

# RG BRANDS JSC & SUBSIDIARIES

**NOTES** 

to the Interim Consolidated Financial Statements at 30 June 2022 (in KZT thousands unless stated otherwise)

#### 1. GENERAL

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

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

As at 30 June 2022 and 31 December 2021 the registered share capital of RG Brands JSC was KZT 2,787,696 thousand. As at 30 June 2022 and 31 December 2021 the share capital comprised 3,452,730 common shares amounting to KZT 1,840,296 thousand and 789,500 preferred shares amounting to KZT 947,400 thousand. The share capital was paid in full

As at 30 June 2022 and 31 December 2021 shareholders of the Company were as follows:

Shareholders	Inte	erest	Commo	n Shares	Am	ount
	30.06.2022	31.12.2021	30.06.2022	31.12.2021	30.06.2022	31.12.2021
Mr. T.S. Kaltayev.	0.87%	1.89%	30 000	30 000	33 400	33 400
Mr. K.K. Mazhibayev	-	95.75%	-	1 519 771	-	944 301
Mr. A. Agybayev	0.55%	1.20%	19 000	19 000	17 470	17 470
Mr. R. Bayazerov	0.53%	1.16%	18 355	18 355	10 481	10 481
Mr. A.V. Khalyapin	0.00%	0.01%	138	138	501	501
<b>RG</b> Brands Holding	98.05%	-	3 385 237	-	1 764 789	-
Total	100.0%	100.0%	3 452 730	1 587 264	1 840 296	1 006 154

As at 30 June 2022 all common shares were in circulation and as at 31 December 2021 repurchased common shares of the Group made KZT 820,063 thousand or 1,440,466 common shares. Besides as at 30 June 2022 and 31 December 2021 repurchased preferred shares made KZT 947,400 or 789,500 preferred shares.

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

	Owners	Ownership interest		g right
	30.06.2022	31.12.2021	30.06.2022	31.12.2021
RG Brands Kazakhstan LLP	100%	100%	100%	100%
Uni Commerce Ltd. LLP	100%	100%	100%	100%
RG Brands Kyrgyzstan LLC	100%	100%	100%	100%
RG BRANDS SOUTH LLC	100%	100%	100%	100%
PRG Bottlers Kazakhstan LLP	100%	100%	100%	100%
RG Brands North LLC	100%	100%	100%	100%

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

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

As at 30 June 2022 RG Brands owned 100% authorised capital of RG Brands Kyrgyzstan LLC registered on 11 March 2004. The interest of the minority shareholder was purchased on 7 October 2008.

RG Brands Kazakhstan LLP (hereinafter – RG Brands Kazakhstan) was established on 4 April 2006 and comprised production facilities engaged in manufacture of juice, beverages, packaged milk under Moye trademark, tea under Piala trademark, bottled water under Asu trademark, and Grizzly chips. This Company is also engaged in distribution of the Group products in the Republic of Kazakhstan.

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

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

RG BRANDS SOUTH LLC and RG Brands Kyrgyzstan LLC are engaged in sale and distribution of the Group products in the Republic of Uzbekistan and Kyrgyz Republic accordingly.

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

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

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

Legal address:

212b, Raimbek ave., Almaty, Republic of Kazakhstan

Form of ownership:

Private

# Bottling Agreements with PepsiCo and Seven-Up International

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

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

#### 2. BASIS OF PREPARATION

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

The reporting period is from 01 January to 30 June 2022.

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

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

To calculate the carrying amount of shares, the Group uses the following method:

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

The carrying amount per preferred share equals the value of outstanding preferred shares divided by the number thereof.

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

# New and revised standards and interpretations

The accounting policies adopted in the preparation of the interim condensed financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2021, except for the adoption of new standards and interpretations effective as of 1 January 2022. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

The Group applied amendments to IFRS and Interpretations issued by the International Accounting Standards Board (IASB) listed below, which are effective for the reporting periods beginning on or after 1 January 2021, but they do not have any material impact on disclosures or amounts in these consolidated financial statements.

- Amendments to IFRS 9, IAS 39 and IFRS 7, IFRS 4, IFRS 16 Interest Rate Benchmark Reform. Phase 2;
- Amendment to IFRS 16 extends exemption from assessing whether a COVID-19-related rent concession is a lease modification.

Application of new standards and interpretations do not result in significant changes of the Group's accounting policies influencing the results of the current and the previous reporting periods.

# Going concern

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

#### Foreign currency transactions

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

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

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

See KZT exchange rates in the table below:

470.34	431.80
490.47	489.10
8.98	5.76
70.25	68.00
	(KZT'000)
6 months of	6 months of
2022	2021
51 156 798	33 332 063
12 669 729	10619 824
70 189	30 055
63 896 716	43 981 942
	490.47 8.98 70.25 6 months of 2022 51 156 798 12 669 729 70 189

30 June 2022

31 December 2021

# 5. COST OF SALES

Cost of sales was as follows:

Cost of sales was as follows:		
		(KZT'000)
	6 months of	6 months of
	2022	2021
Raw and other materials	32 308 066	21 506 300
Repairs	974 173	823 427
Payroll and related taxes	834 726	647 762
Depreciation and amortisation	734 390	749 764
Utilities	425 390	331 323
Cost of sales of wholesale products	99 725	49 940
Other costs	98 948	99 046
	35 475 418	24 207 562

# 6. SELLING EXPENSES

Selling expenses were as follows:

Sching expenses were as follows.	6 months of 2022	(KZT'000) 6 months of 2021
Transportation expenses	6 177 481	3 254 931
Sales representative expenses	3 317 492	2 585 210
Advertising campaigns and market research	1 785 237	1 243 427
Payroll and related payments	1 230 362	1 019 028
Warehouse services	949 773	368 855
Depreciation and amortisation	542 054	404 080
Repairs	381 336	262 645
Information services	21 222	21 926
Write-off of materials	9 721	21 720
Business trip expenses	1 380	4 327
Reimbursement of selling expenses	(709 428)	(44 545)
Other selling costs	325 874	353 070
	14 032 504	9 494 674

# 7. GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses were as follows:

		(KZT'000)
	6 months of	6 months of
	2022	2021
Payroll and related payments	2 069 627	1 412 933
Taxes other than income tax	289 164	179 278
Information services	243 133	172 119
Bank services	196 226	90 493
Depreciation and amortisation	131 464	86 376
Waste goods write-off	212 640	78 962
Communication services	151 283	30 508
Business trip expenses	39 295	47 686
Transportation expenses	59 725	45 289
Utilities	49 642	35 405
Consulting services	126 768	129 426
Insurance	14 577	55 704
Accrual/(reversal) of provision for expected credit losses	(4 569)	41 703
Penalties and fines	5 478	4 499
Other expenses	524 978	389 988
	4 109 431	2 800 369

#### 8. FINANCE COSTS

Finance costs were as follows:

		(KZT'000)
	6 months of	6 months of
	2022	2021
T	2 100 102	1 740 13

	2022	2021
Interest expenses	2 100 193	1 749 13
Letter of credit charges	158 406	53 060
Other	_	-
	2 258 599	1 802 197

# 9. OTHER COSTS/GAINS

Other costs were as follows:

	6 months of 2022	(KZT'000) 6 months of 2021
(Loss)/income from disposal of property, plant and equipment	15 556	(6 118)
Other operating income, net	9 172	303 715
Other	(11 991)	(16 197)
	12 737	281 400

# 10. INCOME TAX

		(KZT'000)
	6 months of	6 months of
	2022	2021
Current income tax expense	1 088 446	743 487
Deferred income tax (benefit)/expense	795 309_	(18 774)
	1 883 755	724 713

Deferred taxes reflect net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset is realized or the liability is settled. In the Republic of Kazakhstan where the Company is located, 2022-2021 income tax rate was 20 %.

# 11. EARNINGS AND CARRYING AMOUNT PER SHARE

Earnings/(loss) per share is calculated by dividing net profit/(loss) for the year attributable to equity holders by the weighted average number of common shares outstanding during the year determined as follows.

	6 months of 2022	(KZT'000) 6 months of 2021
Profit for the period	1 191 916	5 380 367
Weighted average number of common shares	3 452 730	2 012 264
Basic earnings per share, KZT	345	2 674

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

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

2 802 = 9 675 567 / 3 452 730

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

NAV = (TA - IA) - TL - PS, где

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

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

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

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

# 9675567 = (97255130-77969) - 87501594

Calculation of book value per common share	30.06.2022	(KZT'000) 31.12.2021
Net assets of the Group excluding intangible assets Number of outstanding common shares	9 675 567 3 452 730	25 264 721 1 587 264
Book value per common share, KZT	2 802	15 917

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

BVPS2 = LPS / NOPS2, where

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

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

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

reporting date

# 1 200 = 947 400/ 789 500

	at 30.06.2022	(KZT'000) at 31.12.2021
Calculation of carrying amount per preferred share		
Outstanding balance of preferred shares held within the Group	947 400	947 400
Number of outstanding preferred shares	789 500	789 500
Book value per preferred share, KZT	1 200	1 200

# 12. PROPERTY, PLANT AND EQUIPMENT

						(KZT'	000)
	Land	Buildings and constructions	Machinery and equipment	Vehicles	Other	Construction in progress	Total
Cost							
As at 1 January 2022	2 012 127	5 712 608	21 883 892	140 591	1 671 034	1 196 011	32 616 263
Additions	45 964	-	944 902	14 074	1 219719	2 920 590	5 145 249
Internal transfers	-	-	1 617971	-	$(155\ 054)$	(1 462 917)	-
Disposals			(4 808)		(98 240)		(103 048)
As at 30 June 2022	2 058 091	5 712 608	24 441 957	154 665	2 637 459	2 653 684	37 658 464
Accumulated depreciation							
As at 1 January 2022	-	(595 029)	(3 077 924)	(127933)	(1 143 405)	-	(4 944 291)
Charged for the period	-	(235 360)	(1 081 796)	(3 554)	(108 240)	-	(1 428 950)
Internal transfers	1-	-	-	-	-	-	-
Disposals	-	-	7419	-	2 371	-	9 790
As at 30 June 2022		(830 389)	(4 152 301)	(131 487)	(1 249 274)	-	(6 363 451)
Net book value at 30 June							
2022	2 058 091	4 882 219	20 289 656	23 178	1 388 185	2 653 684	31 295 013

13. INVENTORY		
		(KZT'000)
	30.06.2022	31.12.2021
Finished goods	9 881 014	7 050 612
Raw materials	17 403 432	7 206 184
Packing materials	4 209 544	3 129 189
Other	1 051 420	757 196
Spare parts	962 015	918 299
Less provision of impairment of inventory	(73 311)	(79 580)
	33 434 114	18 981 900
14 TDADE ACCOUNTS DECENTABLE		
14. TRADE ACCOUNTS RECEIVABLE		
		(KZT'000)
	30.06.2022	31.12.2021
Trade accounts receivable	3 231 181	3 231 181
Less provision for expected credit losses	(14 598)	(14 598)
	3 216 583	3 216 583
As at 30 June 2022 account receivable were denominated in the following	currencies:	
	30.06.2022	31.12.2021
Tenge	1 180 955	1 802 314
Russian Rubles	412 973	284 306
Kyrgyz Som	306 853	154 641
US Dollar	1 315 568	102 958
Euro	234	
	3 216 583	2 344 219
		,
15. ADVANCES PAID		(I TTN 000)
		(KZT'000)
	30.06.2022	31.12.2021
Non-current:	1 (74 110	1 (17510
Advances paid	1 674 119	1 617518
Advances paid for property, plant and equipment	- (1.820	425 000
Other	61 829	391 695
	1 735 948	2 434 213
Current:	11 251 (0)	2.704.020
Advances paid for services and inventory	11 251 686	3 704 938
Less provision for doubtful debts	(192 395)	(200 347)
	11 059 291	3 504 591
16. OTHER CURRENT ASSETS		
		(KZT'000)
	30.06.2022	31.12.2021
Other receivables from related parties	12 279	12 695
Receivables from employees	166 962	161 039
Other taxes receivable	1 937 171	973 204
Other receivables	518813	227 765
Prepaid expenses	153 276	132 142
Less provision for doubtful debts	(13 856)	(13 856)
	2 774 645	1 492 989

# 17. CASH AND CASH EQUIVALENTS

	30.06.2022	(KZT'000) 31.12.2021
Cash on bank accounts in foreign currency	1 275 211	1 929 971
Cash on bank accounts in tenge	902 313	1 232 798
Cash in transit	590 852	49 596
Cash on broker's account	69 503	70 737
Cash on hand	8 484	5 256
Reverse Repurchase agreements		2 804 119
	2 846 363	6 092 477

As at 30 June 2022 and 31 December 2021 cash and cash receivables were denominated in the following currencies:

	30.06.2022	31.12.2021
Tenge	1 414 421	4 174 808
US Dollar	627 232	1 560 445
Russian Rubles	379 887	275 799
Kyrgyz Som	205 487	80 479
Euro	54 686	942
Uzbek Sum	101 272	-
Other	63 378	4
	2 846 363	6 092 477

# 18. BORROWINGS

	30.06.2022	(KZT'000) <b>31.12.2021</b>
Borrowings:		
Long-term loans	43 660 053	31 596 781
Short-term bank loans and current portion of long-term loans	6 137 480	8 593 667
	49 797 533	40 190 448
Interest payable	768 136	507 976
	50 565 669	40 698 424

As at 30 June 2022 and 31 December 2021 borrowings shall be repaid as follows:

	30.06.2022	31.12.2021
On demand or within a year	6 905 616	9 101 643
In the second to fifth year inclusive	43 660 053	31 596 781
	50 565 669	40 698 424

As at 30 June 2022 loans were denominated in the following currencies:

	30.06.2022	31.12.2021
Tenge	35 122 647	29 093 260
Russian Ruble	15 443 022	11 605 164
	50 565 669	40 698 424

# 19. ACCOUNTS PAYABLE

As at 30 June 2022 accounts payable were as follows:

Fay		(KZT'000)
	30.06.2022	31.12.2021
Raw materials	7 608 164	5 805 826
Packing materials	4 933 435	3 764 728
Services	6 959 824	5 311 075
Property, plant and equipment	834 238	636 610
Goods	3 382 626	2 581 298
	23 718 287	18 099 537
Less long-term trade payable	(1 027 874)	(936 048)
	22 690 413	17 163 489
	30.06.2022	(KZT'000) 31.12.2021
	30.06.2022	31.12.2021
US Dollar	10 039 539	4 521 653
Tenge	9 780 448	11 220 034
Euro	1 450 238	1 193 893
Uzbek Sum	1 237 028	105 961
Russian Ruble	546 691	473 524
Kyrgyz Som	389 712	305 888
Chinese Yuan	274 631	278 584
	23 718 287	18 099 537
20. TAXES PAYABLE		

# 20

		(KZT'000)
	30.06.2022	31.12.2021
Value added tax	723 114	1 522 910
Personal income tax	78 725	68 089
Other taxes	60 713	66 260
Social tax	33 663	32 060
	896 215	1 689 319

#### 21. OTHER ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		(KZT'000)
	30.06.2022	31.12.2021
Employment expenses accrued	469 938	348 412
Employee leaves and bonuses accrued	534 866	398 514
Advances received	420 007	47 700
Other accrued liabilities	3 331 039	84 586
	4 755 850	879 212

# 22. OPERATING SEGMENTS

In view of the management's assessment of the business on a single geographic base, i.e. Kazakhstan where 78.58 % of the business is done, the management determined that the Group segmentation base is best reflected by the following business lines:

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

	Juices and beverages	Packed tea, packed milk and food products	Wholesale activity	(KZT'000) Consolidated
Period ended 30 June 2022				
Revenue	51 156 798	12 669 730	70 188	63 896 716
Operating profit (loss) before tax	2 462 434	609 858	3 379	3 075 671
Income tax expense	(1 508 166)	(373519)	(2070)	(1 883 755)
Net profit/(loss)	954 268	236 338	1 310	1 191 916
Depreciation and amortisation	1 127 195	279 166	1 547	1 407 908
Acquisition of property, plant				
and equipment and intangible	3 756 032	1 389 217	-	5 145 249
assets				

	Production of juice and juice-containing beverages	Food stuff	Trading	Consolidated
Period ended 30 June 2022				
Segment assets	77 864 111	19 284 187	106 832	97 255 130
Deferred income tax assets	-	-	1-1	-
Total assets	77 864 111	19 284 187	106 832	97 255 130
Segment liabilities	66 227 509	16402 212	90 867	82 720 588
Deferred income tax liabilities	3 827 755	947 999	5 252	4 781 006
Total liabilities	70 055 264	17350212	96 118	87 501 594

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

(KZT'000)

	6 months of	6 months of	
	2022	2021	
Republic of Kazakhstan	50 381 488	35 749 439	
Kyrgyz Republic	10 496 330	6 698 525	
Russian Federation	2 112 057	1 519 584	
Uzbekistan	862 429	-	
China	28 850	-	
Tajikistan	15 562	14 394	
	63 896 716	43 981 942	

#### 23. RETIREMENT BENEFITS

In accordance with the requirements of the laws of the Republic of Kazakhstan, the Group makes 10% pension contributions from the employee salaries. However, subject to the Republic of Kazakhstan laws, this amount per employee shall not exceed KZT 300,000 a month since 1 January 2022, previously monthly contributions per employee amounted to KZT 300,000. These amounts are expensed as incurred. Contributions to the pension funds are deducted from the employee salary and recognised in the total salaries paid in the consolidated statement of comprehensive income.

As of 30 June 2022 the Group had no liabilities to its current or former employees on additional pension contributions, postretirement medical benefits, insurance payments or other retirement benefits.

# 24. RELATED PARTIES

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

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

Trading transactions – as at 30 June 2022 and 31 December 2021

Related party transactions include:

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

				(KZT'000)
	Sales		Purchases	
	6 months of 2022	6 months of 2021	6 months of 2022	6 months of 2021
<b>RESMI Direct Investments</b>				
LLP	308	161	-	387
Companies under common				
control	_	-	9 893	3 149
	Amounts owed by related parties		Amounts owed to related parties	
	30.06.2022	31.12.2021	30.06.2022	31.12.2021
Jointly controlled companies:	81 781	82 432	_	-
Money on broker's account	69 502	70 737		
Interest-free financial aid	_	_		
Trade and other operations				
payable	12 279	12 695	-	-
F	== <b>=</b> , ,			

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

# 25. EVENTS AFTER THE REPORTING DATE

The Group paid dividends of KZT 3,200,016 thousand in July 2022.

**Chief Financial Officer** 

**Chief Accountant** 

Askat Agybaev

Natalya Ivanova