to tenants, collection of payments for utilities on behalf of utility service providers from retail customers, etc., the Group acts as an agent and recognises commission income in its revenue when the related goods are sold in retail stores. In cases where the Group acts as a principal, such revenue is recognised when control of services has been transferred to the customer, and at the amount that the Group expects to receive in exchange for the services. At this time the consideration is unconditional because only the passage of time is required before the payment is due. Commission income is recognised as revenue at a point in time.

### *Wholesale revenue*

The Group sells goods to franchisees and other retailers. Revenue is recognised when control of the sold goods has been transferred to the client in accordance with the terms of delivery. 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. Wholesale revenue is recognised at a point in time.

### *Trade receivables*

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

### *Contract assets*

A contract asset is the right to consideration in exchange for goods or services transferred to a customer. If the Group fulfils its obligations by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the conditional earned consideration.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### *Contract liability – advance amounts received*

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group performs under the contract.

### *Customer loyalty programs*

The Group operates a loyalty programme which allows customers to accumulate points when they purchase products in the Group's retail stores and pharmacies. The points can then be redeemed for part of product during the next purchase. Consideration received is allocated between the fair value of the product price and the loyalty points. The fair value of the loyalty points, determined by applying statistical analysis, is recognised as revenue when the points are redeemed.

### Other income:

Dividend income is recognised when the shareholders' rights to receive payment have been established.

Gain or loss on disposal of investments is recognised at the time when it occurs.

Interest income is recognised using the effective interest method that accurately discounts expected monetary payments or income through financial instruments within their useful lives to their net balance value of a financial asset or liability. These amounts are included in finance income or costs in the statement of comprehensive income.

### **Expense Recognition**

Expenses are recognised on the accrual basis in the reporting period when incurred.

Cost of goods and services sold includes cost of goods and services sold net of supplier discounts, and all other costs directly attributable to sale of goods and services, including warehousing, logistics and retail operations costs.

The Group's cost of sales can be sub-divided into: the cost of goods sold (accounting for approximately 82% of the total cost of sales for the year ended 31 December 2023; 2022: approximately 81%), employee remuneration costs (accounting for approximately 10% of the total cost of sales for the year ended 31 December 2023; 2022: approximately 10%) and other costs including expenses relating to logistics, store rent, utilities, depreciation and amortisation and repair and maintenance (accounting for approximately 8% of the total cost of sales for the year ended 31 December 2023; 2022: approximately 9%). Operating expenses include all costs not directly attributable to sale of goods and services.

Costs related to other operating income is included in operating expenses.

### **Leases**

Determining of whether a contract is a lease is based on the substance of the arrangement at the inception of the lease. It is considered whether the contract (or its individual clauses) is related to use of specific asset and whether the contract conveys the right to use the asset for a period of time in exchange for consideration.

### **Where the Group acts as a lessor**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Operating lease payments are recognised as lease income on a straight-line basis over the lease term in the statement of comprehensive income.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### *Sublease*

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the classification of a sublease as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease. When subleases are classified as finance leases the Group derecognises the right-of-use asset relating to the head lease that it transfers to the sublessee and presents the net investment in the sublease under *Current amounts receivable within 12 months* and *Non-current amounts receivable and prepayments* in the statement of financial position. During the term of the sublease, the Group recognises finance income from sublease based on pattern reflecting a constant periodic rate of return on the net investment in the sublease.

For subleases classified as operating lease, the Group recognises rental income on a straight-line basis over the lease term.

### **Where the Group acts as a lessee**

As a lessee the Group recognises a right-of-use asset, representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments.

### *Right-of-use assets*

The Group recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Recognised right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful life and the lease term. The right-of-use assets are subject to impairment, for more details see section Impairment of non-financial assets.

### *Lease liabilities*

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period when they occur.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in future lease payments resulting from a change in an index or interest rate; if there is a change in the Group's assessment of an option to purchase the underlying asset, to extend or terminate the lease. The amount of the remeasurement of the lease liability is recognised as an adjustment to the carrying amount of right-of-use asset. However, if the carrying amount of the right-of-use asset is reduced to zero, any remaining amount of the remeasurement is recognised in profit or loss.

### *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases, which have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office and other equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### Government grants

Government grants are recognised when there is a reasonable assurance that the grant will be received and all the conditions attached to the grant will be fulfilled. Grants related to expenses are recognised in the statement of comprehensive income on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grant is intended to compensate. The amount of such grants is deducted from the related expenses.

### Foreign Currency

The functional currency of each of the Group's consolidated entities is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is euro (hereinafter – EUR) as well as the functional currency of the Company's main subsidiaries located in Lithuania, Latvia and Estonia, as well as the presentation currency of the Group's consolidated financial statements is the euro (EUR).

Transactions denominated in foreign currencies are translated into functional currency at the official European Central Bank exchange rate on the date of the transaction, which approximates the prevailing market rates. At each date of statement of financial position, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the date of statement of financial position. Exchange differences arising on transactions in foreign currencies are recognised in profit or loss when incurred. Gains and losses resulting from the translation of monetary assets or liabilities denominated in foreign currencies are recognised in profit or loss for the period.

Gains and losses resulting from the translation of monetary assets or liabilities denominated in foreign currencies are recognised in profit/loss for the period.

On consolidation, the assets and liabilities of the Group's foreign operations are translated into EUR at the exchange rates prevailing at the date of statement of financial position. Income and expense items are translated at the average exchange rates for the period. Currency translation differences, if any, are recognised as a foreign exchange effect in other comprehensive income. Such currency translation differences are recognised as profit or loss in the period in which the foreign operation is disposed of.

Fair value adjustments and goodwill arising on the acquisition of a foreign entity are treated as assets and liabilities of the acquired entity and translated at the reporting rate.

For the purpose of the consolidated financial statements, the following exchange rates for basic currencies were used:

	At 31 December 2023	At 31 December 2022	2023 average	2022 average
PLN	0.2304	0.2136	0.2201	0.2134
BGN	0.5113	0.5113	0.5113	0.5113
SEK	0.0901	0.0899	0.0872	0.0941

### Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (which necessarily takes a substantial period of time to get ready for its intended use), are added the cost of such assets. Borrowing costs that are not related to the acquisition, construction or production of a qualifying asset, are recognised as expenses in the statement of comprehensive income.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

### Taxation

Income tax expenses represent the sum of the current income tax expense and deferred tax expense.

Current year income tax expense is calculated based on current period's profit as adjusted by items of income/expenses non-taxable/non-deductible in determination of taxable profit. The liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date. Group companies are taxed individually, irrespective of the overall group results. Income tax expense in these financial statements is based on management's estimates in accordance with relevant tax laws applicable in the Netherlands, Lithuania, Latvia, Estonia, Poland, Bulgaria, Sweden and Slovak Republic.

In 2023 the Netherlands corporate income tax rate is 19% (15% in 2022) for the taxable amounts up to and including EUR 200 000 (EUR 395 000 in 2022) and 25.8% for the taxable amounts above the first income bracket. In 2023 the standard income tax rate applied in the Republic of Lithuania was 15% (in 2022 – 15%). Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. Standard income tax rates in foreign countries are as follows:

	<b>2023</b>	<b>2022</b>
Latvia*	20/80	20/80
Estonia*	20/80 (14/86 for regular profit distribution amount)	20/80 (14/86 for regular profit distribution amount)
Poland	19%	19%
Bulgaria	10%	10%
Sweden	21.4%	21.4%
Slovak Republic	21%	21%

\* The taxation of income of subsidiaries operating in Estonia and Latvia is delayed until the moment of earnings distribution, i.e. until the moment of payment of dividends.

In Lithuania tax losses can be carried forward indefinitely, except for the losses incurred as a result of securities and (or) derivative financial instruments. Such a transfer is terminated when a Group's company discontinues its operations, which led to these losses, except when the Group's company discontinues its operations for reasons beyond its control. Losses from securities and (or) derivative financial instruments can be carried forward for five years and be utilized only by the same kind of business profits. From 1 January 2014 no more than 70% of current tax year taxable income can be covered with transferable tax losses.

In Sweden tax losses can be carried forward indefinitely, in the Netherlands – for 6 years, in Poland and Bulgaria – 5 years.

In Slovak Republic accumulated tax losses can be carried forward for 5 years.

Taxation of income of subsidiaries operating in Latvia and Estonia is delayed until the moment of earnings distribution, i.e. until the moment of payment of dividends.

Deferred tax is accounted for using the balance sheet liability method. Deferred tax assets and liabilities are recognised for the purpose of future taxes determined as differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits of future periods will be available to allow all or part of that deferred tax asset to be utilised.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is expected to be realized. Deferred tax is charged or credited in the statement of comprehensive income.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Tax authorities in Lithuania have a right to inspect the Group's accounting books and records at any time during 5 years in a row after the current tax year and assess additional taxes or fines. Similar principles are applied in other countries as well. The Group's management is not aware of any circumstances that might result in a potential material liability in this respect.

### Property, Plant and Equipment

Property, plant and equipment are stated at acquisition cost less accumulated depreciation and accumulated impairment losses. Depreciation is charged so as to write-off the cost of property, plant and equipment over their estimated useful lives, using the straight-line method, on the following basis:

Buildings	2-50 years
Equipment and other assets	2-20 years
Vehicles	2-8 years

Depreciation of property, plant and equipment is recognised in profit or loss. Depreciation of property, plant and equipment directly related to sales of goods and services is recognised in cost of goods and services sold and depreciation of other property, plant and equipment is recognised in operating expenses.

Properties in the course of construction for usage in activity or administrative purposes are carried at cost, less any recognised impairment loss. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

The gain or loss arising on the disposal of an asset is recognised in profit or loss.

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. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

### Investment property

Investment property is property held to earn rentals and/or profit from capital appreciation and property under construction which will be held to earn rentals and/or profit from capital appreciation. Such assets are accounted for at fair value. Fair value of investment property is reviewed at each reporting date, gains and losses arising from changes in the fair value of investment property are included in the statement of comprehensive income for the period in which they arise.

Repairs and maintenance costs of investment property are expensed when they are incurred and recognised in the financial statements as expenses for the period when they are incurred.

For evaluation of the investment property, the following methods were used: the operating income approach (income capitalisation or discounted cash flows) was used for evaluation of income-generating items; the comparative value (comparison of sales) and residual value methods were used for evaluation of investment property under construction.

If an owner-occupied property becomes an investment property that will be carried at fair value, the Group applies IAS 16 up to the date of change in the intended use. The Group treats any difference at that date between the carrying amount of the property and its fair value as: a) any resulting decrease in the carrying amount of the

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

property is recognised in profit or loss. However, to the extent that an amount is included in revaluation surplus for that property, the decrease is recognised in other comprehensive income and reduces the revaluation surplus within equity; b) any resulting increase in the carrying amount is treated as follows: i) to the extent that the increase reverses a previous impairment loss for that property, the increase is recognised in profit or loss. The amount recognised in profit or loss should not exceed the amount needed to restore the carrying amount to the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised; (ii) any remaining part of the increase is recognised in other comprehensive income and increases the revaluation surplus within equity.

A particular part of the Group's property is held to generate rental income, while the other part of the Group's assets is used to provide goods and services and/or for administrative purposes. If one part of the same property is occupied for own use in the Group's activities, while the other part of the same property is rented, then the rented part of the property is recognised as an investment property only when that part can be disposed or leased under the finance lease separately (if such property does not require prior separation), and cash flows generated from such assets are substantially independent of the Group's cash flows from non-current assets.

The fair value of investment property is determined by an independent valuer using the discounted cash flow approach based on significant non-observable inputs. Such inputs include:

- *Future rental cash inflows* based on the actual location, type and quality of property and supported by the terms of any existing lease, other contracts or external evidence such as current market rents for similar properties;
- *Discount rates* reflecting current market assessments of the uncertainty in the amount and timing of cash flows;
- *Estimated vacancy rates* based on current and expected future market conditions after expiry of any current lease;
- *Maintenance costs* including necessary investments to maintain functionality of the property for its expected useful life;
- *Capitalisation rates* based on actual location, size and quality of the properties and taking into account market data at the valuation date; and
- *Terminal value* taking into account assumptions regarding maintenance costs, vacancy rates and market rents.

In 2023 and 2022, the Group's investment property (Note 6) was evaluated by independent property valuers. As at 31 December 2023 and 2022, the value of the Group's investment property was estimated using the discounted cash flow approach. For evaluation of property a discount rate of 7.5–13.5% was used as at 31 December 2023 (31 December 2022: 8.7% – 9.5%). Exit yield was 6.5-8.0% in 2023 (2022: 6.5-7.8%). A significant increase/decrease in discount rate would result in a significant decrease/increase in the fair value of investment property.

### Intangible assets (excluding Goodwill)

Intangible assets are stated at acquisition cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method to write off the cost of each asset over the estimated useful life on the following basis:

Software	2 – 5 years
Trademarks	3 – 15 years
Contracts with customers	3 – 15 years
Other intangible assets	2 – 20 years
Concept	25 years

All amortisation charges related to intangible assets are recognised in profit or loss. Amortisation charges of intangible assets directly related to sales of goods and services are recognised in cost of goods and services sold, whereas amortisation charges of other intangible assets are recognised in operating expenses.

# Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

## **Impairment of non-financial assets**

At each reporting date, the Group reviews the net book amount of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss (except for goodwill, which is tested for impairment at each reporting date irrespective of existence of impairment indicators). If any such indication exists, the Group estimates the recoverable amount of the asset to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the group of cash-generating assets, to which the asset belongs.

## **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost of inventories in Maxima Group is determined using weighted average cost formula. The cost of inventories of other companies is determined using the FIFO method. Net realisable value represents the estimated selling price in the normal course of business less all estimated costs to be incurred in selling.

When calculating the cost of goods, a part of discounts received from the suppliers are allocated to the cost of goods purchased from the suppliers but not yet sold by the Group. The part of discounts allocated to inventory is calculated as a proportion of goods purchased and not yet sold to total purchases during the period. Inventories that cannot be realised are written off.

## **Cash and cash equivalents**

The Group's cash consists of cash on hand, cash in transit, cash at bank, short-term bank deposits with a maturity of three months or less, and units of exchange-traded funds (ETF). The carrying amount of cash approximates its fair value. Deposits with a term longer than 3 months (at the financial reporting date) are classified as cash equivalents if the Group has the possibility to terminate the deposits without incurring any losses, and the risk of changes in value is not significant.

## **Statement of cash flows**

The statement of cash flows is based on indirect method. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents defined in Note 2 (see above section *Cash and cash equivalents*).

Interest payable on borrowings and bonds and interest receivable on loans granted is attributed to operating activities, while dividends paid are attributed to financing activities.

## **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

## **Financial assets – initial recognition and measurement**

Initial recognition and measurement. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

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

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

A regular way purchases or sales of financial assets are recognised on the trade date, i.e. the date that the Group commits to purchase or sell the asset.

### Subsequent measurement

After initial recognition, the Group measures a financial asset at:

- a) Amortised cost (debt instruments);
- b) Fair value through profit or loss.

### Financial assets at amortised cost

The Group measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in the statement of comprehensive income when the asset is derecognised, modified or impaired. The Group's financial assets measured at amortised cost include trade and other current and non-current receivables, loans granted and contract assets.

### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets (a) held for trading, (b) financial assets designated upon initial recognition at fair value through profit or loss, or (c) financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss. This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established. The Group's financial assets at fair value through profit and loss consisted of listed securities traded on European markets and investments in private equity funds.

### Impairment of financial assets

Based on IFRS 9, generally, the Group recognises expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Group calculates ECLs based on probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to their EIR. A cash shortfall is the difference between the cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive. The Group did not recognise allowance for loans granted because based on probability of default, exposure at default and forward-looking information the allowance is not material.

For trade and other receivables, including net investment in lease, and for contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience. In addition, the Group reviews individually the significant amounts of trade and other receivables and, if necessary, recognises individually impairment losses.

Impairment is calculated for the following past due intervals: 1) 1 to 30 days, 2) 31 to 90 days, 3) over 90 days.

For loans granted, the Group uses a three-stage model to determine their impairment:

Stage 1 includes balances that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these assets, 12-month expected credit losses (ECL) are recognised and interest revenue is calculated on the gross carrying amount of the asset (that is, without deduction for credit allowance). 12-month ECL are the expected credit losses that result from default events that are possible within 12 months after the reporting date. It is not the expected cash shortfalls over the 12-month period but the entire credit loss on an asset weighted by the probability that the loss will occur in the next 12 months.

Stage 2 includes balances that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment. For these assets, lifetime ECL are recognised, but interest revenue is still calculated on the gross carrying amount of the asset. Lifetime ECL are the expected credit losses that result from all possible default events over the expected life of the financial instrument. Expected credit losses are the weighted average credit losses with the probability of default ('PD') as the weight.

Stage 3 includes balances that have objective evidence of impairment at the reporting date. For these assets, lifetime ECL are recognised and interest revenue is calculated on the net carrying amount (that is, net of credit allowance).

The Group considers a financial asset in default when contractual payments are 30 days past due or when indications exist that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### Financial liabilities

**Initial recognition and measurement.** Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings and payables. All financial liabilities are recognised initially at fair value and, in the case of financial liabilities carried at amortised cost, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, borrowings, including overdrafts.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

**Subsequent measurement.** The measurement of financial liabilities depends on their classification, as described below:

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

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Stand-alone embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on financial liabilities held for trading are recognised in the statement of comprehensive income. As at 31 December 2023 and 2022, the Group classified under this category its derivative financial instruments that were used to hedge against foreign exchange and interest rate risks.

**Financial liabilities carried at amortised cost using the effective interest rate (EIR) method.** After initial recognition, borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of comprehensive income when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of comprehensive income.

**Reverse factoring arrangements (supply chain financing arrangement).** Supply chain financing arrangement is a reverse factoring arrangement, where a financial institution agrees to pay amounts the Group owes to the suppliers and the Group agrees to pay the financial institution at a date later than suppliers are paid. The Group presents liabilities that are part of a reverse factoring arrangement as part of trade and other payables only when those liabilities have a similar nature and function to trade and other payables. In assessing whether it is required to present such liabilities separately, the Group considers the amounts, nature and timing of those liabilities. The Group's reverse factoring arrangements are presented within trade and other payables in the consolidated statement of financial position. As the reverse factoring arrangements are closely related to operating activities of the Group, the Group presents cash outflows to settle the liability as arising from operating activities in its statement of cash flows.

**Derecognition.** A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of comprehensive income.

### Provisions

Provisions are recognised when the Group has a legal obligation or irrevocable commitment, it is probable that an outflow of resources will be required to settle the obligation and the amount may be estimated reliably.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### Derivative financial instruments and hedging activities

The Group engages in derivative financial instruments transactions, such as forwards, to hedge purchase and sale price fluctuation risk, and interest rate swaps to hedge cash flows fluctuation risk of EURIBOR/STIBOR on bank borrowings.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

On the agreement date and subsequently the derivative financial instruments are accounted for at fair value. Fair value is derived from quoted market prices for forwards (level 1) and using valuation models for interest rate swaps (levels 2 and 3). The estimated fair values of these contracts are reported in the statement of financial position as assets for contracts with a positive fair value and as liabilities for contracts with a negative fair value. Gain or losses from changes in the fair value of derivative financial instruments are recognised in profit or loss.

Cash flow hedges which hedge exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a future transaction.

### *Cash flow hedges*

For the purposes of hedge accounting, hedges are classified into two categories: (a) fair value hedges which hedge the exposure to changes in the fair value of a recognised asset or liability or a firm commitment (fair value hedges); and (b) cash flow hedges which hedge exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a forecast transaction.

In the case of cash flow hedge that qualifies for hedge accounting, the part of the gain or loss arising from the hedging instrument recognised as an effective hedge is first recorded in other comprehensive income, and ineffective part in the statement of comprehensive income (as profit or loss). The effective cash flow hedge gains or losses initially accounted for in equity are transferred to the statement of comprehensive income in the period in which the hedged item affects the statement of comprehensive income or is included in the initial valuation of the relevant asset or liability.

In the case of hedges that do not qualify for hedge accounting, any gains or losses arising from changes in the fair value of the hedged instrument are included in the statement of comprehensive income (profit or loss) for that period.

Hedge accounting is terminated when the hedging instrument expires or the instrument is sold, discontinued, executed, or no longer meets the criteria for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity remains in equity until the predicted transaction takes place. When it is unlikely that a hedged transaction will occur, the net cumulative gain or loss recognised in equity is transferred to the statement of comprehensive income.

### **Reserves**

The foreign currency translation reserve is used for translation differences arising on consolidation of financial statements of foreign subsidiaries.

### **Capital Management**

The Group's objectives when managing capital are as follows:

- 1) to safeguard the Group's ability to manage its financial risks;
- 2) to provide for adequate return to shareholders.

Further information on capital management is provided in Note 30.

### **Rounding**

Due to rounding effect, the numbers in these consolidated financial statements may not sum up.

### **Employee benefits**

**Social security contributions.** The Group pays social security contributions to the State Social Security Fund (thereafter the "Fund") on behalf of its employees based on the defined contribution plan in accordance with the local legal requirements. A defined contribution plan – a plan under which the Group pays fixed contributions into

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

the Fund and will have no legal or constructive obligations to pay further contributions if the Fund does not hold sufficient assets to pay all employees benefits related to employee service in the current and prior period. The social security contributions are recognised as an expense on an accrual basis and are included within wages and salaries and employee incentives.

### Bonus plans

The Group recognises a liability and an expense for employee bonuses, the amount of which depends on the performance of employees. The Group recognises a liability and an expense for employee bonuses based on a formula that takes into account the financial and individual performance goals. The Group accounts for payable bonuses when it is contractually obligated under the employment agreement or where there is a past practice that has created a constructive obligation. Re-measurement of liabilities is recognised immediately in profit or loss.

### Inter-company offsetting

When preparing the consolidated financial statements neither assets nor liabilities and neither income nor expenses are offset unless it is required or allowed by specific accounting standard.

### Events after the end of the reporting period

Events after the end of the reporting period that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Events after the end of the reporting period that are not adjusting events are disclosed in the notes when material.

## 3. Main estimates and uncertainties

### 3.1. Significant judgements in applying accounting policies

#### Consolidation of a part of business in Sweden

Following the transaction concluded in October 2022 between Euroapothecca Holding Sweden AB (the subsidiary of Euroapothecca in Sweden) and Oriola Corporation, each party of the transaction acquired 50% ownership interest in Swedish Pharmacy Holding AB. When making judgement in relation to consolidation of the Swedish joint venture in the Group's consolidated financial statements, Euroapothecca Group's management performed an assessment regarding the retention of the major controlling interest. The assessment was carried out with reference to the criteria laid out in IFRS 10. In 2023, there were no changes in circumstances relating to retention of the major controlling interest, and therefore, the assumptions for consolidation remained unchanged.

Based on the Group's management assessment results and observations of advisors, it was concluded that the Group retains the majority controlling interest, and therefore, assets, liabilities and profit/loss of the Swedish joint venture have been fully consolidated in the Group's consolidated financial statements, with non-controlling interest presented separately.

#### Consolidation of EECP Group

On 29 December 2022 NDX Group UAB (through G.L.G. projektai UAB, in which 51% ownership is held) acquired 100% of EECP Retail Properties II UAB (which owns 100% of Leita UAB, PC Vilnelė UAB, Basanavičiaus PC UAB, which owns 100% of Karilė UAB), and EECP Retail Properties III UAB shares (hereinafter – EECP Group). The main field of activity of the acquired group is leasing 17 of its owned shopping centers. The Group's management determined that this transaction aligns with the criteria for an acquisition as per IFRS 3. The Group has obtained complete control of the asset, entailing full benefits, with the payment made in cash, and the acquired resources, processes, and products align with the business elements as defined under IFRS 3.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### Classification of reverse factoring arrangements (supply chain financing arrangements)

Supplier financing arrangement is a reverse factoring arrangement, where a financial institution (the Factor) agrees to pay amounts the Group owes to the suppliers and the Group agrees to pay the financial institution at the same date as, or a date later than, suppliers are paid. Based on the agreements the Group authorises the Factor to repay the invoices to the supplier. If the Factor would repay the invoice, the Group assumes an unconditional obligation to repay to the Factor. This represents a change of the creditor with a written consent of the Group. The moment of legal release of a debtor under obligation which is being assigned by way of factoring transaction is defined by Article 6.909, part 3, of the Lithuanian Civil Code. It establishes that in the case of factoring, only the payment of outstanding monetary claim releases the original debtor from its obligations towards the supplier. Therefore, while the factored amounts are still unpaid and remain on the Group's balance sheet, the Group is not legally released from its obligations towards the original suppliers, even if they have transferred those amounts to a Factor (third party) by way of factoring transaction. Based on the above, the Group continues recognising liabilities until it is unconditionally and legally released from obligations towards original suppliers.

The Group presents liabilities that are part of a reverse factoring arrangement as part of trade payables only when those liabilities have a similar nature and function to trade payables. However, these liabilities are presented separately when the size, nature or function of those liabilities makes separate presentation relevant to an understanding of the Group's financial position. In assessing whether it is required to present such liabilities separately, the Group considers the amounts, nature and timing of those liabilities. As at 31 December 2023 and 2022, the Group's liabilities under supplier financing arrangements are presented within trade and other payables (Note 19). As the supplier financing arrangement is closely related to operating purchasing activities of the Group, the Group presents cash outflows to settle the liability as arising from operating activities in its consolidated statement of cash flows.

### Significant judgement in determining the lease term of contracts with extension options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has an option, under some of its leases, to lease the assets (buildings) for additional term of three to ten years. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to extend the lease term. It considers all relevant factors that create an economic incentive for it to exercise the extension option (e.g., lease term, geographical location of the store, leasehold improvements, etc.). The Group included the extension period as part of the lease term for leases of buildings leased for retail operations where after considering a number of relevant factors the Group concluded that it is reasonably certain that the Group will exercise an extension option. All potential future cash flows that were not included in the lease liabilities due to the extension option, the exercising of which was not reasonably certain, are disclosed in Note 5.

After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to extend.

### Estimation of discount rate for discounting lease payments

At the commencement date, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determinable. In 2023, the Group determined the interest rate implicit in the lease using the below listed variables presented by independent property valuers for each specific lease contract:

- estimate of asset yields at the commencement and end dates of lease,
- estimate of initial direct costs of the lessor (unavoidable costs of concluding a contract, which otherwise would not have been incurred),
- estimate of costs of the buyer of assets.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### Electronic payments

Cash and cash equivalents include credit card or debit card payments made by customers at stores. Once the payment is made, a customer is no longer able to recover cash, to cease or cancel the payment. Electronic payments are normally received within 1 to 2 days. Electronic payments are classified as cash equivalents because they have a short term of receipt, they are readily convertible to known amounts of cash, and they are subject to insignificant risk of changes in value.

### 3.2. Key sources of estimation uncertainty

The preparation of financial statements in conformity with the International Financial Reporting Standards requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The estimates and underlining assumptions are reviewed on an ongoing basis. Changes in accounting estimates are recognised in the period in which the estimate is changed, as well as in the future periods if the changes in estimates affect the future periods.

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

**Consolidation.** As seen in Note 1, the Company's effective ownership of indirectly controlled subsidiary UAB "Vilniaus prekyba" is less than 50%. However, the Company has the majority of votes (53.13%) in both PATRIA HOLDINGS, UAB and ENTARAS, UAB whereas PATRIA HOLDINGS, UAB and ENTARAS, UAB together hold the majority of votes in UAB "Vilniaus prekyba". This structure enables the Company to exercise the indirect control over UAB „Vilniaus prekyba“.

**Impairment of goodwill.** The Group annually tests goodwill for impairment in accordance with the accounting policy described in Note 2. The recoverable amounts of cash generating units have been determined based on value in use calculations (Note 25).

**Impairment testing of property, plant and equipment, intangible assets and right-of-use assets.** The Group assesses annually whether there is any indication that property, plant and equipment, intangible assets and right-of-use assets may be impaired. If such indications exist for some categories of assets, the Group reduces their value to recoverable amount. The recoverable amount of impaired categories of assets is the higher of the net realisable value estimated by independent property valuers, or the value in use. The calculation of the value in use requires the use of estimates. During assessments, it is considered that a cash flow generating unit is the smallest separate unit of assets or a group of assets, which generates cash flows from continuous use of assets, usually independently of other units of assets or groups of assets. In most of the Groups' assessments the cash flow generating unit is a commercial object. Expenses and assets that cannot be attributed directly to a commercial object, e.g. relating to warehousing, administration, marketing activities and others, are attributed to a commercial object based on revenue of the commercial objects. E-commerce revenue relates to the specific commercial object, and therefore, it is included in the cash flows of that commercial object. More information about impairment testing of property, plant and equipment, intangible assets and right-of-use assets is disclosed in Note 25, and in Notes 4, 5 and 6.

**Useful lives of property, plant and equipment.** The estimation of the useful lives of items of property, plant and equipment is a matter of judgment based on the experience with similar assets. Economic benefits embodied in the assets are consumed principally through their use. However, such factors such as technical or commercial obsolescence and asset depreciation, often result in the diminution of the economic benefits embodied in the assets. The remaining useful lives are assessed in accordance with the current technical conditions of the assets and estimated period during which the assets are expected to earn benefits for the Group. The following key factors are considered: (a) expected usage of the assets; (b) expected physical depreciation, that depends on operational factors and maintenance programme; and (c) technical or commercial obsolescence arising from changes in market conditions.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

**Fair value of investment property.** The Group's investment property is presented at fair value (Notes 2, 6). For the fair value evaluation estimates are used. The Group relies upon real estate valuers to estimate the value of investment property. Part of the Group's investment property consists of real estate objects that are not a single unit, but part of them are intended for rent to non-Group entities. Such part of real estate is estimated separately for the purpose of the financial statements, even though a single unit of real estate objects has not been actually formed and the Group has no plans to dispose of that part of property. The value of such investment property is estimated based on the opinion of qualified property valuers. The key estimates used in the fair value evaluation of investment property are disclosed in Note 2. Changes in assumptions used in the evaluation may result in significant change in the value of investment property.

**Inventory write-down.** Where necessary, inventory is written down for obsolete, slow-moving and damaged items. This write-down represents the difference between the cost of the inventory and its estimated market value, based on inventory turnover rates, market conditions and trends in customer demand.

**Litigation processes.** The Group entities are involved in significant legal disputes (Note 32). When preparing annual financial statements, the management of the Group takes into account official information about the cases and their probable outcomes, and on their basis forms the necessary provisions and makes disclosures in the consolidated financial statements.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### 4. Property, plant and equipment

As at 31 December 2023 and 2022 property, plant and equipment consisted of the following:

	Land and Buildings	Equipment and other assets	Vehicles	Construction in progress and prepayments	Total
<b>Acquisition cost</b>					
<b>1 January 2022*</b>	<b>1 057 878</b>	<b>631 234</b>	<b>4 397</b>	<b>39 217</b>	<b>1 732 727</b>
Acquisitions of subsidiaries (Note 27)	90 000	15 760	-	2 259	108 019
Additions	18 961	62 949	425	46 764	129 099
Disposals and write-offs, transfers to/from other balance accounts	(732)	(24 457)	(300)	(9 014)	(34 503)
Disposals of subsidiaries (Note 27)	(10 228)	(16 747)	(1 716)	(23)	(28 714)
Exchange differences	(4 653)	(4 110)	(53)	(525)	(9 341)
Reclassifications to/from investment property (Note 6)	1 150	-	-	-	1 150
Reclassifications	(1 014)	45 576	-	(44 562)	-
<b>31 December 2022</b>	<b>1 151 362</b>	<b>710 205</b>	<b>2 753</b>	<b>34 116</b>	<b>1 898 437</b>
Acquisitions of subsidiaries (Note 27)	-	6 830	45	59	6 934
Additions	21 409	64 372	243	94 688	180 712
Disposals and write-offs, transfers to/from other balance accounts	(3 576)	(31 562)	(1 466)	(8 143)	(44 747)
Disposals of subsidiaries (Note 27)	(1 398)	-	-	-	(1 398)
Exchange differences	12 534	19 515	205	2 727	34 981
Reclassifications to/from investment property (Note 6)	11 660	254	-	-	11 914
Reclassifications	12 987	32 494	-	(45 481)	-
<b>31 December 2023</b>	<b>1 204 978</b>	<b>802 108</b>	<b>1 780</b>	<b>77 966</b>	<b>2 086 832</b>
<b>Accumulated depreciation and impairment</b>					
<b>1 January 2022*</b>	<b>(495 487)</b>	<b>(358 480)</b>	<b>(2 132)</b>	<b>(3 319)</b>	<b>(859 418)</b>
Depreciation charge for the period	(22 264)	(56 697)	(422)	-	(79 383)
Impairment charge and reversals (Note 25)	660	(2 324)	-	3	(1 661)
Disposals and write-offs	3 128	29 966	449	-	33 543
Disposals of subsidiaries (Note 27)	517	855	44	-	1 416
Exchange differences	1 385	2 718	27	-	4 130
Reclassifications to/from investment property (Note 6)	(349)	-	-	-	(349)
<b>31 December 2022</b>	<b>(512 410)</b>	<b>(383 962)</b>	<b>(2 034)</b>	<b>(3 316)</b>	<b>(901 722)</b>
Accumulated depreciation and impairment of acquired subsidiaries (Note 27)	-	(4 434)	(19)	-	(4 453)
Depreciation charge for the period	(22 882)	(68 964)	(368)	-	(92 214)
Impairment charge and reversals (Note 25)	185	(2 518)	-	-	(2 333)
Disposals and write-offs	2 693	28 285	1 504	-	32 482
Disposals of subsidiaries (Note 27)	-	-	-	-	-
Exchange differences	(4 178)	(8 738)	(183)	-	(13 099)
Reclassifications to/from investment property (Note 6)	(1 428)	-	-	-	(1 428)
<b>31 December 2023</b>	<b>(538 020)</b>	<b>(440 331)</b>	<b>(1 100)</b>	<b>(3 316)</b>	<b>(982 767)</b>
<b>Carrying amount</b>					
<b>1 January 2022</b>	<b>562 391</b>	<b>272 754</b>	<b>2 265</b>	<b>35 898</b>	<b>873 309</b>
<b>31 December 2022</b>	<b>638 952</b>	<b>326 243</b>	<b>719</b>	<b>30 800</b>	<b>996 715</b>
<b>31 December 2023</b>	<b>666 958</b>	<b>361 777</b>	<b>680</b>	<b>74 650</b>	<b>1 104 065</b>

\*Restated classification of reconstruction costs of leased assets.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

The depreciation charges of the Group's property, plant and equipment for the year 2023 amounted to EUR 92 214 thousand (2022: EUR 79 383 thousand). In 2023, the depreciation charges of EUR 15 536 thousand (2022: EUR 9 181 thousand) were included in operating expenses, and the depreciation charges of EUR 76 678 thousand (2022: EUR 70 202 thousand) were included in cost of goods and services sold.

More details about the impairment of property, plant and equipment for the years 2023 and 2022 are disclosed in Note 25.

More details about the property, plant and equipment pledged as collateral to secure the Group's bank borrowings and the guarantees issued are disclosed in Note 15.

As at 31 December 2023 and 2022 the Group had no material commitments to acquire property, plant and equipment under signed agreements.

## 5. Leases

### Where the Group acts as a lessee

The Group has lease contracts for land, buildings, motor vehicles and other equipment used in its operations. Leases of buildings generally have lease terms between 2 and 40 years, motor vehicles generally have lease terms between 1 and 10 years, other equipment generally have lease terms between 1 and 5 years, while land is leased for a term between 1 and 100 years. The Group's liabilities under lease contracts are secured with a lessor's title of ownership to assets leased. Some lease contracts contain an extension option. They are described below.

The Group also has certain leases of equipment with lease terms of 12 months or less and leases of office and other equipment of low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The net book amounts of right-of-use assets by category at the end of the reporting period is provided below:

	Land	Buildings	Vehicles	Other equipment	Total
<b>At 31 December 2022</b>	14 778	743 621	11 972	488	<b>770 859</b>
<b>At 31 December 2023</b>	17 852	805 241	19 146	388	<b>842 627</b>

Additions to right-of-use assets during 2023 amounted to EUR 171 587 thousand (2022: EUR 93 856 thousand). In 2023, the Group recognised net impairment of right-of-use assets in amount of EUR 4 200 thousand (2022: EUR 358 thousand) (Note 25).

In 2023, an increase in right-of-use assets partly resulted from acquisition of subsidiary – the value of right-of-assets acquired amounted to EUR 9 690 thousand as at 31 December 2023 (Note 27).

In 2023, the Group pledged as collateral its lease contracts with the carrying amount of right-of-use assets of EUR 23 thousand to secure repayment of the Group's bank borrowings (2022: EUR 2 510) (Note 15).

Depreciation charge of right-of-use assets is provided below:

	Land	Buildings	Vehicles	Other equipment	Total
<b>2022</b>	531	116 161	6 907	92	<b>123 691</b>
<b>2023</b>	586	141 776	7 603	61	<b>150 026</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

In 2023, depreciation charge of right-of-use assets amounting to EUR 18 963 thousand (2022: EUR 12 350 thousand) was included in operating expenses and depreciation charge amounting to EUR 131 063 thousand (2022: EUR 111 341 thousand) was included in cost of goods and services sold).

Interest expense on lease liabilities is disclosed in Note 23. In 2023 expenses relating to short-term leases amounted to EUR 3 851 thousand (2022: EUR 3 398 thousand), and expenses relating to leases of low-value assets amounted to EUR 4 307 thousand (2022: EUR 4 194 thousand).

Extension and termination options are included in most of real estate and equipment leases. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. As at 31 December 2023, potential future cash outflows of EUR 163 090 thousand (2022: EUR 215 774 thousand) were not included in lease liabilities because the Group's management was not reasonably certain whether the extension option would be exercised (or termination option would not be exercised).

Maturity analysis of discounted lease payments is provided below:

	<u>2023</u>	<u>2022</u>
Within 1 year	154 899	132 766
Between 1 and 2 years	138 157	123 763
Between 2 and 3 years	116 353	104 845
Between 3 and 4 years	97 357	86 642
Between 4 and 5 years	78 184	70 831
Later than 5 years	267 459	249 937
<b>Total</b>	<b><u>852 409</u></b>	<b><u>768 784</u></b>

### Where the Group acts as a lessor

The Group leases and subleases commercial area to various tenants. These leases usually have terms between 1 and 28 years.

### Finance leases

The Group recognises net investment in lease when it is classified as finance lease. Finance income from net investment in lease is disclosed in Note 23.

Maturity analysis of undiscounted lease payments receivable is provided below:

	<u>2023</u>	<u>2022</u>
Within 1 year	5 264	4 782
Between 1 and 2 years	3 868	4 122
Between 2 and 3 years	2 987	2 792
Between 3 and 4 years	2 114	2 098
Between 4 and 5 years	1 305	1 232
Later than 5 years	2 172	1 453
	<b><u>17 710</u></b>	<b><u>16 479</u></b>
Unearned finance income	(2 611)	(2 234)
<b>Net investment in lease</b>	<b><u>15 099</u></b>	<b><u>14 245</u></b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### Operating lease

Rental income from operating lease is disclosed in Note 20.

Future minimum lease payments receivable under non-cancellable operating lease contracts are as follows:

	<u>2023</u>	<u>2022</u>
<b>Operating lease receivables</b>		
Within 1 year	88 089	83 977
Between 2 and 5 years	189 630	169 935
Later than 5 years	56 784	64 522
<b>Total</b>	<b><u>334 503</u></b>	<b><u>318 434</u></b>

## 6. Investment property

As at 31 December 2023 and 2022, investment property consisted of the following:

	<u>Investment property</u>
<b>Fair value</b>	
<b>As at 1 January 2022</b>	<b><u>833 672</u></b>
Additions	2 432
Change in fair value	11 911
Disposals and write-offs	(2 811)
Reclassification to/from investment property	(801)
Fair value of reclassified investment property	(713)
Exchange differences	(422)
<b>As at 31 December 2022</b>	<b><u>843 268</u></b>
Additions	13 396
Change in fair value	21 847
Disposals and write-offs	(199)
Reclassification to/from investment property	(10 485)
Fair value of reclassified investment property	(5 161)
Exchange differences	856
<b>As at 31 December 2023</b>	<b><u>863 522</u></b>

The key assumptions and valuation techniques used in determining the fair value of investment property are disclosed in Note 2.

Direct operating expenses (including repair and maintenance costs) arising from rental income-generating investment property amounted to EUR 18 788 thousand in 2023 (2022: EUR 25 619 thousand).

Direct operating expenses (including repairs and maintenance) arising from investment property that do not generate rental income during the period amounted to EUR 65 thousand in 2023 and EUR 69 thousand in 2022.

The Group performed a sensitivity analysis for investment property. An increase in discount rate and capitalisation rate by 0.25 p.p. would result in a decrease in the value of investment property by 3%. A decrease in discount rate and capitalisation rate by 0.25 p.p. would result in an increase in the value of investment property by 3%.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

In order to provide information on reliability of inputs used in fair value measurement, the Group categorised its investment property within three fair value hierarchy levels. As at 31 December 2023, investment property attributed to level 2 amounted to EUR 41 351 thousand (31 December 2022: EUR 36 660 thousand).

For the fair value measurement of level 3 investment property amounting to EUR 822 171 thousand as at 31 December 2023 (31 December 2022: EUR 806 608 thousand), the Group used the discounted cash flow forecasts based on the significant non-observable inputs. Such inputs included:

- Future rental cash inflows, based on the actual location, type and quality of property and supported by the terms of any existing lease, other contracts or external evidence, such as current market rents for similar properties;
- Discount rates reflecting current market assessments of the uncertainty in the amount and timing of cash flows;
- Estimated vacancy rates based on current and expected future market conditions after expiry of any current lease;
- Maintenance costs including necessary investments to maintain functionality of the property for its expected useful life;
- Capitalisation rates based on the actual location, size and quality of the properties, and based on the market data at the valuation date; and
- Terminal value based on account assumptions regarding maintenance costs, vacancy rates and market rents.

During 2023 and 2022, there were no transfer between levels 1, 2 or 3.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
 Consolidated and company financial statements for the financial year ended 31 December 2023  
 (EUR thousand, unless otherwise stated)

### 7. Intangible assets, excl. goodwill

As at 31 December 2023 and 2022, intangible assets, excluding goodwill, consisted of the following:

	Trademarks and concept	Software	Customer and lease contracts	Other intangibles	Total
<b>Acquisition cost</b>					
<b>1 January 2022</b>	<b>84 464</b>	<b>34 625</b>	<b>3 855</b>	<b>8 572</b>	<b>131 516</b>
Acquisition of subsidiaries (Note 27)	84 384	3 418	-	17 514	105 316
Additions	-	15 458	-	1 199	16 657
Disposals and write-offs	-	(1 147)	-	(978)	(2 125)
Reclassifications to/ from other accounts	-	6 215	-	(227)	5 988
Disposal of subsidiaries (Note 27)	(5 084)	(231)	-	(404)	(5 719)
Exchange differences	(4 519)	(1 231)	(26)	(545)	(6 321)
Reclassifications	-	(100)	-	100	-
<b>31 December 2022</b>	<b>159 245</b>	<b>57 007</b>	<b>3 829</b>	<b>25 231</b>	<b>245 312</b>
Acquisition of subsidiaries (Note 27)	-	112	-	-	112
Additions	-	17 420	-	1 141	18 561
Disposals and write-offs	(3)	(1 970)	-	(663)	(2 636)
Reclassifications to/ from other accounts	-	(15)	-	(1 773)	(1 788)
Disposal of subsidiaries (Note 27)	-	14	-	40	54
Exchange differences	(115)	1 658	115	1 975	3 633
Reclassifications	-	14 028	-	(14 028)	-
<b>31 December 2023</b>	<b>159 127</b>	<b>88 254</b>	<b>3 944</b>	<b>11 923</b>	<b>263 248</b>
<b>Accumulated amortisation and impairment</b>					
<b>1 January 2022</b>	<b>(21 172)</b>	<b>(22 199)</b>	<b>(1 796)</b>	<b>(5 917)</b>	<b>(51 084)</b>
Amortisation charge for the period	(5 050)	(5 102)	(120)	(2 993)	(13 265)
Impairment (Note 25)	-	(460)	-	(624)	(1 084)
Disposals and write-offs	-	274	-	529	803
Disposal of subsidiaries (Note 27)	3 936	218	-	282	4 436
Exchange differences	711	695	4	331	1 741
<b>31 December 2022</b>	<b>(21 575)</b>	<b>(26 574)</b>	<b>(1 912)</b>	<b>(8 392)</b>	<b>(58 453)</b>
Accumulated amortisation and impairment of acquired subsidiaries	-	(105)	-	-	(105)
Amortisation charge for the period	(3 032)	(11 674)	(77)	(2 666)	(17 449)
Impairment (Note 25)	-	(694)	-	171	(523)
Disposals and write-offs	-	1 093	-	216	1 309
Reclassifications to/ from other accounts	-	-	-	1 235	1 235
Disposal of subsidiaries (Note 27)	-	(10)	-	(40)	(50)
Exchange differences	(1 253)	(698)	(22)	(169)	(2 142)
<b>31 December 2023</b>	<b>(25 860)</b>	<b>(38 662)</b>	<b>(2 011)</b>	<b>(9 645)</b>	<b>(76 178)</b>
<b>Carrying amount</b>					
<b>1 January 2022</b>	<b>63 291</b>	<b>12 427</b>	<b>2 059</b>	<b>2 655</b>	<b>80 432</b>
<b>31 December 2022</b>	<b>137 670</b>	<b>30 433</b>	<b>1 917</b>	<b>16 839</b>	<b>186 859</b>
<b>31 December 2023</b>	<b>133 267</b>	<b>49 592</b>	<b>1 933</b>	<b>2 278</b>	<b>187 070</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

Amortisation charge of the Group's intangible assets for the year 2023 totalled to EUR 17 449 thousand (2022: EUR 13 265 thousand). In 2023, amortisation charge amounting to EUR 17 157 thousand (2022: EUR 12 823 thousand) was included in operating expenses, and amortisation charge amounting to EUR 292 thousand (2022: EUR 300 thousand) was included in cost of goods and services sold.

Upon completion of business combination in Sweden in 2022 the Group recognised Kronans business concept (under column Concept). The net book amount of these assets was EUR 24 509 thousand as at 31 December 2023 (2022: EUR 27 479 thousand). These assets will be amortised over the useful life of 24 years (2022: 25 years).

Upon completion of accounting for business combination in 2018 the Group recognised Apoteksgruppen business concept (under column Concept). The net book amount of these assets was EUR 26 211 thousand as at 31 December 2023 (2022: EUR 27 525 thousand). These assets will be amortised over the useful life of 19 years (2022: 20 years).

Upon completion of accounting for business combination in 2018 the Group recognised Stokrotka trademarks (under column Trademarks). The net book amount of these assets was EUR 22 498 thousand as at 31 December 2023 (2022: EUR 23 093 thousand). These assets are amortised over the useful life of 9 years (2022: 10 years).

Information about impairment of intangible assets for the years 2023 and 2022 is disclosed in Note 25.

## 8. Goodwill

As at 31 December 2023 and 2022, goodwill consisted of the following:

<b>Acquisition cost</b>	
<b>1 January 2022</b>	<b>881 597</b>
Acquisition of subsidiaries (Note 27)	137 876
Exchange differences	(21 283)
Disposal of subsidiaries	(9 156)
<b>31 December 2022</b>	<b>989 035</b>
Acquisition of subsidiaries (Note 27)	-
Exchange differences	5 319
Disposal of subsidiaries	-
<b>31 December 2023</b>	<b>994 354</b>
<b>Accumulated impairment loss</b>	
<b>1 January 2022</b>	<b>(43 180)</b>
Impairment losses (Note 25)	4 156
<b>31 December 2022</b>	<b>(39 024)</b>
Impairment losses (Note 25)	-
<b>31 December 2023</b>	<b>(39 024)</b>
<b>Carrying amount</b>	
<b>1 January 2022</b>	<b>838 417</b>
<b>31 December 2022</b>	<b>950 011</b>
<b>31 December 2023</b>	<b>955 330</b>

Information about testing of impairment of goodwill for the years 2023 and 2022 is disclosed in Note 25.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### 9. Investment in associates and subsidiaries

Group's financial assets consist of investments in associates and other investments:

Investments	Proportion of shares (%)	2023	2022
<b>Associates:</b>			
CHS INVESTMENT GROUP, UAB	49.95%	-	2 511
<b>Total:</b>		<u>-</u>	<u>2 511</u>

The Group's interest in associate is accounted for using the equity method in the consolidated financial statements.

On 31 May 2023 NDX Group sold 49.95% of shares of CHS Investment Group, UAB (CHS Investment Group, UAB controls 100% of EUROCASH UAB, EUROCASH1 Estonia OÜ, EUROCASH1 SIA, EUROCASH1 LV SIA shares) to a third party.

CHS INVESTMENT GROUP, UAB (Lithuania) has been directly owned by NDX Group since September 2020. The capital of the associate was increased by contributing shares of EUROCASH1, UAB (Lithuania). CHS INVESTMENT GROUP, UAB, together with its 100% owned subsidiaries EUROCASH1 UAB, EUROCASH1 SIA (Latvia), EUROCASH1 LV SIA (Latvia), provides safety services in Lithuania and Latvia, respectively, according to incorporation places. CHS INVESTMENT GROUP, UAB and its subsidiaries are not listed on any public exchange. The activities of CHS INVESTMENT GROUP, UAB and its subsidiaries are not strategic for the Group's activities.

In 2023 the Group did not receive dividends from CHS INVESTMENT GROUP, UAB. In 2022 the Group received dividends from CHS INVESTMENT GROUP, UAB in amount equal to EUR 799 thousand.

The following is summarised financial information of the Group's interest in associate, based on the amounts reported in the Group's consolidated financial statements:

	CHS INVESTMENT GROUP, UAB	
	2023	2022
Carrying amount of interests	-	2 511
Group's share of:		
- Profit from continuing operations	641	1 010
- Other comprehensive income	-	-
<b>- Total comprehensive income</b>	<u>641</u>	<u>1 010</u>

As at 31 December 2023 and 2022, the Group had the following subsidiaries which have non-controlling interests that are material to the Group:

Name	Country of incorporation and place of business	Shares held by the Group (%)	Shares held by non-controlling interest (%)
UAB "Vilniaus prekyba"	Lithuania	35.4%	64.6%
NDX Group, UAB	Lithuania	58.3%	41.7%

Set out below are the summarised consolidated financial information for each subsidiary that has non-controlling interests that are material to the Group.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### Summarised statements of financial position:

	Group of Vilniaus prekyba		Group of NDX	
	2023	2022	2023	2022
<b>As at 31 December</b>				
<b>Current</b>				
Assets	1 579 005	1 544 996	56 528	45 496
Liabilities	(1 536 492)	(1 600 661)	(6 845)	(11 087)
<b>Total current net assets</b>	<b>42 513</b>	<b>(55 665)</b>	<b>49 683</b>	<b>34 409</b>
<b>Non-current</b>				
Assets	3 911 961	3 772 927	145 802	151 554
Liabilities	(1 829 205)	(1 649 478)	(93 099)	(92 148)
<b>Total non-current net assets</b>	<b>2 082 756</b>	<b>2 123 449</b>	<b>52 703</b>	<b>59 406</b>
<b>Net assets</b>	<b>2 125 269</b>	<b>2 067 784</b>	<b>102 386</b>	<b>93 815</b>

### Summarised statements of comprehensive income:

	Group of Vilniaus prekyba		Group of NDX	
	2023	2022	2023	2022
<b>For the year ended 31 December</b>				
Revenue	7 667 318	6 428 652	24 497	27 443
Profit before income tax	336 982	248 991	10 067	13 257
Income tax expense/income	(50 303)	(41 666)	(1 813)	(1 114)
Post-tax profit (loss)	286 679	207 325	8 254	12 143
Other comprehensive income	19 728	(28 081)	317	4 328
<b>Total comprehensive income</b>	<b>306 407</b>	<b>179 244</b>	<b>8 571</b>	<b>16 471</b>
Total comprehensive income allocated to non-controlling interest	(2 849)	(1 813)	552	8
Dividends (paid) to non-controlling interest	-	-	-	-

### Summarised cash flows:

	Group of Vilniaus prekyba		Group of NDX	
	2023	2022	2023	2022
<b>Cash flows from operating activities</b>				
Cash generated from operations	665 064	558 844	6 273	4 464
Interest received and (paid), net	(32 684)	(23 696)	146	(418)
Income tax (paid)	(40 333)	(38 331)	(631)	(127)
<b>Net cash generated from operating activities</b>	<b>592 047</b>	<b>496 817</b>	<b>5 788</b>	<b>3 919</b>
<b>Net cash used in investing activities</b>	<b>(128 810)</b>	<b>(177 219)</b>	<b>9 951</b>	<b>(15 569)</b>
<b>Net cash used in financing activities</b>	<b>(456 823)</b>	<b>(274 589)</b>	<b>(2 751)</b>	<b>(7 702)</b>
Net increase in cash and cash equivalents	6 413	45 009	12 988	(19 352)
Cash and cash equivalents at beginning of year	681 746	638 546	34 722	54 074
Exchange gains/(losses) on cash and cash equivalents	2 274	(1 809)	-	-
<b>Cash and cash equivalents at end of year</b>	<b>690 433</b>	<b>681 746</b>	<b>47 710</b>	<b>34 722</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

Dividends paid to non-controlling interest are presented from the position of the Company. The remaining information in the tables of statements of financial position, statements of comprehensive income and cash flows above is before intercompany eliminations.

### 10. Financial assets at fair value through profit or loss

The following table presents financial assets that are measured at fair value through profit or loss and their allocation to the fair value hierarchy:

	31 December 2023	31 December 2022
Financial assets at fair value through profit or loss:		
- Designated upon initial recognition (level 3)	178 404	-
<b>Total</b>	<b>178 404</b>	<b>-</b>

The following table shows a reconciliation from the opening balances to the closing balances of level 3 fair values:

	Level 3
<b>1 January 2022</b>	<b>-</b>
Acquisitions	-
Disposals	-
Net change in Fair value (Unrealized)	-
Net change in Fair value (Realized)	-
<b>31 December 2022</b>	<b>-</b>
Acquisitions	327 606
Disposals	(157 606)
Net change in Fair value (Unrealized)	3 523
Net change in Fair value (Realized)	4 881
<b>31 December 2023</b>	<b>178 404</b>

In 2023, the Group's financial assets contained Limited Partner Units to the Partnership Agile Portfolio 1 SCSp and Agile Portfolio 2 SCSp (level 3).

Financial assets included in level 3 category comprise of investment into non-regulated investment vehicle and investment in private equity funds. The Group designated part of acquired equities to category of financial assets at fair value through profit or loss upon initial recognition as the measurement at fair value profit or loss is considered as most relevant.

The fair value of investment in non-regulated investment vehicle and private equity fund is based on funds quarterly report, which either provides fair values of assets based on quoted market price or estimated using Guideline Public Company (GPC) and discounted free cash flow methods.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### 11. Non-current and current loans granted

As at 31 December 2023 and 2022 loans granted by the Group consisted of the following:

	<u>2023</u>	<u>2022</u>
<b>Current assets</b>		
Loans	1 421	4 903
Accrued interest	509	281
<b>Total</b>	<u><b>1 930</b></u>	<u><b>5 184</b></u>
<b>Non-current assets</b>		
Loans	22 893	89 831
Accrued interest	-	-
<b>Total</b>	<u><b>22 893</b></u>	<u><b>89 831</b></u>

As at 31 December 2023 and 2022 distribution of loans granted and interest accrued by currencies was as follows:

	<u>2023</u>	<u>2022</u>
EUR	24 470	94 995
PLN	353	20
<b>Total</b>	<u><b>24 823</b></u>	<u><b>95 015</b></u>

As at 31 December 2023, loans granted by the Group comprised as follows: other long-term loans of EUR 3 001 thousand granted to third parties, other short-term loans of EUR 1 421 thousand granted to third parties and long-term loan of EUR 19 892 thousand granted to an entity related to the shareholder, with repayment term 28 December 2027. Interest rate on loans is based on EURIBOR plus the market margin.

As at 31 December 2022, the loans granted by the Group comprised as follows: long-term loan of EUR 70 075 thousand granted to an entity related to the shareholder, with repayment term extended until 30 November 2025, long-term loan of EUR 19 600 thousand granted to an entity related to the shareholder, with repayment term 28 December 2027 and other long-term loans granted to third parties. Other short-term loans amounting to EUR 4 876 thousand were granted to third parties. Interest rate on loans is based on EURIBOR plus the market margin.

As at 31 December 2023 and 2022, the weighted average interest rate on loans granted by the Group was 6.7% and 5.5%, respectively.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### 12. Inventories

As at 31 December 2023 and 2022 Group's inventories consisted of the following:

	<u>2023</u>	<u>2022</u>
Goods for resale	669 958	638 094
Finished goods	2 070	2 856
Raw materials and completing products	9 605	9 922
Work in progress	793	900
Write-down to net realizable value (-)	<u>(24 238)</u>	<u>(24 425)</u>
<b>Total</b>	<b><u>658 188</u></b>	<b><u>627 347</u></b>

The Group estimated net realisable value for the total balance of inventories. The change in the amount of write-down of inventories to net realisable value for the years 2023 and 2022 was recognised in profit (loss) as operating expenses.

More information about inventories pledged as collateral to secure repayment of the Group's bank borrowings and guarantees issued is disclosed in Note 15.

### 13. Trade and other receivables, contract assets

As at 31 December 2023 and 2022 Group's trade and other receivables and contract assets consisted of the following:

	<u>2023</u>	<u>2022</u>
Trade receivables	85 817	89 693
Less: provisions for doubtful accounts receivables	<u>(2 588)</u>	<u>(2 122)</u>
<b>Trade receivables, net</b>	<b>83 229</b>	<b>87 571</b>
Other receivables	63 962	57 799
Less: provisions for doubtful accounts receivables	<u>(1 687)</u>	<u>(2 701)</u>
<b>Other receivables, net</b>	<b>62 275</b>	<b>55 098</b>
Account receivables from related parties (Note 29)	413	971
VAT receivable	22 963	27 457
Other prepaid taxes	825	867
Contract assets	8 839	7 756
Net investment in lease (Note 5)	4 484	4 053
Other current assets	<u>2 717</u>	<u>4 251</u>
<b>Total</b>	<b><u>185 745</u></b>	<b><u>188 024</u></b>

Other receivables mostly relate to amounts receivable on disposal of property, plant and equipment, and on provision of advertising and other services to the Group's suppliers.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

Movements in the allowance for impairment of the Group's receivables were as follows:

	<b>Collectively impaired</b>
<b>Balance as of 1 January 2022</b>	<b>(6 462)</b>
Provision for impairment calculated for the year	(416)
Reversal of provision	1 208
Write-offs	536
Provisions for doubtful accounts receivable of divested companies	310
Exchange differences	1
<b>Balance as of 31 December 2022</b>	<b>(4 823)</b>
Provision for impairment calculated for the year	(230)
Reversal of provision	985
Write-offs	(206)
Provisions for doubtful accounts receivable of divested companies	-
Exchange differences	(1)
<b>Balance as of 31 December 2023</b>	<b>(4 275)</b>

Impairment of the Group's trade and other receivables is recognised in operating expenses in profit or loss as other expenses. Trade and other receivables are written-off when the management is fully convinced that the amount will not be recovered.

As at 31 December 2023 and 2022, the information about the credit risk exposure on the Group's trade receivables, contract assets and loans granted using provision matrix is as follows:

	Receivables not past due	Receivables past due		Total
		up to 3 months	more than 3 months	
	0.1%–1%	0.1%–8%	50%–100%	
<b>2023</b>				
Receivables	133 599	11 844	4 749	150 192
Contract assets	8 796	43	-	8 839
Expected credit loss	(648)	(211)	(3 416)	(4 275)
	<b>141 747</b>	<b>11 676</b>	<b>1 333</b>	<b>154 756</b>
<b>2022</b>				
Receivables	129 237	13 599	5 627	148 463
Contract assets	7 756	-	-	7 756
Expected credit loss	(888)	(156)	(3 779)	(4 823)
	<b>136 105</b>	<b>13 443</b>	<b>1 848</b>	<b>151 396</b>

As at 31 December 2023 and 2022, the loans granted by the Group amounted to 24 314 thousand and 94 734 thousand, respectively. Loans granted (refer to Impairment of financial assets section in Material Accounting Policies) have low credit risk at the reporting date and there has not been a significant increase in credit risk since the loan was first recognised. The loan is in stage 1 of the impairment model and a 12-month expected credit loss has not been recognised due to materiality (insignificant).

Each company of the Group controls expected credit risk separately. Expected credit loss rate fluctuates from 0.1% to 100% based on respective period past due. Expected credit loss reflects a formed provision of EUR 4 275 thousand as at 31 December 2023 and EUR 4 823 thousand as at 31 December 2022.

More information on credit quality of trade and other receivables is in the Note 28.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

More information about pledged trade receivables for the loans received and guarantees issued is disclosed in Note 15.

### 14. Cash and cash equivalents

As at 31 December 2023 and 2022, cash and cash equivalents consisted of the following:

	<b>2023</b>	<b>2022</b>
Cash at bank	469 420	443 922
Term deposits	173 543	230 591
Exchange Traded Fund Units (ETFs)	27 227	83 699
Cash on hand	26 414	13 338
Cash in transit	59 074	60 104
<b>Total</b>	<b>755 678</b>	<b>831 654</b>

Cash in transit is comprised of cash collected for encashment but not yet delivered to the bank at the reporting date and payments for the goods by credit cards which credited to the Group's bank accounts by the banks after the reporting date.

For more information about credit risk related to funds in banks see Note 28.

More information about cash and cash equivalents pledged for the loans received and guarantees issued is disclosed in Note 15. Usage of pledged cash and cash equivalents is not restricted by lenders.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents (net of bank overdrafts) consisted of as follows:

	<b>2023</b>	<b>2022</b>
Cash and cash equivalents	755 678	831 654
Overdrafts (Note 15)	(15 980)	(28 576)
<b>Total</b>	<b>739 698</b>	<b>803 078</b>

The Group's counterparties in monetary transactions are banks with appropriate credit history and high credit ratings. Cash at bank is assessed for credit quality with reference to the external credit ratings as follows:

	<b>2023</b>	<b>2022</b>
AAAm (S&P)	27 227	83 699
Aa3 (Moody's)	421 323	344 424
Aa2 (Moody's)	9 224	
A1 (Moody's)	967	116 587
A+ (S&P)	62 255	-
A2 (Moody's)	61 734	81 014
A3 (Moody's)	5	56 275
A- (S&P)	66 052	53 217
BBB(w) (BCRA)	3	3
Baa1 (Moody's)	-	260
Baa2 (Moody's)	10 036	17 109
BBB (S&P)	11 298	5 165
Other	64	459
	<b>670 188</b>	<b>758 212</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### 15. Bank borrowings

As at 31 December 2023 and 2022, Group's bank borrowings consisted of the following:

	<u>2023</u>	<u>2022</u>
<b>Current</b>		
Bank borrowings	99 679	108 439
Overdrafts	15 980	28 576
<b>Total</b>	<u><u>115 659</u></u>	<u><u>137 015</u></u>
<b>Non-current</b>		
Bank borrowings	467 126	369 277
<b>Total</b>	<u><u>467 126</u></u>	<u><u>369 277</u></u>

As at 31 December 2023 and 2022, maturities of outstanding balances of non-current bank borrowings were as follows:

	<u>2023</u>	<u>2022</u>
In the second-fifth years	459 820	359 371
After five years	7 306	9 906
<b>Total</b>	<u><u>467 126</u></u>	<u><u>369 277</u></u>

As at 31 December 2023 and 2022, outstanding balances of the bank borrowings by currencies were as follows:

	<u>2023</u>	<u>2022</u>
EUR	503 045	428 201
PLN	38 914	32 702
SEK	39 429	45 389
BGN	1 397	-
<b>Total</b>	<u><u>582 785</u></u>	<u><u>506 292</u></u>

As at 31 December 2023 and 2022 undrawn committed borrowing facilities were as follows:

	<u>2023</u>	<u>2022</u>
Maturing within one year	109 465	78 430
Maturing after one year	15 000	29 000
<b>Total</b>	<u><u>124 465</u></u>	<u><u>107 430</u></u>

As at 31 December 2023 and 2022, the Group's undrawn committed borrowing facilities had no restrictions on their use. In 2023 and 2022, the weighted average interest rate on the Group's bank borrowings was 5.18% and 3.24%, respectively.

As at 31 December 2023 and 2022, the following assets of the Group were pledged for the loans received and guarantees issued:

- property, plant and equipment with the carrying amount of EUR 365 168 thousand and EUR 336 733 thousand, respectively;
- right-of-use assets under lease contracts with the net book amount of EUR 23 thousand and EUR 2 510 thousand, respectively;

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

- investment property with the carrying amount of EUR 228 294 thousand and EUR 229 513 thousand, respectively;
- inventories with the carrying amount of EUR 54 692 thousand and EUR 38 411 thousand, respectively;
- trade and other receivables with the carrying amount of EUR 1 685 thousand and EUR 1 983 thousand, respectively;
- cash balances on a number of bank accounts of the Group and future cash inflows to these bank accounts under the loan, credit line and overdraft agreements. The pledged accounts amounted to EUR 58 027 thousand and EUR 124 798 thousand of the cash balance, respectively.
- a part of shares of subsidiaries held by Europotheca UAB.

### 16. Borrowings from related parties

As at 31 December 2023 and 2022 Group's borrowings from related parties (Note 29) consisted of the following:

	<u>2023</u>	<u>2022</u>
<b>Current</b>		
Current borrowings	-	3 600
Accrued interest	62	-
<b>Total</b>	<u><b>62</b></u>	<u><b>3 600</b></u>
<b>Non-current</b>		
Non-current borrowings	23 650	19 600
Accrued interest	1 054	10
<b>Total</b>	<u><b>24 704</b></u>	<u><b>19 610</b></u>

As at 31 December 2023 Group's borrowings from related parties consisted of EUR 4 050 thousand loan received from the shareholders and EUR 19 600 thousand loan received from an entity related to the shareholder.

As at 31 December 2022 Group's borrowings from related parties consisted of EUR 3 600 thousand loan received from the shareholders and EUR 19 600 thousand loan received from an entity related to the shareholder.

As at 31 December 2023 and 2022, all borrowings from related entities were denominated in euro. The interest rates on loans are based on EURIBOR plus a market-compliant margin. As at 31 December 2023 and 2022, the weighted average interest rate of the Group's borrowings was 5.7% and 4.5%, respectively.

As at 31 December 2023 and 2022, the maturities of outstanding balances of non-current Group's borrowings from related parties were as follows:

	<u>2023</u>	<u>2022</u>
In the second-fifth years	24 704	19 610
After five years	-	-
<b>Total</b>	<u><b>24 704</b></u>	<u><b>19 610</b></u>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### 17. Other borrowings

As at 31 December 2023 and 2022, Group's other borrowings consisted of the following:

	<u>2023</u>	<u>2022</u>
<b>Current</b>		
Current portion of non-current borrowings	-	141 583
Accrued interest	12 049	13 096
<b>Total</b>	<u><b>12 049</b></u>	<u><b>154 679</b></u>
<b>Non-current</b>		
Non-current borrowings	534 698	533 085
Accrued interest	-	-
<b>Total</b>	<u><b>534 698</b></u>	<u><b>533 085</b></u>

As at 31 December 2023 and 2022, outstanding balances of other borrowings by currencies were as follows:

	<u>2023</u>	<u>2022</u>
EUR	546 747	687 764
PLN	-	-
<b>Total</b>	<u><b>546 747</b></u>	<u><b>687 764</b></u>

As at 31 December 2023 and 2022, the maturities of outstanding balances of non-current other borrowings were as follows:

	<u>2023</u>	<u>2022</u>
In the second-fifth years	534 698	533 085
After five years	-	-
<b>Total</b>	<u><b>534 698</b></u>	<u><b>533 085</b></u>

As at 31 December 2023 and 2022, all other borrowings were denominated in euro. As at 31 December 2023 and 2022, the weighted average interest rate on the Group's other borrowings was 4.7% and 4.1%, respectively.

In July 2022, MAXIMA Group successfully completed the issuance of unsecured bonds with the nominal value of EUR 240 million, fixed annual coupon rate of 6.25% and a 5-year maturity. The bonds are traded on Euronext Dublin (Ireland) and Nasdaq Vilnius (Lithuania) stock exchange markets. The fair value of the bonds amounted to EUR 243 844 thousand as at 31 December 2023 (31 December 2022: EUR 344 793 thousand).

On 13 September 2018, MAXIMA Group issued bonds with the nominal value of EUR 300 million and fixed annual coupon rate of 3.25%. The maturity date for bonds was 13 September 2023, and part of proceeds from bonds issued in 2022 was used to purchase bonds with the nominal value of EUR 193 million. The remaining part of bonds was purchased through a bank financing arrangement.

On 3 June 2021, Akropolis Group successfully completed its debut EUR 300 million Eurobond issuance with a 5-year maturity. The bonds are quoted on Nasdaq Vilnius and Dublin Euronext stock exchange markets. The Eurobonds of Akropolis Group were issued with annual coupon rate of 2.875%, annual yield of 3.00% and a re-offer price of 99.428%. The bonds were rated BB+ by Fitch and BB+ by S&P. The bonds' maturity date is 2 June 2026. As at 31 December 2023 and 2022, the fair value amounted to EUR 274 million and EUR 251 million, respectively.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

Under the Euro Medium Term Note Program for bonds issued and under the credit agreements signed with the banks, the Group is required to comply with various covenants. As at 31 December 2023 and 2022, the Group complied with all such covenants.

### 18. Deferred tax asset (liabilities)

As at 31 December 2023 and 2022, Group's deferred tax asset (liabilities) consisted of the following:

	Depreciation differences, investment property revaluation	Unrealized purchase rebates	Accrued expenses	Taxable temporary differences on investments in subsidiaries	Other	Total
<b>1 January 2022</b>	<b>(99 495)</b>	<b>540</b>	<b>3 871</b>	<b>(3 445)</b>	<b>18 522</b>	<b>(80 008)</b>
(Debited)/credited to profit or loss	(2 577)	(6)	627	(2 517)	2 061	(2 412)
Acquisition of subsidiaries (Note 27)	(34 223)	-	-	-	-	(34 223)
Disposal of subsidiaries (Note 27)	-	-	-	-	403	403
Investment property change impact	4	-	-	-	-	4
Recognised in other comprehensive income or expenses (including currency exchange effect)	318	-	2	-	1 410	1 730
Other	(28)	-	-	-	53	25
<b>31 December 2022</b>	<b>(136 001)</b>	<b>534</b>	<b>4 500</b>	<b>(5 962)</b>	<b>22 449</b>	<b>(114 481)</b>
(Debited)/credited to profit or loss	(3 063)	(31)	154	(11 094)	2 774	(11 260)
Acquisition of subsidiaries (Note 27)	(27)	-	(144)	-	-	(171)
Disposal of subsidiaries (Note 27)	-	-	-	-	-	-
Investment property change impact	519	-	-	-	-	519
Recognised in other comprehensive income or expenses (including currency exchange effect)	(1 479)	-	122	-	98	(1 259)
Other	(40)	-	-	-	(167)	(207)
<b>31 December 2023</b>	<b>(140 091)</b>	<b>503</b>	<b>4 632</b>	<b>(17 056)</b>	<b>25 154</b>	<b>(126 859)</b>

As at 31 December 2023, the Group recognised EUR 17 056 thousand deferred income tax liability (31 December 2022: EUR 5 962 thousand) on investments in subsidiaries in Latvia and Estonia. The deferred income tax liability was recognised on amounts to be distributed as dividends in the foreseeable future. The temporary differences on investments in subsidiaries, for which no deferred income tax liability was recognised, amounted to EUR 404 134 thousand as at 31 December 2023 (31 December 2022: EUR 302 972 thousand).

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

Certain deferred tax assets and liabilities have been offset in accordance with the Group's accounting policy. As at 31 December 2023 and 2022, carrying amounts of deferred tax assets and liabilities (after offsetting) were as follows:

	<u>2023</u>	<u>2022</u>
Deferred tax assets	11 532	12 669
Deferred tax (liabilities)	(138 391)	(127 150)
<b>Total</b>	<b><u>(126 859)</u></b>	<b><u>(114 481)</u></b>

The major part of deferred income tax assets and liabilities will be realized later than 12 months after the reporting date. Before offsetting deferred income tax assets and liabilities, as at 31 December 2023 deferred tax assets to be realized within one year amounted to EUR 17 093 thousand (31 December 2022: EUR 15 358 thousand), and deferred tax liabilities to be settled within one year amounted to EUR 17 083 thousand (31 December 2022: EUR 10 133 thousand).

As at 31 December 2023, the Group had EUR 73 962 thousand of accumulated tax losses (31 December 2022: EUR 104 925 thousand), for which no deferred tax assets were recognised, because the Group does not expect those assets would be realised in the foreseeable future. The tax losses were incurred by loss-making Group entities and could not be transferred to other profit-generating Group entities, and those Group entities did not expect to earn profit to cover the losses.

As at 31 December 2023 and 2022, the expiration dates for tax loss carry forward, for which no deferred tax asset was recognised:

	<u>2023</u>	<u>2022</u>
1 year	710	4 025
2 years	60 013	3
3 years	2 286	60 078
4 years	-	11 045
5 years	16	14 877
Indefinitely	10 937	14 897
<b>Total income tax losses</b>	<b><u>73 962</u></b>	<b><u>104 925</u></b>

## 19. Trade, other payables and current liabilities, contract liabilities

As at 31 December 2023 and 2022, trade, other payables and current liabilities were as follows:

	<u>2023</u>	<u>2022</u>
Trade payables	882 006	865 904
Liabilities under reverse factoring arrangements	18 673	9 961
Payable to related parties (Note 29)	1 042	2 813
Wages and salaries and social security contributions payable	121 966	109 516
Taxes payable (other than income tax)	45 969	43 514
Contract liabilities	20 742	18 921
Accrued expenses and deferred income	10 711	7 951
Other payable	141 038	110 248
<b>Total</b>	<b><u>1 242 147</u></b>	<b><u>1 168 828</u></b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

As at 31 December 2023, the Group's liabilities under loyalty programs amounting to EUR 7 755 thousand (31 December 2022: EUR 7 700 thousand) were included in contract liabilities.

The Group is involved in reverse factoring arrangements with the banks, under which the banks agree to pay the amounts that the Group owes to the Group's suppliers, whereas the Group agrees to make payments to the banks at a date later than the suppliers are paid. Payables to the banks under reverse factoring arrangement amounted to EUR 18 673 thousand as of 31 December 2023 (2022: EUR 9 961 thousand). The payment terms with the suppliers participating in the Supply Chain Financing Program remain largely unchanged. In instances where amendments are agreed, the new terms will not deviate significantly from industry standards for the specific product category. Additionally, any revised payment period complies with, or falls within, the legal maximums terms. Liabilities under reverse factoring arrangement have a similar nature and function to trade payables, as they are part of the working capital used in the Group's normal operating cycle.

## 20. Revenue from contracts with customers

Revenue from contracts with customers for the year ended 31 December:

	2023						
	Group of companies						
	Maxima Group	Euroapotheca	ERMI Group	Akropolis	NDX Group	Other	Total revenue
Sales of goods	5 770 830	1 581 878	231 213	4	16 340	-	7 600 265
Sales of services	18 403	13 824	1 089	27 861	101	75	61 353
Other revenue	16 406	538	175	1 057	42	4 041	22 259
<b>Total revenue from contracts with customers</b>	<b>5 805 639</b>	<b>1 596 240</b>	<b>232 477</b>	<b>28 922</b>	<b>16 483</b>	<b>4 116</b>	<b>7 683 877</b>
Rental income	29 106	128	199	75 424	1 538	-	106 395
<b>Total revenue</b>	<b>5 834 745</b>	<b>1 596 368</b>	<b>232 676</b>	<b>104 346</b>	<b>18 021</b>	<b>4 116</b>	<b>7 790 272</b>

  

	2022						
	Group of companies						
	Maxima Group	Euroapotheca	ERMI Group	Akropolis	NDX Group	Other	Total revenue
Sales of goods	5 085 285	1 017 201	243 370	4	24 484	-	6 370 344
Sales of services	14 281	12 684	1 618	29 611	196	71	58 461
Other revenue	18 917	476	112	818	12	4 277	24 612
<b>Total revenue from contracts with customers</b>	<b>5 118 483</b>	<b>1 030 361</b>	<b>245 100</b>	<b>30 433</b>	<b>24 692</b>	<b>4 348</b>	<b>6 453 417</b>
Rental income	26 501	131	165	66 325	2 034	-	95 156
<b>Total revenue</b>	<b>5 144 984</b>	<b>1 030 492</b>	<b>245 265</b>	<b>96 758</b>	<b>26 726</b>	<b>4 348</b>	<b>6 548 573</b>

All revenue from contracts with customers was recognised at the point in time. Rental income was recognized over time.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

### 21. Operating expenses

For the financial years ended 31 December 2023 and 2022 operating expenses were as follows:

	<b>2023</b>	<b>2022</b>
Salaries and employees' benefits	(162 206)	(129 254)
Depreciation, amortization and impairment of non-current assets	(56 849)	(37 680)
Utilities	(24 510)	(36 719)
Rent	(4 418)	(1 230)
Transportation	(7 269)	(8 091)
Cost of low-value inventories	(5 715)	(3 167)
Product losses (reversals), markdowns and write-offs	(592)	(622)
Marketing expenses	(50 769)	(47 335)
Other expenses	(99 954)	(79 008)
<b>Total</b>	<b>(412 282)</b>	<b>(343 106)</b>

The Group's employee benefits expense for the financial years ended 31 December 2023 and 2022 amounted to EUR 868 062 thousand and EUR 719 932 thousand, respectively.

The Group's audit, tax consultations related expenses, provided by the group auditor for the financial year ended 31 December 2023 and 2022 were as follows:

	<b>2023</b>			
	Audit services	Tax services	Other non-audit services	Total
PwC	1 356	3	38	1 397
<b>Total</b>	<b>1 356</b>	<b>3</b>	<b>38</b>	<b>1 397</b>

	<b>2022</b>			
	Audit services	Tax services	Other non-audit services	Total
PwC	1 151	20	114	1 285
<b>Total</b>	<b>1 151</b>	<b>20</b>	<b>114</b>	<b>1 285</b>

The fees listed above relate to the procedures applied to the Company and its consolidated Group entities by accounting firms and the external independent auditor as referred to in Section 1, subsection 1 of the Audit Firms Supervision Act ('Wet toezicht accountantsorganisatie, WTA') as well as by Dutch and foreign-based-accounting firms including their tax services and advisory groups. These fees relate to the audit of the 2023 and 2022 financial statements respectively, regardless of whether the work was performed during the financial year. For the fees for PricewaterhouseCoopers Accountants N.V., refer to Note 14 of the Company financial statements.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### 22. Other gains (losses)

For the financial years ended 31 December 2023 and 2022 the Group's other gains (losses) was as follows:

	<u>2023</u>	<u>2022</u>
Foreign exchange gain (loss)	5 629	(2 127)
Gain on investment property revaluation (Note 6)	21 847	11 911
Gain on disposal of subsidiaries and associates	7 372	4 203
Net fair value gain (loss) on financial assets at fair value through profit or loss (Note 10)	8 404	-
Gain (loss) on disposal of property, plant and equipment and intangible assets	(1 173)	(1 758)
Share of results of associates (Note 9)	641	1 007
Other	7 607	5 282
<b>Other gains (losses)</b>	<b><u>50 327</u></b>	<b><u>18 518</u></b>

### 23. Finance costs, net

For the financial years ended 31 December 2023 and 2022 other financial activity result was as follows:

	<u>2023</u>	<u>2022</u>
<b>Finance costs:</b>		
Interest expenses		
- Bank borrowings	(24 564)	(9 883)
- Bonds	(27 208)	(23 950)
- Lease	(40 191)	(32 730)
- Interest on resolved uncertain tax position	-	(3 423)
- Other borrowings	(1 601)	(244)
- Gain (loss) on change in value of derivatives financial instruments	(1 788)	-
- Other finance costs	(4 355)	(2 074)
<b>Total</b>	<b><u>(99 707)</u></b>	<b><u>(72 304)</u></b>
<b>Finance income:</b>		
Interest income	18 691	5 628
Other finance income	2 115	482
<b>Total</b>	<b><u>20 806</u></b>	<b><u>6 110</u></b>
<b>Finance costs, net</b>	<b><u>(78 901)</u></b>	<b><u>(66 194)</u></b>

In 2023, interest income from net investment in lease amounted to EUR 508 thousand (2022 – EUR 378 thousand).

The tax dispute with the Polish tax authorities (Note 32) was concluded in 2023. In 2022, the Group recognised interest expenses of EUR 3 423 thousand in relation to the resolved uncertain tax position. In 2023, there was a refund of the overpaid interest amount of EUR 185 thousand.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### 24. Income tax

For the financial years ended 31 December 2023 and 2022 income tax expense (benefit) consisted of the following:

	<u>2023</u>	<u>2022</u>
Current income tax for the period	40 777	37 168
Income tax correction for prior periods	1 001	3 200
Deferred tax	11 261	2 412
<b>Income tax expense</b>	<b><u>53 039</u></b>	<b><u>42 780</u></b>

The tax dispute with the Polish tax authorities in relation to corporate income tax for the year 2011 was concluded in the beginning of 2023. In 2022, the Group adjusted its corporate income tax return for the previous period by amount of EUR 3 368 thousand (Note 32).

For more details on movements in deferred tax assets and liabilities, refer to Note 18.

The calculation of income tax expense (benefit) is presented below:

	<u>2023</u>	<u>2022</u>
Profit before income tax	357 492	266 212
Tax at the domestic income tax rate (25.8%)	89 373	66 553
Effect of different tax rates of foreign subsidiaries	(39 831)	(30 259)
Permanent differences	1 643	1 472
Effect of unrecognised deferred income tax asset from tax losses carried forward	3 583	2 339
Transfer of tax loss to another group unit	(574)	-
Utilised (recognised) deferred income tax asset	(1 888)	(191)
Other	733	2 866
<b>Total income tax expense</b>	<b><u>53 039</u></b>	<b><u>42 780</u></b>
Effective income tax rate	14.84%	16.07%

### 25. Impairment

According to the accounting standards, at the reporting date the Group is required to assess whether there is any indication that an asset impairment might be significant and, if any such indication exists, the Group is required to estimate the recoverable amount of the asset and compare it to the carrying amount. Any impairment is recognised immediately as an expense but can be subsequently reversed if recoverable amount of an asset increases (other than goodwill).

Goodwill is tested for impairment annually or more frequently if indications of impairment exist for goodwill. The carrying amount of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

#### Impairment of non-financial assets (other than goodwill)

The recoverable amount of certain assets, for which impairment was estimated (real estate), was determined based on the market value reports prepared by real estate valuers. Also, the recoverable amount of certain assets,

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

for which impairment was estimated, was determined under the value in use approach by calculating future cash flows over the period of five years, in accordance with the Group's internal forecasts.

In 2023 and 2022 Vilniaus prekyba Group companies and NDX Group companies performed property, plant and equipment impairment tests as follows:

### *Vilniaus prekyba Group*

For calculation of assets' value in use in 2023, future cash flow forecasts and a post-tax discount rate of 7.5% to 10.5% (2022: 6.5% to 8.7%) were used. A pre-tax discount rate was 7.7% to 10.6% (2022: 7.6% to 10.7%). The management used the external market information reflecting current market assessment of the time value of money and the risks specific to the cash-generating units in order to determine the discount rates. Net cash inflows are projected for a five-year period, and beyond for the indefinite period the terminal value is estimated at the end of a five-year period, and the key assumptions and uncertainties are related to the discount rates and the forecasts of expected changes in growth rates and margins. For calculations of the terminal value, the Group entities used the growth rates of 1.0% to 2.0% (2022: 1.0% to 2.0%). The growth rates were determined with reference to the projected long-term economic growth rates. The post-tax rates do not include adjustments related to the Pillar Two. In the management's opinion, the Pillar Two implementation will have no significant impact on post-tax cash flows, as the Group's effective tax rate in 2023 was 15%.

Impairment is recognised on property, plant and equipment but not on goodwill because it relates to cash generating units to which goodwill is not allocated. Vilniaus prekyba Group recognised an impairment reversal at the amount of EUR 489 thousand (2022: EUR 798 thousand) and an impairment at the amount of EUR 2 822 thousand in 2023 (2022: EUR 2 459 thousand).

In 2023 Vilniaus prekyba Group recognised net impairment of right-of-use assets in amount of EUR 4 200 thousand (2022: EUR 358 thousand).

In 2023 Vilniaus prekyba Group recognised an impairment reversal of intangible assets at the amount of EUR 171 thousand (2022: EUR nil) and an impairment of intangible assets at the amount of EUR 694 thousand (2022: EUR 1 084 thousand).

### *NDX Group*

NDX Group companies calculated the assets' value in use using five-year cash flow forecast and the post-tax discount rates of 8.0% in 2023 (2022: 9.0% to 13.0%). The management used external market information reflecting current market assessment of the time value of money and the risks related to cash generating units for determination of discount rates; and growth rates were based on the expected long run economy growth rate. For calculations of the terminal value, the Group entities used the growth rates of 6.5% (2022: 1.0% to 2.0%). For subsequent indefinite period calculations, it was projected that the steady growth rate would meet the average retail market growth rate. The post-tax rates do not include adjustments related to the Pillar Two. In the management's opinion, the Pillar Two implementation will have no significant impact on post-tax cash flows, as the Group's effective tax rate in 2023 was approximately 15%.

In 2023 and 2022 there was no difference between the carrying amount and recoverable amount of property, plant and equipment and no impairment or impairment reversal was recognised.

In 2023 there was no difference between the carrying amount and recoverable amount of intangible assets. In 2022 NDX Group recognised an impairment of intangible assets at the amount of EUR 2 thousand.

### **Goodwill impairment**

For the purpose of impairment testing, goodwill is allocated to the group entities of MAXIMA GRUPĖ, EUROAPOTHECA and ERMI GROUP, which are cash-generating units (further -CGUs) and are expected to bring benefit from synergies of business combination.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
 Consolidated and company financial statements for the financial year ended 31 December 2023  
 (EUR thousand, unless otherwise stated)

In case the Group identifies impairment indications of the cash-generating units, the Group reduces the carrying amount of the asset to the recoverable amount. The recoverable amount of the cash-generating unit is determined under the value in use approach, by calculating future cash flows over a five-year period and the terminal value at the end of a five-year period based on the Group's internal forecasts.

As at 31 December 2023 and 2022, the Group's goodwill allocated by groups of CGUs is presented below:

	Country	2023	2022
<b>MAXIMA entities</b>			
MAXIMA LT, UAB	Lithuania	380 994	379 783
MAXIMA Latvija, SIA	Latvia	133 657	133 059
MAXIMA Eesti OÜ	Estonia	6 172	5 723
Emperia Holdings S.A., Stokrotka SP.zo.o.	Poland	32 217	29 967
		<b>553 040</b>	<b>548 532</b>
<b>EUROAPOTHECA entities</b>			
UAB "EUROVAISTINĖ"; EVD, UAB; EVRC, UAB	Lithuania	53 850	53 850
EUROAPTIEKA, SIA; EUROAPTIEKA	Latvia	9 556	9 556
FARMACIJA, SIA			
OÜ Baltfarma, OU Jasmin Apteegid, Lihula OÜ	Estonia	1 509	1 509
Apoteksgruppen I Sverige AB, Kronans Apotek AB	Sweden	327 880	327 069
		<b>392 795</b>	<b>391 984</b>
<b>ERMI entities</b>			
BAUHOF GROUP AS	Estonia	7 821	7 821
		<b>7 821</b>	<b>7 821</b>
<b>NDX entities</b>			
EECP Group	Lithuania	1 674	1 674
		<b>1 674</b>	<b>1 674</b>
<b>Total</b>		<b>955 330</b>	<b>950 011</b>

In 2023, no impairment was determined. In 2022, impairment was determined for Bassatil Investments Sp. z.o.o. in amount of EUR 2 thousand and impairment related to Mispol S.A. Group in amount of EUR 4 158 thousand was written off after the sale in January 2022 (Note 8).

For each of CGU with significant amount of goodwill the key assumptions in assessing value in use are discount and growth rates, as well as forecasted margin rates, such as EBITDA and sales growth rates. Assessing the value in use, the management estimated post-tax discount rates that reflect the current market assessment of the time value of money and the risks related to CGU's. The tables below summarise the key assumptions in the years 2023 and 2022:

Assumptions (year 2023)	MAXIMA Group	EUROAPOTHECA Group	ERMI Group	NDX Group
Post-tax discount rate (%)	7.5%-10.5%	6.8%-8.1%	2.9-8.65%	7-8%
Long term growth rate (%)	1.0%-1.5%	2%	2.0%	2.0%
Assumptions (year 2022)	MAXIMA Group	EUROAPOTHECA Group	ERMI Group	NDX Group
Post-tax discount rate (%)	6.5%-8.7%	6.49%-7.37%	6.46-7.64%	7.0-8.0%
Long term growth rate (%)	1.0%-1.5%	2.0%	2.0%	2.0%

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

The growth rates were based on the projected long-term economic growth rates. The changes in revenue and expenses, accordingly in EBITDA, are based on the historical trends and the expected future changes in the markets where the Group operates.

When testing goodwill for impairment of Maxima Group, Euroapotheica Group and ERMI Group companies in the Baltic countries and Poland, had the discount rate increased by 0.5 p.p. and the growth rate decreased by 0.5 p.p., no additional impairment would have been established. When testing goodwill for impairment of NDX Group companies, had the discount rate increased by 1.0 p.p., no additional impairment would have been established.

## 26. Non-cash transactions

In 2023, additions in right-of-use assets amounted to EUR 171 587 thousand (2022: EUR 93 825 thousand) whereas the changes in lease liabilities amounted to EUR 29 646 thousand (2022: EUR 5 137 thousand).

## 27. Acquisition of subsidiaries and disposal of subsidiaries

### 27.1. Acquisitions of subsidiaries and business combinations during 2023 and 2022

#### Acquisitions and combinations of the companies in 2023

In December 2023, the Company acquired 100% of shares in DELANO UAB for the amount of EUR 12 660 thousand from an entity related to the shareholders. The difference of EUR 8 760 thousand between the acquisition price of shares and the ownership interest of the parent in the acquiree was recognised by the Group as a reduction of the Group's equity.

#### Assets acquired and liabilities assumed:

The fair values of the identifiable assets and liabilities of Delano as at the date of acquisition were:

	Fair value recognised on acquisition
<b>Assets</b>	
Property, plant and equipment	2 481
Right-of-use assets	9 690
Inventories	358
Prepayments and other non-current assets	304
Trade and other receivables	250
Cash and cash equivalents	5 988
<b>Total assets</b>	<b>19 071</b>
<b>Liabilities</b>	
Non-current lease liabilities	(7 997)
Deferred income tax liabilities	(171)
Other non-current liabilities	(456)
Current portion of non-current lease liabilities	(2 817)
Trade and other payables, and current liabilities	(3 730)
<b>Total liabilities</b>	<b>15 171</b>
<b>Total recognised net assets</b>	<b>3 900</b>

**Outflow of cash on acquisition**

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

Cash consideration paid by the Group	12 660
Less: cash acquired	(5 988)
<b>Net outflow of cash on acquisition</b>	<b>6 672</b>
<b>Recognised in the Group's equity</b>	<b>8 760</b>

### Acquisitions and combinations of the companies in 2022

#### Joint venture of EUROAPOTHECA and Oriola

On 3 October 2022, EUROAPOTHECA Holding SWE (the subsidiary of EUROAPOTHECA UAB in Sweden) and Oriola Corporation signed a contract on establishing a joint venture of the pharmacy chains owned by them in Sweden: Apoteksgruppen pharmacy chain controlled by EUROAPOTHECA and Kronans Apotek pharmacy chain controlled by Oriola. The transaction was implemented by establishing Swedish Pharmacy Holding AB – a joint venture of EUROAPOTHECA and Oriola, each holding 50% ownership interest.

During the transaction, EUROAPOTHECA Group contributed to joint venture the Apoteksgruppen business with assessed value of EUR 218 million, whereas Oriola contributed to joint venture the Kronans Apotek with the assessed value of EUR 266.5 million. In the context of transaction, EUROAPOTHECA Group also made a cash contribution to Oriola amounting to EUR 24.25 million.

When making judgement in relation to consolidation of the Swedish joint venture in the Group's consolidated financial statements, EUROAPOTHECA Group's management performed assessment regarding retention of the major controlling interest. The assessment was carried out with reference to the criteria laid out in IFRS 10. As the Group acquired 50% ownership interest in the Swedish joint venture and based on the management assessment results as well as observations of advisors, it was concluded that the Group retains the majority interest, and therefore, assets, liabilities and profit/loss of Swedish Pharmacy Holding AB and entities acquired by it are consolidated in EUROAPOTHECA Group and Metodika B.V. consolidated financial statements, with non-controlling interest presented separately.

The transaction has been motivated by the opportunity to create significant synergies and increase the scale and market presence of the combined entity:

- Main recognized synergy sources are administration related costs as well as other fixed costs. The synergies are expected to be realized in full by the end of the third year from closing. One-off costs and investments relating to integration and synergy extraction at the JV are estimated to be approximately EUR 25 million.
- The residual goodwill primarily refers to the value of future customers and, to a limited extent, the assembled workforce.
- Swedish joint venture had approximately 3,000 FTEs as per the Valuation Date. An assembled workforce is an important asset that may contribute to future economic benefits. However, under IFRS the assembled workforce is not an identifiable asset to be recognized separately from goodwill. Hence, it is included as part of the residual goodwill and only valued to be used as a capital charge for other calculations (primarily customer relationships).

Vast majority of the acquired receivables is receivables from the National Health Insurance fund of Sweden, and they are all expected to be collected, as at the acquisition date. Goodwill is recognized only on consolidated accounts, the write-off amount would not be tax deductible.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

### Assets acquired and liabilities assumed:

The fair values of the identifiable assets and liabilities of Kronans Apotek as at the date of acquisition were:

	<b>Fair value recognised on acquisition</b>
<b>Assets</b>	
Property, plant and equipment	18 019
Right-of-use assets	76 277
Intangible assets (other than goodwill)	105 316
Goodwill	136 200
Financial assets	19
Inventories	59 796
Receivables, prepayments and other non-current assets	30 399
Deferred tax assets	760
Cash and cash equivalents	16 931
<b>Total assets</b>	<b>443 717</b>
<b>Liabilities</b>	
Non-current lease liabilities	(36 219)
Deferred tax liabilities	(27 978)
Current year portion of non-current lease liabilities	(12 342)
Trade and other payables, current liabilities	(100 678)
<b>Total liabilities</b>	<b>177 217</b>
<b>Total recognised net assets</b>	<b>266 500</b>
Goodwill arising on acquisition	-
Total purchase consideration	266 500
<b>Outflow of cash on acquisition</b>	
Cash consideration paid by the Group	24 250
Less: cash acquired	(16 743)
<b>Net outflow of cash on acquisition</b>	<b>7 507</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### G.L.G. projektai UAB

The Group acquired 51% of G.L.G. projektai, UAB shares on 16 December 2022.

#### Assets acquired and liabilities assumed:

The fair values of the identifiable assets and liabilities of G.L.G. projektai, UAB as at the date of acquisition were:

	<b>Fair value recognised on acquisition</b>
<b>Assets</b>	
Cash and cash equivalents	1 700
<b>Total assets</b>	<b>1 700</b>
<b>Liabilities</b>	-
<b>Total liabilities</b>	-
<b>Total identifiable net assets at fair value</b>	<b>1 700</b>
Attributable to the minority	833
Goodwill arising on acquisition	-
<b>Purchase consideration transferred</b>	<b>1 700</b>

From the date of acquisition until 31 December 2022, G.L.G. projektai, UAB accumulated loss amounting to EUR 113 thousand (loss attributable to the minority is EUR 55 thousand) after elimination of transactions with Group entities. If the combination had taken place at the beginning of the year, loss of G.L.G. projektai, UAB would have been EUR 116 thousand (loss attributable to the minority is EUR 57 thousand).

#### Purchase consideration

Cash consideration paid	1 700
Contingent consideration liability	-
<b>Total consideration</b>	<b>1 700</b>
Attributable to the minority	833
<b>Total consideration attributable to shareholder</b>	<b>867</b>

#### Analysis of cash flows on acquisition:

Net cash acquired with the subsidiary	1 700
<b>Net cash flow on acquisition</b>	<b>-</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

### EECP Group

On 29 December 2022, the Group (through owned 51% of G.L.G. projektai UAB shares), acquired 100% of EECP Retail Properties II, UAB (which owns 100% of Leita, UAB, PC Vilnelė, UAB as well as Basanavičiaus PC, UAB shares and Basanavičiaus PC, UAB owns 100% of Karilė, UAB shares) and EECP Retail Properties III, UAB (hereinafter – EECP Group) shares. The main activity of the acquired group is rent of 17 own shopping centers.

#### Assets acquired and liabilities assumed:

The fair values of the identifiable assets and liabilities of EECP Group as at the date of acquisition were:

	<b>Fair value recognised on acquisition</b>
<b>Assets</b>	
Investment property	90 000
Long-term loans	9 162
Financial assets originated from derivatives	4 876
Deferred tax assets	30
Trade and other receivables	609
Cash and cash equivalents	2 386
<b>Total assets</b>	<b>107 064</b>
<b>Liabilities</b>	
Borrowings from banks	(51 253)
Deferred tax assets	(7 823)
Financial liabilities originated from derivatives	(436)
Other payables and liabilities	(827)
<b>Total liabilities</b>	<b>(60 339)</b>
<b>Total identifiable net assets at fair value</b>	<b>46 725</b>
Attributable to the minority	22 895

After NDX Group UAB acquisition of 100% ownership in EECP Group through G.L.G. projektai UAB, the consolidated balance sheet of NDX Group reflects only the minority stake resulting from the G.L.G. projektai UAB acquisition (see above).

From the date of acquisition until 31 December 2022, EECP Group contributed EUR 44 thousand of revenue and EUR 17 thousand to net profit. If the combination had taken place at the beginning of the year, revenue of the company would have been EUR 11 500 thousand and net profit for the Group would have been EUR 3 600 thousand.

#### Purchase consideration

Cash consideration paid	50 007
Contingent consideration liability	-
<b>Total consideration</b>	<b>50 007</b>
Cash consideration paid by controlling shareholder	25 503
<b>Goodwill arising on acquisition</b>	<b>1 673</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### 27.2. Disposals of subsidiaries during 2023 and 2022

#### Disposal of the companies in 2023

There were no significant disposals of subsidiaries during 2023.

#### Disposal of the companies in 2022

On 1 February 2022, NDX Group sold the 100% shares of Mispol S.A. with its subsidiary KSK Bono s.r.o. to the third party.

The financial performance of disposed Mispol S.A was as follows:

	2022*	2021
Revenue	3 823	40 922
Cost of goods sold	(3 609)	(35 929)
Operating expenses	(533)	(5 798)
Other income	-	272
Financial expenses	(32)	(156)
Income tax	12	28
<b>Net profit (loss)</b>	<b>(339)</b>	<b>(661)</b>
Exchange differences on transaction	82	126
<b>Other comprehensive income</b>	<b>(257)</b>	<b>(536)</b>
Net cash inflow from operating activities	<b>857</b>	
Net cash inflow from investing activities	-	
Net cash outflow from financing activities	<b>(56)</b>	
<b>Net increase in cash generated by the subsidiary</b>	<b>801</b>	

\*For the period of 1 January – 31 January 2022

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

At the transfer date the net assets of Mispol S.A were as follows:

	<u>Mispol S.A.</u>
<b>Assets</b>	
Property, plant and equipment	13 984
Other intangible assets	1 151
Goodwill	5 020
Other non-current assets	7
Deferred tax assets	116
Inventories	4 497
Receivables, prepayments	5 896
Other current assets	243
Cash and cash equivalents	2 581
<b>Total assets</b>	<b><u>33 495</u></b>
<b>Liabilities</b>	
Borrowings from banks and lease liabilities	(3 354)
Deferred tax liabilities	(561)
Other payables and non-current liabilities	(29)
Trade payables	(10 618)
Other liabilities	(803)
<b>Total liabilities</b>	<b><u>(15 365)</u></b>
Total identifiable net assets at fair value	18 130
Gain on sale	18 803
<b>Total disposal consideration</b>	<b><u>36 933</u></b>
<b>Consideration received or receivable:</b>	
Cash	36 933
<b>Total disposal consideration:</b>	
Cash received	36 933
Carrying amount of net assets sold	(18 130)
Transfer of foreign currency translation reserve result from others comprehensive income (loss) and recognised profit loss)	(6 178)
<b>Gain on sale before income tax</b>	<b><u>12 625</u></b>
Income tax expense on gain	-
<b>Gain on sale after income tax</b>	<b><u>12 625</u></b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

On 25 March 2022 NDX Group sold 99.99% of its subsidiary operating in Belarus SOOO Kvinfud shares to the third party.

The financial performance of disposed SOOO Kvinfud was as follows:

	2022*	2021
Revenue	4 254	13 627
Cost of goods sold	(3 189)	(11 088)
Operating expenses	(321)	(1 189)
Other income	-	-
Financial expenses	(192)	23
Income tax	(5)	(40)
<b>Net profit (loss)</b>	<b>547</b>	<b>1 333</b>
Exchange differences on transaction	(1 075)	274
<b>Other comprehensive income</b>	<b>(528)</b>	<b>1 607</b>
Net cash inflow from operating activities	<b>1 350</b>	
Net cash inflow from investing activities	-	
Net cash outflow from financing activities	-	
<b>Net increase in cash generated by the subsidiary</b>	<b>1 350</b>	

\*For the period of 1 January – 31 March 2022

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

At the transfer date the net assets of SOOO Kvinfud were as follows:

	<b>SOOO Kvinfud</b>
<b>Assets</b>	
Property, plant and equipment	1 224
Other intangible assets	128
Deferred tax assets	15
Inventories	2 655
Trade and other receivables,	79
Prepayments	17
Other current assets	153
Cash and cash equivalents	1 738
<b>Total assets</b>	<b>6 009</b>
<b>Liabilities</b>	
Deferred tax liabilities	(24)
Employment-related liabilities	(127)
Trade payables	(1 051)
Income tax liabilities	(6)
<b>Total liabilities</b>	<b>(1 208)</b>
Total identifiable net assets at fair value	4 801
Loss on sale	801
<b>Total disposal consideration</b>	<b>4 000</b>
<b>Consideration received or receivable:</b>	
Cash	1 500
Receivables according to sale and purchase agreement	2 500
<b>Total disposal consideration:</b>	
Cash received and receivables according to sale and purchase agreement	4 000
Carrying amount of net assets sold	(4 801)
<b>Loss on sale before income tax</b>	<b>(801)</b>
Income tax expense on gain	-
<b>Gain on sale after income tax</b>	<b>(801)</b>

According to the share sale and purchase agreement, the buyer paid EUR 1 500 thousand for the shares in 2022. As at 31 December 2022, the buyer has an obligation to pay the remaining amount according to the schedule until 31 January 2027. As at the date of signing these financial statements, the buyer makes payments for the shares ahead the payment schedule.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
 Consolidated and company financial statements for the financial year ended 31 December 2023  
 (EUR thousand, unless otherwise stated)

### 28. Financial Risk Management

The Group is exposed to the following financial risks in its operations: credit risk, liquidity risk and market risk (foreign exchange risk, fair value and cash flow interest rate risks). To manage these risks, the Group seeks to minimise the potential adverse effects of factors that could negatively impact the financial performance of the Group.

**Changes in liabilities arising from financing activities.** The table below summarises changes in liabilities arising from financing activities, including both monetary and non-monetary changes. The table below shows the movement in liabilities reported in the statement of financial position and arising from financing activities during the years ended as at 31 December 2023 and 2022.

	Balance at 31 December 2022	Dividends declared	New leases and lease modifications (IFRS 16)	Charged (+)	Cash inflow (+)	Cash outflow (-)	Foreign exchange effect (+/-)	Acquisition of subsidiaries	Other (+/-)	Balance at 31 December 2023
Interest on borrowings and bonds	14 905	-	-	53 370	-	(50 658)	(9)	-	(402)	17 206
Borrowings and bonds (excl. overdrafts)	1 173 785	-	-	-	250 494	(302 944)	1 819	-	(2 043)	1 121 111
Lease liabilities (incl. interest)	768 784	-	201 234	40 189	-	(166 674)	-	10 814	(1 937)	852 410
Dividends declared	-	155 249	-	-	-	(155 249)	-	-	-	-
<b>Total</b>	<b>1 957 474</b>	<b>155 249</b>	<b>201 234</b>	<b>93 559</b>	<b>250 494</b>	<b>(675 525)</b>	<b>1 810</b>	<b>10 814</b>	<b>(4 382)</b>	<b>1 990 727</b>
	Balance at 31 December 2021	Dividends declared	New leases and lease modifications (IFRS 16)	Charged (+)	Cash inflow (+)	Cash outflow (-)	Foreign exchange effect (+/-)	Acquisition of subsidiaries	Other (+/-)	Balance at 31 December 2022
Interest on borrowings and bonds	8 008	-	-	33 946	-	(25 917)	(233)	-	(899)	14 905
Borrowings and bonds (excl. overdrafts)	1 035 001	-	-	-	414 963	(323 815)	(1 809)	51 373	(1 928)	1 173 785
Lease liabilities (incl. interest)	777 481	-	98 962	32 685	-	(146 357)	-	48 548	(42 535)	768 784
Dividends declared	-	140 329	-	-	-	(140 329)	-	-	-	-
<b>Total</b>	<b>1 820 490</b>	<b>140 329</b>	<b>98 962</b>	<b>66 631</b>	<b>414 963</b>	<b>(636 418)</b>	<b>(2 042)</b>	<b>99 921</b>	<b>(45 362)</b>	<b>1 957 474</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### Financial instruments by category

As at 31 December 2023 and 2022, financial instruments by category were as follows:

<b>Assets</b>	<b>2023</b>	<b>2022</b>
Loans granted and accrued interest	24 823	95 015
Trade and other receivables, excluding prepayments	337 692	158 686
Other current assets	7 201	8 304
Cash and cash equivalents	755 678	831 654
<b>Total</b>	<b>1 125 394</b>	<b>1 093 659</b>
<b>Liabilities</b>		
Borrowings and lease liabilities	2 006 707	1 986 050
Trade and other payables, excluding non-financial liabilities	994 829	964 842
<b>Total</b>	<b>3 001 536</b>	<b>2 950 892</b>

**Credit risk.** Credit risk had impact on assets amounting to EUR 1 125 394 thousand and EUR 1 093 659 in 2023 and 2022, respectively. As at 31 December 2023 and 2022, the Group's maximum exposure to credit risk was related to cash and cash equivalents amounting to EUR 755 678 thousand and EUR 831 654 thousand, respectively (Note 14). The credit risk related to cash balances on bank accounts was limited because the Group performs operations with the banks belonging to international financial groups with high credit ratings assigned by international rating agencies.

The Group's credit risk concentration is partly related to amounts receivable from the National Health Insurance Funds in Lithuania (and/or agencies with analogous functions in other countries) on sale of pharmaceuticals that are compensated by the National Health Insurance Funds in Lithuania (and/or agencies with analogous functions in other countries). As at 31 December 2023, the amounts receivable totalled EUR 38 373 thousand (31 December 2022: EUR 39 581 thousand).

The Group controls the creditworthiness of debtors by using various control methods such as credit approvals, limits, prepayment requirements and other procedures. Each Group entity is responsible for the credit risk management and analysis in respect of each newly accepted customer. There is no significant concentration of credit risk arising from individual customers, specific industries and/or geographical regions.

The amounts in the consolidated financial statements are reported net of impairment allowances for doubtful amounts receivable. Impairment test is performed at each reporting date based on the provision matrix which is used to estimate the expected credit losses. The expected credit loss rates are determined with reference the number of days past due in different customer groups with similar historical loss experience (i.e. geographical area, type of services, collaterals obtained). COVID-19 had no significant impact on the expected credit losses and impairment allowance for doubtful amounts receivable.

**Commodity price risk.** Some Group companies are exposed to price volatility risk related to raw materials used in production, which depends on the price in international markets. The Group manages this risk through effective procurement strategies.

**Foreign currency risk.** The Group is exposed to foreign exchange risk arising from various currencies, particularly from the US dollars, which is the currency used for purchase of goods in foreign countries. The Group's revenue is mostly generated in the euro (as from 1 January 2015 in Lithuania, and as from 1 January 2014 in Estonia and Latvia), in the Polish zloty, the Swedish krona, and the Bulgarian lev. The Bulgarian lev is pegged to the euro at a fixed exchange rate, and in the opinion of the Group's management, foreign exchange risk related to this currency is not significant. A potential adverse effect of foreign exchange risk has substantially diminished, because the

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

Group has foreign currency policies in place for management of open foreign currency positions by each currency. The Group uses derivative financial instruments to hedge against foreign exchange risks (the futures).

The sensitivity analysis of profit before tax to potential changes in foreign exchange rates has not been presented by the Group, because the results are not material.

**Interest rate risk.** The Group's cash flows are affected by fluctuations in market interest rates and mostly relates to borrowings (Notes 15, 16, 17) as the balance of loans granted (Note 11) comparing with the borrowings is not significant (as at 31 December 2023 and 2022 all the loans granted were subject to variable interest rate linked to EURIBOR; as at 31 December 2023 the balance of loans granted consisted around 2% from total borrowings and 4% from borrowings with effectively variable interest rate, respectively; as at 31 December 2022 – 8% and 22%, respectively).

A majority of the Group's borrowings are subject to variable interest rate linked to EURIBOR (borrowings subject to variable interest rate linked with EURIBOR constituted 40% from total borrowings as at 31 December 2023 and 28% as at 31 December 2022, while such borrowings consisted 82% and 78% from total borrowings with variable interest rate per contracts as at 31 December 2023 and 2022, respectively). With respect to a part of such borrowings, the Group uses derivative financial instruments to manage the interest rate risk. As at 31 December 2023, around 52% (31 December 2022: 64%) of the Group's bank borrowings and bonds issued comprised commitments to make payments with an effective fixed interest rate, i.e. either by applying derivative financial instruments or setting a fixed interest rate in the contracts. The fair value of bonds is disclosed in Note 17, and the fair value of all other borrowings approximates the carrying amount.

The table below demonstrates sensitivity of the Group's profit before tax to potential shift in interest rates, with all other variables held constant (for borrowings with variable interest rates). There is no significant impact on the Group's equity other than that on profit for the current period.

	<u>Increase in percentage</u>	<u>Effect on profit before tax</u>	
		<u>2023</u>	<u>2022</u>
EURIBOR	+1.0	(4 406)	(2 184)
	-1.0	4 406	2 184
WIBOR, STIBOR	+1.0	(783)	(742)
	-1.0	783	742
PRIBOR	+1.0	-	-
	-1.0	-	-
USD LIBOR	+1.0	-	-
	-1.0	-	-

**Liquidity risk.** The Group is exposed to liquidity risk due to different maturity terms of receivables and payables. The major portion of operating cash flows is collected from retail customers; therefore, the Group does not have significant amount of trade receivables, while the settlement term for payables to the suppliers is usually between 30 and 60 days.

The Group's objective is to maintain a balance between continuity of funding of its investments and timely repayment of its debts by ensuring sufficient amount of working capital. In managing liquidity risk, the Group follows the principle of prudence. The Group manages its cash flows and liquidity risk based on annual cash flow forecasts. Cash flows from operating activities and availability of credit facilities and overdrafts from banks are the main sources for maintaining the Group's liquidity.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

The following table presents the contractual maturity analysis of the Group's non-derivative financial liabilities. The analysis is based on undiscounted cash flows, by taking into account the earliest date on which the Group can be required to settle the liabilities.

Maturity of Group's financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted payments:

<b>2023</b>	Borrowings from banks	Lease liabilities	Borrowings from related and other companies	Trade and other payables	<b>Total</b>
In the first year	122 844	248 961	20 095	994 825	1 386 565
In the second-fifth year	502 518	682 585	620 032	4	1 805 139
After five years	7 361	425 318	-	-	432 679
<b>Total</b>	<b>632 723</b>	<b>1 356 864</b>	<b>640 127</b>	<b>994 829</b>	<b>3 624 383</b>

  

<b>2022</b>	Borrowings from banks	Lease liabilities	Borrowings from related and other companies	Trade and other payables	<b>Total</b>
In the first year	145 034	152 587	169 829	964 447	1 431 897
In the second-fifth year	379 265	466 998	637 722	-	1 483 985
After five years	9 975	390 308	-	-	400 283
<b>Total</b>	<b>534 274</b>	<b>1 009 893</b>	<b>807 551</b>	<b>964 447</b>	<b>3 316 165</b>

The Group's management believes that the Group's liquidity indicators were adequate as at 31 December 2023 and 2022 and they are sufficient, as they meet or are better than the liquidity indicators of many companies operating in the same industry. Moreover, the Group has the ability to use undrawn borrowing facilities as an instrument to manage its liquidity risk.

Cash flows depending on variable interest rates were estimated using the prevailing interest rate at the reporting date. Trade and other payables of the Group are current and interest-free, and their settlement term is usually 30 to 60 days.

### Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group repeatedly determines whether transfers have occurred between the levels in the hierarchy by re-assessing its assets and liabilities (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Valuations are performed by the Group's management at each reporting date. For the purpose of fair value disclosures, the Group has determined the categories of assets and liabilities on the basis of the nature, characteristics and risks specific to the asset or liability and the level of the fair value hierarchy as explained above.

The following methods and assumptions were used to estimate the fair value of each class of financial assets and liabilities:

- The carrying amount of current trade and other receivables, current trade and other payables, cash and cash equivalents, term deposits at banks, short-term loans granted and current borrowings approximates their fair value (level 3).
- Valuation of foreign exchange forwards is based on the present value of future cash flows using the forward exchange rates at the reporting date (level 2).
- Valuation of interest rate swaps is based on the expected present value of future cash flows with reference to the observed yield curves.
- The fair value of non-current payables, except for bonds, is based on the quoted market price for the same or similar issues or on the current rates available for debt with the same maturity profile. The carrying amount of non-current borrowings with variable interest rates approximates their fair value (level 3).
- The fair value of bonds is based on quoted market price (level 1) (Note 17).
- The fair value of financial assets is based on funds report as at year end (level 3) (Note 10).

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

### 29. Related party transactions

The ultimate controlling party of the Group is Mr. Nerijus Numa, who is also one of the shareholders of the Company. Subsidiaries are directly or indirectly controlled entities. Other related parties are parties related to the ultimate controlling party.

#### Sale and purchase of goods

	<u>2023</u>	<u>2022</u>
<b>Sale of goods</b>		
Other related parties	1 189	989
<b>Total</b>	<u><u>1 189</u></u>	<u><u>989</u></u>
<b>Purchase of goods</b>		
Other related parties	2 693	4 196
<b>Total</b>	<u><u>2 693</u></u>	<u><u>4 196</u></u>

Sales of goods to related parties comprise goods for resale. Purchases of goods from related parties comprise goods for resale.

#### Sale and purchase of services

	<u>2023</u>	<u>2022</u>
<b>Sale of services</b>		
Shareholders	75	71
Other related parties	2 368	3 707
<b>Total</b>	<u><u>2 443</u></u>	<u><u>3 778</u></u>
<b>Purchase of services</b>		
Other related parties	12 357	15 562
<b>Total</b>	<u><u>12 357</u></u>	<u><u>15 562</u></u>

Sales of services to related parties comprise rent, telecommunication, repair and maintenance services. Purchases of services from related parties comprise rent, consulting and utility services. Under the service purchase agreements, the Group is committed to purchase the services in the future. The transactions are conducted on standard commercial terms and based on market prices.

#### Interest income and expense

	<u>2023</u>	<u>2022</u>
<b>Interest income</b>		
Other related parties	1 771	2 860
<b>Total</b>	<u><u>1 771</u></u>	<u><u>2 860</u></u>
<b>Interest expenses</b>		
Other related parties	4 008	4 123
<b>Total</b>	<u><u>4 008</u></u>	<u><u>4 123</u></u>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### Sale and purchase of property, plant and equipment and intangible assets

	<u>2023</u>	<u>2022</u>
<b>Sale of property, plant and equipment and intangible assets</b>		
Other related parties	3	480
<b>Total</b>	<u><u>3</u></u>	<u><u>480</u></u>
<b>Purchase of property, plant and equipment and intangible assets</b>		
Other related parties	15	34
<b>Total</b>	<u><u>15</u></u>	<u><u>34</u></u>

### Items of statement of financial position:

#### Non-current loans granted and accrued interest (Note 11)

	<u>2023</u>	<u>2022</u>
Other related parties	19 892	89 686
<b>Total</b>	<u><u>19 892</u></u>	<u><u>89 686</u></u>

#### Trade and other receivables (Note 13)

Shareholders	41	17
Other related parties	372	954
<b>Total</b>	<u><u>413</u></u>	<u><u>971</u></u>

#### Non-current borrowings and accrued interest (Note 16)

Shareholders	-	-
Other related parties	24 704	19 610
<b>Total</b>	<u><u>24 704</u></u>	<u><u>19 610</u></u>

#### Non-current lease liabilities (Note 5)

Other related parties	39 273	8 799
<b>Total</b>	<u><u>39 273</u></u>	<u><u>8 799</u></u>

#### Current borrowings and accrued interest (Note 16)

Shareholders	62	3 600
Other related parties	-	-
<b>Total</b>	<u><u>62</u></u>	<u><u>3 600</u></u>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### Current lease liabilities (Note 5)

Other related parties	4 823	3 334
<b>Total</b>	<b>4 823</b>	<b>3 334</b>

### Trade, other payables and current liabilities (Note 19)

Other related parties	1 042	2 813
<b>Total</b>	<b>1 042</b>	<b>2 813</b>

Outstanding balances at the year-end are unsecured and settlement occurs in cash. No guarantees were issued or received for any receivables/payables from/to related parties as at 31 December 2023 and 2022. The assessment of doubtful debts is undertaken annually by examining the financial position of the related party and the market in which the related party operates.

### Remuneration of key management

Key management personnel are identified as follows:

- Managing Directors A and B of Metodika B.V.;
- Key managers of sub-groups: Vilniaus prekyba Group (CEO and senior management, also CEOs and senior management of major operating entities) and NDX Group (CEO and senior management, also CEOs of operating companies).
- Managers of directly controlled entities: Entaras, UAB and Patria Holdings, UAB.

	<b>2023</b>	<b>2022</b>
Remuneration related expenses to key management personnel	10 169	9 986
<b>Specified as follows:</b>		
short-term employee benefits	9,942	8 833
post-employment benefits	-	-
other long-term benefits	-	23
termination benefits	227	1 130
share-based payment	-	-
Average number of key managers	99	108

As at 31 December 2023, the amounts of outstanding employment related payable amounts to key management personnel were EUR 308 thousand (as at 31 December 2022 EUR 310 thousand). In 2023 and 2022 the key management personnel of the Group did not receive loans, advance payments, guarantees, as well as no property transfers and other payments were made.

In 2023 and 2022 the Company did not contract services from any management entity that provides key management personnel services.

The acquisitions and sales of subsidiaries from/to the related parties during 2023 and 2022 are disclosed in Note 27.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### 30. Capital management

The Group manages its equity as capital. As at 31 December 2023 and 2022 the components of the capital consisted of the following:

	<u>2023</u>	<u>2022</u>
Equity	2 411 964	2 255 055
<b>Total</b>	<b><u>2 411 964</u></b>	<b><u>2 255 055</u></b>

The capital management strategy of the Group consistently aims to ensure that the capital of each Group entity complies with the local regulatory requirements (under IAS 1, 'capital' corresponds to equity reported in the consolidated financial statements). During the reporting year, all such capital requirements were fulfilled. The corresponding Group entities complied with the capital covenants stipulated in the loan and credit agreements.

The Group manages its capital structure and makes adjustments to it by taking into account the changes in economic conditions and the risk characteristics of its activities. To maintain or adjust the capital structure, the Group's parent company might issue new shares, change the dividend payment to shareholders or / and return capital to shareholders. As at 31 December 2023 and 2022, there were no changes in capital management objectives, policies or processes.

### 31. Significant events

#### **Russia's military invasion to Ukraine**

Following a large-scale military aggression initiated by the Russian Federation against Ukraine on 24 February 2022, the European Union and the entire international community imposed restrictive measures of unprecedented scope on the Russian Federation, the Republic of Belarus, and certain individuals and businesses. In addition, more and more countries and private companies are announcing their voluntary actions aimed at restricting business activities in Russia and Belarus.

The management of the Group's subsidiaries have made a joint decision to withdraw from trade, discontinue further ordering, and suspend supply of goods relating to the sanctioned countries. The Group's management monitors the situation in Ukraine, the list of sanctions against Russia and Belarus, and discontinues business relationships with the entities that are subject to sanctions. The Group's entities demonstrate continuous support to Ukraine by providing humanitarian aid to its people.

Although direct impact of the war was not material to the Group's financial results for the year ended 31 December 2023, the indirect consequences of the war, such as rising inflation and energy prices negatively affected the Group's results. The Group's management believes that its actions, such as unifying store formats, standardising business processes, strengthening IT, etc., will mitigate those negative effects in the future.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### 32. Pending litigation

#### Decision of the Lithuanian Competition Council

The fines of EUR 2 746 720, EUR 11 210, EUR 27 483 740, and EUR 1 273 310 were imposed on the Group's subsidiaries EVD UAB, Siromed Pharma UAB, Eurovaistinė UAB, and EVRC UAB, respectively based on the Lithuanian Competition Council's (LCC) unfavourable decision for the Company of 13 December 2022 *Regarding the compliance of actions of undertakings engaged in trade in pharmaceuticals with the requirements of Article 5 of the Lithuanian Law on Competition and Article 101 of the Treaty on the Functioning of the European Union* (the "Decision"). On 13 January 2023, the Group's subsidiaries filed appeals against the Decision with the Vilnius Regional Administrative Court. The date of court hearing on the case has not been set yet. The legal dispute in substance relates to a highly unusual interpretation and application of the competition law rules as follows: application of the Lithuanian Competition Law (Art. 5) and the Treaty on the Functioning of the European Union (Art. 101) to the activities regulated under the Lithuanian Law on Legislative Framework. The management believes that involvement in law-making or lobbying activities is not of an economic nature and, as such, it does not cause a restriction on competition, as may be confirmed by certain foreign country practices. Furthermore, a legislative proposal does not itself affect competition in the market since the legislative decisions are adopted by the competent authorities.

The Group's subsidiaries have secured the payment of the above fines with a bank guarantee provided to the LCC. The agreement on the bank guarantee was signed between the Group's subsidiaries and the commercial bank on 7 March 2023. The bank guarantee was issued for a full amount of the fines and it expires on 13 March 2027. EUROAPOTHECA UAB acted as a surety to the commercial bank for a proper fulfilment of obligations of the Group's subsidiaries under the agreement on the bank guarantee. If the final court ruling was unfavourable for the Group's subsidiaries, either:

- the subsidiaries would pay the fine to the LCC (accordingly the guarantee would be terminated) or
- the bank would pay the fine to the LCC and refer to the subsidiaries that would subsequently pay back to the bank.

The sources of finance would depend on the financing alternatives available at the time, including the subsidiaries' cash resources. The course of the court process will enable the management to plan cash outflows in advance and prepare for the payment of the fine, if necessary.

As at the date of approval of these financial statements, there existed a significant uncertainty in relation to the outcome of this litigation. The management believes the final court ruling will be favourable for the Group, and accordingly, no provision has been recognised for the fines imposed by the LCC. Such opinion of the management is based on the conclusions of the Group's in-house lawyers and external law experts.

#### Criminal litigation relating to collapse of store roof in Riga, Latvia

Maxima Latvija SIA and its employee, who was responsible for labour safety at the store (located in Priedaines iela 20, Riga, Latvia), the roof of which partly collapsed on 21 November 2013, participate as defendants in a criminal case, which was initiated on the grounds of breach of labour safety rules. Maxima Latvija SIA could theoretically be held liable in criminal proceedings if the court found that the employee (i) was guilty of the alleged irregularities and (ii) the employee was acting in accordance with Maxima Latvija SIA instructions. According to the official expert findings, the collapse was due to inappropriate design and not due to employee violations, and therefore, in view of Maxima Latvija SIA's management, there was no causal relationship between the collapse of the roof and the alleged violations of Maxima Latvija SIA employee.

The court of first instance adopted the decision on 18 February 2020. The court acquitted the employee of Maxima Latvija SIA. The court decision was appealed. The court of appeal brought its decision on 24 January 2023, completely acquitting the employee of Maxima Latvija SIA and terminating the legal proceedings.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

The Group believes that liabilities relating to the above legal proceedings would not, individually or in the aggregate, require accounting for additional accruals or provisions as at 31 December 2023.

### **Emperia Holding S.A. dispute regarding the corporate income tax**

As disclosed in the Group's consolidated financial statements for the year ended 31 December 2022, Emperia Holding Sp.z.o.o ("Emperia Holding") submitted an adjusted corporate income tax return based, to full extent, the additionally imposed taxes specified in the report issued by the Head of Lublin Customs and Tax Office. In the consolidated financial statements for the year ended 31 December 2022, the Group recognised adjustment to corporate income tax for prior periods. On 19 January 2023, Emperia Holding paid corporate income tax together with interest of EUR 6 791 thousand (PLN 31 812 thousand) in total (Notes 23 and 24).

On 31 January 2023, the Head of Lublin Customs and Tax Office presented the results of the tax audit. The above-mentioned case in relation to corporate income tax was concluded and there were no outstanding contingent liabilities for the Group.

On 21 July 2023, the overpaid interest amount of EUR 185 thousand (PLN 856 thousand) was refunded to the entity upon Emperia Holding's request.

## 33. Events after the reporting period

### **Borrowings and loans**

During the first quarter of 2024, Maxima Lithuania and Maxima Estonia signed overdraft agreements with the overdraft limits of EUR 29 million and EUR 15 million, respectively.

In February 2024, the company related to the shareholder repaid part of a long-term debt and all accrued interest amounting to EUR 10 186 thousand to NDX Group.

In May 2024, Metodika B.V. (the Borrower) signed credit facility agreement with the company related to the shareholder. Under this credit arrangement up to EUR 123 million could be borrowed at once or several times under the request from the Borrower. In June 2024, the Company borrowed EUR 120 million under this credit facility agreement.

In May 2024, Metodika B.V. (the Borrower) signed credit facility agreement with the company related to the shareholder. Under this credit arrangement up to EUR 100 million could be borrowed at once or several times under the request from the Borrower. In June 2024, the Company borrowed EUR 61 million under this credit facility agreement.

In May 2024, UAB "Vilniaus prekyba" repaid the long-term loan of EUR 4 050 thousand before maturity date to the company related to the shareholder.

In May 2024, Maxima Bulgaria made an agreement to extend for one year and increase the overdraft limit to EUR 11 million.

In June 2024, Maxima Bulgaria signed a long-term loan of EUR 4 million.

### **Liquidation and sale of subsidiaries**

In February 2024, SOLLO, UAB disposed of the shares of SIA SOLLO LV to unrelated party.

In March 2024, Barbora Polska, Zp. z o. o. discontinued its operations in Poland. In the consolidated financial statements for the year ended 31 December 2023, the Group recognised impairment of EUR 1 646 thousand for right-of-use assets and reclassified non-current lease liabilities of EUR 4 648 thousand to current lease liabilities.

## **Private limited liability company METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

No impairment was recognised for other items of assets, as part of them will be realised through other Group entities, and the remaining value of assets is considered immaterial.

### **Establishment of subsidiaries**

In January 2024, NDX Group established a subsidiary company Prienų turtas, UAB, which in March 2024 purchased a commercial investment property.

### **Acquisition of subsidiaries and transfer of investments**

In May 2024, Metodika B.V. acquired 43.61% shares of ENTARAS, UAB, 43.61% shares of PATRIA HOLDINGS, UAB and 43.61% shares of NVP PROJEKTAI, UAB from the company related to the shareholder. Part of the purchase price was paid in cash, while the remaining part was paid by transferring all of the Company's investments in Agile Portfolio 1 SCSp and Agile Portfolio 2 SCSp.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### Financial information of the Company

## Statement of Financial Position

After appropriation of result

ASSETS	Notes	31 December 2023	31 December 2022
<b>Non-current assets:</b>			
Property, plant and equipment		2	3
Right-of-use assets		31	63
Intangible assets, excl. goodwill		1	1
Investments in subsidiaries	3	470 426	470 426
Deferred tax asset		1 109	-
Financial assets at fair value through profit or loss	4	178 404	-
<b>Total non-current assets</b>		<b>649 973</b>	<b>470 493</b>
<b>Current assets:</b>			
Prepayments		23	23
Trade and other receivables		229	51
Cash and cash equivalents	5	3 108	88 119
<b>Total current assets</b>		<b>3 360</b>	<b>88 193</b>
<b>TOTAL ASSETS</b>		<b>653 333</b>	<b>558 686</b>
<b>Equity:</b>			
Share capital	1, 7	63 960	63 960
Share premium	1, 7	410 943	410 943
Retained earnings (accumulated loss)		176 228	83 647
<b>Total equity</b>		<b>651 131</b>	<b>558 550</b>
<b>Non-current liabilities:</b>			
Lease liabilities		3	31
<b>Total non-current liabilities</b>		<b>3</b>	<b>31</b>
<b>Current liabilities:</b>			
Lease liabilities		27	32
Trade, other payables and current liabilities	6	141	73
Income tax liabilities		2 031	-
<b>Total current liabilities</b>		<b>2 199</b>	<b>105</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>653 333</b>	<b>558 686</b>

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

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Statement of Comprehensive Income

	Notes	2023	2022
Revenue from contracts with customers		75	71
Operating expenses	8	(744)	(446)
Dividend income		85 180	86 415
Other gains (losses)	4	8 404	-
<b>Operating result</b>		<b>92 915</b>	<b>86 040</b>
Finance income		594	134
Finance costs		(5)	(10)
		<b>589</b>	<b>124</b>
<b>Result before income tax</b>		<b>93 504</b>	<b>86 164</b>
Income tax (expense)	9	(923)	-
<b>Net result</b>		<b>92 581</b>	<b>86 164</b>
<b>Other comprehensive income for the year, net of tax</b>			-
<b>Total comprehensive income</b>		<b>92 581</b>	<b>86 164</b>

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

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Statement of Changes in Equity

	Share capital	Share premium	Retained earnings (accumulated loss)	Total
<b>As of 31 December 2021</b>	<b>63 960</b>	<b>410 943</b>	<b>(2 517)</b>	<b>472 386</b>
Result for the period	-	-	86 164	86 164
Other comprehensive income	-	-	-	-
Total comprehensive income (loss)	-	-	<b>86 164</b>	<b>86 164</b>
<b>As of 31 December 2022</b>	<b>63 960</b>	<b>410 943</b>	<b>83 647</b>	<b>558 550</b>
Result for the period	-	-	92 581	92 581
Other comprehensive income	-	-	-	-
Total comprehensive income (loss)	-	-	<b>92 581</b>	<b>92 581</b>
<b>As of 31 December 2023</b>	<b>63 960</b>	<b>410 943</b>	<b>176 228</b>	<b>651 131</b>

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

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

# Statement of Cash Flows

	<u>2023</u>	<u>2022</u>
<b>Cash flows from (to) operating activities</b>		
<b>Net result</b>	92 581	86 164
<b>Adjustments for:</b>		
Depreciation, amortisation and impairment of non-current assets	32	41
Interest expenses	5	10
Income tax expense	923	-
Dividends income	(85 180)	(86 415)
Net fair value gain (loss) on financial assets at fair value through profit or loss	(8 404)	-
Other eliminations	-	-
<b>Changes in working capital:</b>		
Receivables	(178)	35
Inventories and prepayments	-	2
Payables	68	(9)
Interest received	(594)	(134)
<b>Net cash from (to) operating activities</b>	<u>(747)</u>	<u>(306)</u>
<b>Cash flows from (to) investing activities</b>		
Acquisitions of financial assets	(170 000)	-
Disposals of financial assets	-	-
Dividends, other proceeds from capital	85 774	86 549
<b>Net cash from (to) investing activities</b>	<u>(84 226)</u>	<u>86 549</u>
<b>Cash flows from (to) financing activities</b>		
Lease liabilities (including interest)	(38)	(47)
<b>Net cash from (to) financing activities</b>	<u>(38)</u>	<u>(47)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>(85 011)</u>	<u>86 196</u>
<b>Cash and cash equivalents at the beginning of the period</b>	<u>88 119</u>	<u>1 923</u>
<b>Cash and cash equivalents at the end of the period</b>	<u>3 108</u>	<u>88 119</u>

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

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

# Notes to the Company financial statements

## 1. General information

Private limited liability company METODIKA B.V. (hereafter – the Company) is a private limited company registered in The Netherlands. The Company's registered address is Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands. The Company was registered on 27 September 2013.

The Company performs activities associated with that of the holding company. Moreover, from the mid 2018 the Company started to provide administrative services to the Company's and the Group's ultimate beneficial owner, Mr. Nerijus Numa. The Company is the ultimate parent company of the Group.

Principal directly and indirectly controlled subsidiaries as at 31 December 2023 and 2022 were as follows:

Name of the company	Principal activity	31 December	
		2023	2022
<b>ENTARAS, UAB</b>	<b>Holding company – Investment management</b>	<b>53.1%</b>	<b>53.1%</b>
UAB "Vilniaus prekyba"	Holding company – Investment management, consulting services	33.3%	33.3%
<i>Group of Maxima</i>	<i>Retail</i>	<i>100.0%</i>	<i>100.0%</i>
<i>Group of Euroapotheca</i>	<i>Pharmacies and pharmaceutical wholesale</i>	<i>100.0%</i>	<i>100.0%</i>
<i>Group of ERMI</i>	<i>Retail and wholesale trade (consumables and construction materials)</i>	<i>100.0%</i>	<i>100.0%</i>
<i>Group of Akropolis</i>	<i>Rent of real estate</i>	<i>100.0%</i>	<i>100.0%</i>
<i>Group of DELANO</i>	<i>Catering restaurants, pizzerias and cafes</i>	<i>100.0%</i>	<i>0.0%</i>
<b>PATRIA HOLDINGS, UAB</b>	<b>Holding company – Investment management</b>	<b>53.1%</b>	<b>53.1%</b>
UAB "Vilniaus prekyba"	Holding company – Investment management, consulting services	33.3%	33.3%
<i>Group of Maxima</i>	<i>Retail</i>	<i>100.0%</i>	<i>100.0%</i>
<i>Group of Euroapotheca</i>	<i>Pharmacies and pharmaceutical wholesale</i>	<i>100.0%</i>	<i>100.0%</i>
<i>Group of ERMI</i>	<i>Retail and wholesale trade (consumables and construction materials)</i>	<i>100.0%</i>	<i>100.0%</i>
<i>Group of Akropolis</i>	<i>Rent of real estate</i>	<i>100.0%</i>	<i>100.0%</i>
<i>Group of DELANO</i>	<i>Catering restaurants, pizzerias and cafes</i>	<i>100.0%</i>	<i>0.0%</i>
<b>NDX Group, UAB</b>	<b>Holding company – Investment management</b>	<b>58.3%</b>	<b>58.3%</b>
Group of NDX	Production and sale of food and rent of commercial real estate	100.0%	100.0%

The share capital of the Company is EUR 63 960 thousand and the share premium is EUR 410 493 thousand. The share capital of the Company is comprised of 1 000 A Class Shares amounting to EUR 10 thousand and 6 395 000 B Class Shares amounting to the remaining amount of the share capital. The nominal value of each share is EUR 10 each. All shares are fully paid. The Company neither has nor had its own shares acquired.

The Company's Articles of Association define 3 classes of shares:

- A Class shares are the non-profit sharing shares which:
  - v) entitle a holder to meeting rights;
  - vi) entitle a holder to cast one vote for each share in a general meeting;

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

vii) shall not give a right to receive dividends and other distributions and the assets of the Company upon its liquidation;

viii) shall not be pledged.

• B and C Class shares are the non-voting shares which:

iv) entitle a holder to meeting rights;

v) shall give a holder the right to receive dividends and other distributions;

vi) entitle a holder to the assets of the Company upon its liquidation.

As at 31 December 2023 and 2022 no C class shares were issued.

The foundation Stichting Trivalis (the Netherlands) is the holder of the A Class shares and natural person, Mr. Nerijus Numa, solely holds B Class shares in the capital of the Company.

The shareholders of the Group has a statutory right to approve or disapprove these financial statements and require a new set of financial statements to be prepared by the management.

As at 31 December 2023 the Company had 4 employees (as at 31 December 2022 – 3).

## 2. Material accounting policies

### Summary of material accounting policies

The material accounting policies applied in the preparation of these Company financial statements are set out below.

### Accounting principles applied

The Company financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU and Title 9 of Book 2 of the Dutch Civil Code.

### Basis of measurement

In the Company financial statements, the same accounting principles has been applied as set out in the notes to the consolidated financial statements, except for the valuation of the investments in subsidiaries as presented under the non-current assets in the company's statement of financial position.

In the Company's separate financial statements, the investments in subsidiaries are recorded at cost being the fair value at the date of acquisition less impairment, whereas in the consolidated financial statements subsidiaries were initially recognised at carrying values of the date of acquisition following pooling of interest accounting principle and are fully consolidated since the acquisition. In the Company's separate statement of comprehensive income, dividend received from investments is recorded as dividend income. Due to this application, the Company's stand-alone equity and net results are not equal to the consolidated equity and net result. A reconciliation for the total shareholder's equity and total comprehensive income is presented in Note 7.

### Presentation currency

These financial statements are presented in euro (hereafter – EUR), which is the functional currency of the Company.

### Dividend income

Dividend income is recognised when the shareholders' rights to receive payment have been established.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

### Investments to subsidiaries

Investments to subsidiaries are stated at cost less accumulated impairment losses.

The Company assesses at the end of each reporting period or more frequently, if required, whether there is objective evidence that investment in subsidiary is impaired. An impairment loss is recognised when investment's in subsidiary carrying amount exceeds its recoverable amount. Subsequently, if the value of previously impaired investment in subsidiary increases, the carrying value of investment in subsidiary is increased up to newly estimated recoverable amount but not higher than investment's in subsidiary carrying amount before recognition of any impairment losses. The reversal of the previously recognised impairment loss is recognised in profit or loss.

Liquidation approach is applied when subsidiary is liquidated from the consolidated financial statements (the legal merger of the subsidiary and the Parent is in substance the redemption of shares in the subsidiary, in exchange for the underlying assets of the subsidiary).

The difference between (1) the amounts assigned to the assets and liabilities in the parent's separate financial statements after the legal merger and (2) the carrying amount of the investment in the merged subsidiary before the legal merger is recognised in profit or loss.

Gain or loss on disposal of investments is recognised at the time when it occurs.

### 3. Investments in subsidiaries

The Company's investments in subsidiaries as at 31 December 2023 and 2022 were as follows:

Name of the company	Principal activity	Carrying value	Ownership
<b>Entaras, UAB</b> (Company code 302642775 Address Ozo str. 25, Vilnius, Lithuania)	Holding company	214 118	53.1%
<b>Patria Holdings, UAB</b> (Company code 302642953 Address Ozo str. 25, Vilnius, Lithuania)	Holding company	214 120	53.1%
<b>NDX Group, UAB</b> (Company code 126211233 Address Ozo str. 25, Vilnius, Lithuania)	Holding company	42 188	58.3%
	<b>Total</b>	<b>470 426</b>	

As at 31 December 2023 and 2022 management of the Company did not identify any significant changes in macroeconomic environment which could indicate impairment of investment in subsidiaries.

### 4. Financial assets at fair value through profit or loss

The following table presents financial assets that are measured at fair value through profit or loss and their allocation to the fair value hierarchy:

	31 December 2023	31 December 2022
Financial assets at fair value through profit or loss:		
- Designated upon initial recognition (level 3)	178 404	-
<b>Total</b>	<b>178 404</b>	<b>-</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

The following table shows a reconciliation from the opening balances to the closing balances of level 3 fair values:

	<b>Level 3</b>
<b>1 January 2022</b>	<b>-</b>
Acquisitions	-
Disposals	-
Net change in Fair value (Unrealized)	-
Net change in Fair value (Realized)	-
<b>31 December 2022</b>	<b>-</b>
Acquisitions	327 606
Disposals	(157 606)
Net change in Fair value (Unrealized)	3 523
Net change in Fair value (Realized)	4 881
<b>31 December 2023</b>	<b>178 404</b>

In 2023, the Group's financial assets contained Limited Partner Units to the Partnership Agile Portfolio 1 SCSp and Agile Portfolio 2 SCSp (level 3).

Financial assets included in level 3 category comprise of investment into non-regulated investment vehicle and investment in private equity funds. The Group designated part of acquired equities to category of financial assets at fair value through profit or loss upon initial recognition as the measurement at fair value profit or loss is considered as most relevant.

The fair value of investment in non-regulated investment vehicle and private equity fund is based on funds quarterly report, which either provides fair values of assets based on quoted market price or estimated using Guideline Public Company (GPC) and discounted free cash flow methods.

## 5. Cash and cash equivalents and other current assets

As at 31 December 2023 and 2022 cash and cash equivalents of the Company consisted of the cash at bank.

## 6. Trade, other payables and current liabilities

As at 31 December 2023 and 2022, trade, other payables and current liabilities were as follows:

	<b>2023</b>	<b>2022</b>
Trade payables	35	1
Remuneration and social security payable	23	29
VAT payable	5	(26)
Accrued expenses and deferred income	78	69
<b>Total</b>	<b>141</b>	<b>73</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

### 7. Reconciliation of corporate and consolidated equity and comprehensive income

	2023		2022	
	Equity	Income	Equity	Income
Total consolidated equity	2 411 042	304 453	2 255 055	223 432
Non-controlling interest	1 501 447	188 174	1 462 225	140 803
Consolidated equity attributable to the equity holders of the parent	909 595	116 279	792 830	82 629
Difference between net asset value and fair value of contributed assets at the formation of the Group	184 761	-	184 761	-
Acquisition of entities under common control	60 344	-	57 241 *	-
Results from subsidiaries	(696 908)	(108 878)	(588 030) *	(82 880)
Effect of dividends received by Metodika B.V. from its subsidiaries	175 900	85 180	90 720 *	86 415
Gain on group reorganisation	1 103	-	1 103 *	-
Other comprehensive income (exchange differences, gain on investment property revaluation and net gain (loss) from cash flow hedge)	14 366	-	18 327 *	-
Hyperinflationary economy adjustments related with NDX group company in Belarus	-	-	-	-
Effect of acquisition of non-controlling interest	1 970	-	1 598 *	-
<b>Company: Shareholder's equity and total comprehensive income</b>	<b>651 131</b>	<b>92 581</b>	<b>558 550</b>	<b>86 164</b>

\* Accumulated amounts

### 8. Expenses

For the financial years ended 31 December 2023 and 2022 operating expenses were as follows:

	2023	2022
Salaries and employees' benefits	395	258
Professional services	203	124
Depreciation	32	41
Other expenses	114	23
<b>Total</b>	<b>744</b>	<b>446</b>

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands  
Consolidated and company financial statements for the financial year ended 31 December 2023  
(EUR thousand, unless otherwise stated)

---

### 9. Income tax

As at 31 December 2023, the Company had recognized the deferred tax asset of EUR 1 109 thousand and had no tax accumulated losses for which no deferred tax asset would be recognized. As at 31 December 2022, the Company had tax accumulated losses amounting to EUR 4 047 thousand, respectively, for which no deferred tax asset was recognised. As from financial years starting on or after 1 January 2022, the taxable profit in a financial year can only be compensated with available losses for an amount of EUR 1 million, and 50% of the taxable profit exceeding EUR 1 million. Losses can be carried forward indefinitely. In 2023 the Netherlands corporate income tax rate is 19% (15% in 2022) for the taxable amounts up to and including EUR 200 000 (EUR 395 000 in 2022) and 25.8% for the taxable amounts above the first income bracket.

### 10. Financial Risk Management

The Company is exposed to financial risk in its operations, e.g. credit risk, liquidity risk and market risk (foreign currency risk). To manage the above-mentioned risks, the Company seeks to minimize potential adverse effects which could negatively impact financial performance of the Company.

#### Financial instruments by categories

As at 31 December 2023 and 2022, financial instruments by categories were as follows:

	31 December 2023		31 December 2022	
	Financial assets	Financial liabilities	Financial assets	Financial liabilities
Trade and other receivables	229		51	-
Cash and cash equivalents	3 108		88 119	-
Trade and other payables		(35)	-	(1)
<b>Total</b>	<b>3 337</b>	<b>(35)</b>	<b>88 170</b>	<b>(1)</b>

**Credit risk.** As at 31 December 2023 and 2022 the Company's credit risk was mostly related to the balance of cash and cash equivalents (Note 5) and trade receivables. The credit risk related to funds in banks is limited because the counterparties are banks or subsidiaries of the banks with investment grade ratings assigned by international credit-ratings agencies. The Company considers the credit risk related to trade receivables as minor due to the nature of relationship with main counterparty as well as the contractual agreement.

**Liquidity risk.** Liquidity management is based on prudence principle. The Company manages its cash flows and liquidity based on annually projected cash flows. Cash provided from operating activities and dividends are the primary sources of liquidity. Payables to suppliers have defined credit terms at about 30 days.

**Foreign currency risk.** The Company is not exposed to foreign currency exchange risk as all of the Company's transactions are carried out in euro.

### 11. Related party transactions

The ultimate controlling party of the Company is Mr. Nerijus Numa, who is also one of the shareholders of the Company. Subsidiaries are directly or indirectly controlled entities. Other related parties are parties related to the ultimate controlling party.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

### Sale and purchase of services

Sale of services	2023	2022
Shareholders	75	71
<b>Total</b>	<b>75</b>	<b>71</b>

Sale of services to shareholders consist of provided administrative services. There were no purchase of services from related parties in 2023 and 2022.

### Sale and purchase of property, plant and equipment and intangible assets

There were no sales and purchases of property, plan or equipment and intangible assets in 2023 and 2022.

### Dividends income

Dividends income	2023	2022
Subsidiaries	85 180	86 415
Other related parties	-	-
<b>Total</b>	<b>85 180</b>	<b>86 415</b>

### Trade and other receivables

	2023	2022
Shareholders	45	33
Other related parties	-	-
<b>Total</b>	<b>45</b>	<b>33</b>

Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party and not-related party receivables or payables.

### Remuneration of key management personnel

All the directors of the Company are considered key management personnel. In 2023 and 2022 remuneration received by directors of the Company were as follows.

	2023	2022
Directors remuneration	276	126
Average number of the Company's key managers	2	2

Remuneration includes holiday allowance, bonus and social premiums (including employer's part). In 2023 and 2022 directors did not receive loans, advance payments, guarantees, as well as no property transfers and other payments were made.

In 2023 and 2022 the Company did not contract services from any management entity that provides key management personnel services.

As at 31 December 2023 and 2022 there was no outstanding payable to key management personnel.

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### 12. Capital management

The Company manages its equity as capital. As at 31 December 2023 and 2022 the components of the capital consisted of the following:

	<u>2023</u>	<u>2022</u>
Equity	652 053	558 550
<b>Total</b>	<b><u>652 053</u></b>	<b><u>558 550</u></b>

The capital management strategy of the Company consistently aims to ensure that the Company's capital resources comply with local requirements ("capital" according to IAS 1 concept corresponds equity in financial statements). During the reporting year, all external capital requirements were fulfilled. The Company was not imposed by any other external requirements for capital.

The Company manages its capital structure and makes adjustments to it, taking into account changes in economic conditions and risk characteristics of its activities. To maintain or adjust the capital structure, the Company might issue new shares, change the dividend payment to shareholders or / and return capital to shareholders. During the financial years ended 31 December 2023 and 2022 no changes in capital management objectives, policies or processes were made.

### 13. Proposed profit appropriation

Following the profit appropriation proposed by the Board of Directors of the Company and pursuant to Article 26 of the Articles of Incorporation of the Company, an amount of EUR 93 503 thousand of the profit for 2023 will be transferred to the retained earnings (accumulated profit / loss). The proposed profit appropriation has been reflected in the financial statements.

### 14. Audit fees

The fees in the years 2023 and 2022 in the amount of EUR 104 thousand (excluding VAT) and EUR 99 thousand (excluding VAT), respectively, relate to the audit of the financial statements of the Company and its consolidated group entities performed by external auditors PricewaterhouseCoopers Accountants N.V. both in 2023 and 2022. No non-audit services were provided by PricewaterhouseCoopers Accountants N.V. to the Company for the years ended 31 December 2023 and 31 December 2022 respectively.

## Private limited liability company METODIKA B.V.

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

### 15. Events after the reporting period

In April 2024, the Company sold its 58.3% of shares of NDX Group, UAB to UAB "Vilniaus prekyba".

In May 2024, the Company received dividends amounting to EUR 88 506 thousand.

In June 2024, the Company received dividends amounting to EUR 21 623 thousand.

In June 2024, the Company has issued 36 063 452 B Class (non-voting) shares to the current owner of the Company's B Class shares. The newly issued shares of the Company were fully paid in by making a non-cash contribution consisting of 100% ordinary shares of VISAS, UAB.

Information about other events after reporting period is disclosed in the Note 33 of the consolidated financial statements.

These financial statements were signed on 28 June 2024 by:

---

Jurgita Šlekytė  
Managing director A

---

Arnas Zygmantas  
Managing director B

## Private limited liability company **METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

## Other information

### Non-profit shares

In the capital of Metodika B.V. there are 1 000 A Class shares held by Stichting Trivalis (the Dutch foundation).

A Class shares are the non-profit sharing shares (carrying voting rights only), which:

- i) entitle a holder to meeting rights;
- ii) entitle a holder to cast one vote for each share in a general meeting;
- iii) shall not give a right to receive dividends and other distributions and the assets of the Company upon its liquidation;
- iv) shall not be pledged.

### Articles of association governing profit appropriation

According to Article 26 of the articles of association profits are at the disposal of the General Meeting. A distribution can be made to the extent the shareholders' equity exceeds legal reserves and subject to the provisions of Art 26.

Cash distributions on B and/or C-class shares are subject to a sequence and priority whereby the first EUR 20 million plus and previously dividend on C-class shares is distributed to C-class shareholders. C-class shareholders have no further entitlement to distributions.

B-class shareholders are entitled to the dividend that is resolved to be distributed in excess to the distribution to C-class shareholders. Waived dividends by C-class shareholders are available for distribution to B-class shareholders and will accrue 10% of the unpaid portion for C-class shareholders.

**Private limited liability company METODIKA B.V.**

Registration number 58867694, Parnassusweg 819, 1082 LZ Amsterdam, The Netherlands

Consolidated and company financial statements for the financial year ended 31 December 2023

(EUR thousand, unless otherwise stated)

---

**Independent auditor's report**



## *Independent auditor's report*

To: the general meeting of Metodika B.V.

---

### *Report on the audit of the financial statements 2023*

---

#### *Our opinion*

In our opinion, the financial statements of Metodika B.V. ('the Company') give a true and fair view of the financial position of the Company and the Group (the company together with its subsidiaries) as at 31 December 2023, and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted in the European Union ('EU-IFRS') and with Part 9 of Book 2 of the Dutch Civil Code.

#### *What we have audited*

We have audited the accompanying financial statements 2023 of Metodika B.V., Amsterdam. The financial statements comprise the consolidated financial statements of the Group and the company financial statements.

The financial statements comprise:

- the consolidated and company statement of financial position as at 31 December 2023;
- the following statements for 2023: the consolidated and company statements of comprehensive income, changes in equity and cash flows; and
- the notes to the financial statements, including material accounting policy information and other explanatory information.

The financial reporting framework applied in the preparation of the financial statements is EU-IFRS and the relevant provisions of Part 9 of Book 2 of the Dutch Civil Code.

---

#### *The basis for our opinion*

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. We have further described our responsibilities under those standards in the section 'Our responsibilities for the audit of the financial statements' of our report.

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

NLE00023803.1.1

---

*PricewaterhouseCoopers Accountants N.V., Thomas R. Malthusstraat 5, 1066 JR Amsterdam, P.O. Box 90357, 1006 BJ Amsterdam, the Netherlands*

*T: +31 (0) 88 792 00 20, F: +31 (0) 88 792 96 40, [www.pwc.nl](http://www.pwc.nl)*

'PwC' is the brand under which PricewaterhouseCoopers Accountants N.V. (Chamber of Commerce 34180285), PricewaterhouseCoopers Belastingadviseurs N.V. (Chamber of Commerce 34180284), PricewaterhouseCoopers Advisory N.V. (Chamber of Commerce 34180287), PricewaterhouseCoopers Compliance Services B.V. (Chamber of Commerce 51414406), PricewaterhouseCoopers Pensions, Actuarial & Insurance Services B.V. (Chamber of Commerce 54226368), PricewaterhouseCoopers B.V. (Chamber of Commerce 34180289) and other companies operate and provide services. These services are governed by General Terms and Conditions ('algemene voorwaarden'), which include provisions regarding our liability. Purchases by these companies are governed by General Terms and Conditions of Purchase ('algemene inkoopvoorwaarden'). At [www.pwc.nl](http://www.pwc.nl) more detailed information on these companies is available, including these General Terms and Conditions and the General Terms and Conditions of Purchase, which have also been filed at the Amsterdam Chamber of Commerce.



### *Independence*

We are independent of Metodika B.V. in accordance with the ‘Wet toezicht accountantsorganisaties’ (Wta, Audit firms supervision act), the ‘Verordening inzake de onafhankelijkheid van accountants bij assuranceopdrachten’ (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the ‘Verordening gedrags- en beroepsregels accountants’ (VGBA, Dutch Code of Ethics).

---

### *Information in support of our opinion*

We designed our audit procedures with respect to fraud and going concern, and the matters resulting from that, in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The information in support of our opinion, such as our findings and observations related to the audit approach fraud risk and the audit approach going concern was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

### *Audit approach fraud risks*

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of Metodika B.V. and its environment and the components of the internal control system. This included the board of directors’ risk assessment process, the board of directors’ process for responding to the risks of fraud and monitoring the internal control system at subgroup level and how the board of directors exercised oversight, as well as the outcomes.

We evaluated the design and relevant aspects of the internal control system with respect to the risks of material misstatements due to fraud and in particular the fraud risk assessment, as well as the code of conduct, whistleblower procedures, incident registration and investigation protocols, among other things. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness of internal controls designed to mitigate fraud risks.

We asked members of the board of directors as well as the internal audit department, legal department, human resources, and directors at subgroup level whether they are aware of any actual or suspected fraud. This did not result in signals of actual or suspected fraud that may lead to a material misstatement.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.



We identified the following fraud risks and performed the following specific procedures:

<b>Identified fraud risks</b>	<b>Our audit work and observations</b>
<p><b>Risk of management override of controls</b></p> <p>Management is in a unique position to perpetrate fraud because of management's ability to manipulate accounting records and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.</p> <p>That is why, in all our audits, we pay attention to the risk of management override of controls in:</p> <ul style="list-style-type: none"><li>• the appropriateness of journal entries and other adjustments made in the preparation of the financial statements;</li><li>• Estimates; and</li><li>• Significant transactions, if any, outside the normal course of business for the entity.</li></ul>	<p>We evaluated whether there was evidence of bias by the management that may represent a risk of material misstatement due to fraud. We performed data analysis of high-risk journal entries and evaluated key estimates and judgements for bias. Our focus was on testing entries that affect revenue and results in the relevant fiscal year.</p> <p>For unexpected journal entries or other risks through our data analytics, where we identified instances of unexpected entries, we performed additional audit procedures to address each identified risk. These procedures also included testing of transactions back to source information.</p> <p>Our audit procedures did not lead to specific indications of fraud or suspicions of fraud with respect to management override of controls.</p>
<p><b>Risk of fraud in revenue recognition for occurrence, accuracy and cut-off</b></p> <p>As part of our risk assessment and based on a presumption that there are risks of fraud in revenue recognition, we evaluated which type of revenue and related assertion(s) give rise to a significant risk of material misstatement due to fraud.</p> <p>Management and sales staff members receive bonuses based on amongst other sales targets. This could lead to pressure on management to overstate revenue by entering fictitious turnover.</p>	<p>We evaluated the design and implementation of relevant internal controls within the revenue process.</p> <p>We have independently selected samples to test revenue transactions to the supporting documents such as shipping documents, sales contracts and invoices.</p> <p>In addition, we validated unusual journal entries to audit the occurrence and accuracy of the revenue transactions and unusual large amount journal entries near year end to audit the cut-off of the revenue transactions.</p> <p>Our audit procedures did not lead to specific indications of fraud or suspicions of fraud with respect to the occurrence or accuracy of the Group's revenue reporting.</p>

We incorporated an element of unpredictability in our audit. During the audit, we remained alert to indications of fraud. Furthermore, we considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance with laws and regulations. Whenever we identify any indications of fraud, we re-evaluate our fraud risk assessment and its impact on our audit procedures.



### *Audit approach going concern*

The board of directors prepared the financial statements on the assumption that the entity is a going concern and that it will continue all its operations for at least 12 months from the date of preparation of the financial statements.

Our procedures to evaluate the board of directors' going-concern assessment included, amongst others:

- considering whether the board of directors identified events or conditions that may cast significant doubt on the entity's ability to continue as a going concern (hereafter: going-concern risks);
- considering whether the board of directors' going-concern assessment included all relevant information of which we were aware as a result of our audit;
- performed inquiries on the board of directors' expectation of the Company's business developments taken into account current developments in the industry and all relevant information of which we are aware as a result of our audit;
- performing inquiries of the board of directors as to its knowledge of going-concern risks beyond the period of the board of directors' assessment.

Based on our procedures performed, we concluded that the board of directors' use of the going-concern basis of accounting is appropriate, and based on the audit evidence obtained, that no material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern.

---

### ***Report on the other information included in the annual report***

---

The annual report contains other information. This includes all information in the annual report in addition to the financial statements and our auditor's report thereon.

Based on the procedures performed as set out below, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements; and
- contains all the information regarding the directors' report and the other information that is required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and the understanding obtained in our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing our procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of such procedures was substantially less than the scope of those procedures performed in our audit of the financial statements.

The board of directors is responsible for the preparation of the other information, including the directors' report and the other information in accordance with Part 9 of Book 2 of the Dutch Civil Code.



---

## ***Responsibilities for the financial statements and the audit***

---

### ***Responsibilities of the board of directors***

The board of directors is responsible for:

- the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code; and for
- such internal control as the board of directors determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the board of directors is responsible for assessing the Company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the board of directors should prepare the financial statements using the going-concern basis of accounting unless the board of directors either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so. The board of directors should disclose in the financial statements any event and circumstances that may cast significant doubt on the Company's ability to continue as a going concern.

---

### ***Our responsibilities for the audit of the financial statements***

Our responsibility is to plan and perform an audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. 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 but not absolute level of assurance, and is not a guarantee that an audit conducted in accordance with the Dutch Standards on Auditing will always detect a material misstatement when it exists. Misstatements may arise due to fraud or error. They 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 the financial statements.

Materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

A more detailed description of our responsibilities is set out in the appendix to our report.

Amsterdam, 28 June 2024  
PricewaterhouseCoopers Accountants N.V.

Original has been signed by A.G.J. Gerritsen RA

---

## ***Appendix to our auditor's report on the financial statements 2023 of Metodika B.V.***

---

In addition to what is included in our auditor's report, we have further set out in this appendix our responsibilities for the audit of the financial statements and explained what an audit involves.

### ***The auditor's responsibilities for the audit of the financial statements***

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit consisted, among other things of the following:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.
- Concluding on the appropriateness of the board of directors' use of the going-concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures, and evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Considering our ultimate responsibility for the opinion on the consolidated financial statements, we are responsible for the direction, supervision and performance of the group audit. In this context, we have determined the nature and extent of the audit procedures for components of the Group to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole. Determining factors are the geographic structure of the Group, the significance and/or risk profile of group entities or activities, the accounting processes and controls, and the industry in which the Group operates. On this basis, we selected group entities for which an audit or review of financial information or specific balances was considered necessary.

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