

AUTRES INFORMATIONS

RELATIVES AUX CARACTÉRISTIQUES, NOTAMMENT JURIDIQUES, FINANCIÈRES ET COMPTABLES DE LA SOCIÉTÉ



DANS LE CADRE DE L'OFFRE PUBLIQUE D'ACHAT SIMPLIFIÉE VISANT LES ACTIONS DE LA SOCIÉTÉ



INITIÉE PAR LA SOCIÉTÉ NOVAAGRO UKRAINE LLC (l'« **Initiateur** »)



Le présent document relatif aux autres informations, notamment juridiques, financières et comptables de la société NOVAAGRO UKRAINE LLC a été déposé auprès de l'Autorité des marchés financiers (l'« **AMF** ») le 10 octobre 2025, conformément aux dispositions de l'article 231-28 du règlement général de l'AMF et de l'Instruction n°2006-07 du 28 septembre 2006 de l'AMF relative aux offres publiques d'acquisition, telle que modifiée le 29 avril 2021. Ce document a été établi sous la responsabilité de la société NOVAAGRO UKRAINE LLC.

Le présent document complète la note d'information relative à l'offre publique d'achat simplifiée visant les actions de la société AGROGENERATION initiée par la société NOVAAGRO UKRAINE LLC, visée par l'AMF le 10 octobre 2025 sous le n° 25-398, en application de la décision de conformité en date du 10 octobre 2025 (la « **Note d'Information** »).

Le présent document et la Note d'Information sont disponibles sur le site Internet de AgroGeneration (<https://agrogeneration.com/fr/opasnovaagro/2025>) et de l'AMF (www.amf-france.org), et peuvent être obtenus sans frais auprès de :

NOVAAGRO UKRAINE LLC

66 Chernyshevskya St., Kharkiv, Ukraine

ODDO BHF SCA

12, boulevard de la Madeleine, 75009 Paris

Un communiqué sera diffusé conformément aux dispositions de l'article 231-28 du règlement général de l'AMF, au plus tard la veille du jour de l'ouverture de l'offre publique d'achat simplifiée, afin d'informer le public des modalités de mise à disposition du présent document.

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1. PREAMBULE

Le présent document est établi, conformément aux dispositions de l'article 231-28 du règlement général de l'AMF et de l'article 5 de l'instruction n° 2006-07 de l'AMF relative aux offres publiques d'acquisition,, par la société Novaagro Ukraine LLC, société de droit ukrainien au capital de 284 923 000 UAH¹, dont le siège social est situé 66 Chernyshevskya Street, 62002 Kharkiv, Ukraine, immatriculée au Registre national unifié des personnes morales, des entrepreneurs individuels et des organisations publiques d'Ukraine sous le numéro 34631027 (« **Novaagro** » ou l'« **Initiateur** » et, ensemble avec ses filiales directes ou indirectes, le « **Groupe Novaagro** » ou le « **Groupe** ») dans le cadre de son offre publique d'achat simplifiée, au terme de laquelle l'Initiateur, propose de manière irrévocable auprès de l'ensemble des actionnaires de la société AgroGeneration, société anonyme à conseil d'administration au capital social de 11 079 319,35 euros, dont le siège social est situé 19 Boulevard Malesherbes, 75008 Paris, France, immatriculée au Registre du Commerce et des Sociétés de Paris sous le numéro 494 765 951 et dont les actions sont admises aux négociations Euronext Growth à Paris (« **Euronext Paris** ») sous le Code ISIN FR0010641449 (mnémonique : ALAGR) (« **AgroGeneration** » ou la « **Société** » et, ensemble avec ses filiales directes ou indirectes, le « **Groupe AgroGeneration** »), à acquérir la totalité des actions de la Société non détenues par l'Initiateur (les « **Actions** » et chacune une « **Action** »), au prix unitaire de 0,033 euro par Action de la Société (le « **Prix de l'Offre** ») dans le cadre d'une offre publique d'achat simplifiée dans les conditions décrites dans la Note d'Information. Cette offre sera réalisée selon la procédure simplifiée régie par les articles 233-1 et suivants du règlement général de l'AMF (l'« **Offre** »).

Le dépôt de l'Offre fait suite à l'acquisition, par l'Initiateur, au Prix de l'Offre, le 30 octobre 2024, de 126 084 106 Actions, représentant 56,90% du capital social et des droits de vote de la Société², auprès de Konkur Investments Limited (l'« **Acquisition du Bloc de Contrôle** »). Conformément aux dispositions des articles 234-2 et 231-6 du règlement général de l'AMF, l'Offre porte sur la totalité des Actions composant le capital social de la Société non détenues par l'Initiateur à la date de la Note d'Information, soit, à la connaissance de l'Initiateur, 95 502 281 Actions représentant 43,10% du capital et des droits de vote de la Société¹.

En dehors des titres susvisés, il n'existe, à la connaissance de l'Initiateur, aucun titre de capital ou instrument financier pouvant donner accès, immédiatement ou à terme, au capital ou aux droits de vote de la Société.

L'Offre sera réalisée selon la procédure simplifiée régie par les articles 233-1 et suivants du règlement général de l'AMF. L'Offre sera ouverte pour une durée de dix (10) jours de négociation et sera réalisée par achats sur le marché conformément à l'article 233-2 du règlement général de l'AMF.

La Note d'Information a été établie par l'Initiateur.

L'Initiateur a la possibilité de réaliser, sur le marché ou hors marché, au Prix de l'Offre, toute acquisition d'Actions conformément aux dispositions des articles 231-38 et 231-39 du règlement général de l'AMF.

Conformément aux dispositions de l'article 231-13 du règlement général de l'AMF, ODDO BHF SCA, agissant en qualité d'établissement présentateur de l'Offre (l'« **Établissement Présentateur** ») a déposé

¹ Soit, environ 6 486 284 euros (UAH/EUR au 31.12.24 = 43,927).

² Sur la base d'un capital de la Société composé de de 221 586 387 actions représentant autant de droits de vote, en application du 2^{ème} alinéa de l'article 223-11 du règlement général.

l'Offre le 18 août 2025. L'Établissement Présentateur garantit, conformément aux dispositions de l'article 231-13 du règlement général de l'AMF, la teneur et le caractère irrévocable des engagements pris par l'Initiateur dans le cadre de l'Offre.

Les modalités ainsi que le contexte et les motifs de l'Offre sont présentés dans la Note d'Information.

Après s'être assurée de la conformité du projet d'Offre aux dispositions législatives et réglementaires qui lui sont applicables, l'AMF a rendu sa décision de conformité de l'Offre en date du 10 octobre 2025, publiée sur son site internet (www.amf-france.org). En application des dispositions des articles 231-23 et 231-26 du règlement général de l'AMF, la décision de conformité de l'AMF a emporté le visa de la Note d'Information sous le numéro n° 25-398 et de la note en réponse de la Société sous le numéro n° 25-399.

2. PRESENTATION DE L'INITIATEUR

2.1. Informations générales

(a) Dénomination sociale

La dénomination sociale de l'Initiateur est LIMITED LIABILITY COMPANY NOVAAGRO UKRAINE (nom abrégé - LLC « NOVAAGRO UKRAINE »).

(b) Siège social

Le siège social de Novaagro est situé au 66, Chernyshevskaya Street, 62002, Kharkiv, Ukraine.

(c) Forme et nationalité

Novaagro est une société à responsabilité limitée de droit ukrainien.

(d) Registre du commerce

Novaagro est immatriculée auprès du registre d'État unifié des personnes morales, des entrepreneurs individuels et des organisations publiques d'Ukraine sous le numéro 34631027.

(e) Date d'immatriculation et durée

Novaagro a été immatriculée le 13 octobre 2006 pour une durée illimitée.

(f) Exercice social

L'exercice social de Novaagro commence le 1^{er} janvier et se termine le 31 décembre de chaque année civile. Novaagro a clôturé son premier exercice le 31 décembre 2006.

(g) Objet social

Aux termes de ses statuts, Novaagro a pour objet, d'exercer toutes sortes d'activités autorisées par la législation ukrainienne en vigueur, y compris celles nécessitant des autorisations spéciales (licences, etc.), le cas échéant.

(h) Approbation des comptes

Les états financiers annuels sont signés et approuvés par le directeur général et le chef comptable de Novaagro.

(i) Dissolution et liquidation

Novaagro peut être dissoute dans les cas prévus par la loi ou par une décision collective adoptée dans les conditions fixées par les statuts. Cette décision collective désigne un ou plusieurs liquidateurs (commission de liquidation).

2.2. Informations concernant le capital social

(a) Capital social

A la date du présent document, le capital social de Novaagro s'élève à 284 923 000 UAH³.

(b) Forme des titres du capital

La forme sociale « LLC » équivalente à une société à responsabilité limitée en droit français choisit par Novaagro, est la forme sociale la plus courante pour les petites et moyennes entreprises en Ukraine. Le capital social de ces sociétés est constitué exclusivement par les participations des actionnaires plutôt que par des parts sociales ou des actions. La taille de la participation de chaque actionnaire est enregistrée soit en pourcentage, soit en termes monétaires. La loi ne fixe pas de capital social minimum (il peut être aussi faible que 1 UAH). Contrairement aux sociétés par actions (de forme dite « JSC »), les LLC n'émettent pas d'actions.

Les actionnaires ne détiennent pas de titres, mais des droits sociaux certifiant leur participation au capital social. Les apports sont généralement effectués en espèces. Les associés ne supportent le risque de pertes de la société que dans la limite de leurs apports.

(c) Participation au capital social

Le capital social de Novaagro est détenu à 100% par un actionnaire unique.

(d) Droits et obligations liés à la propriété d'une part du capital social

Les actionnaires de Novaagro ont les droits suivants :

- 1) participer à la gestion de la société de la manière prescrite par les statuts de la société et l'accord d'entreprise conclu entre les actionnaires de la société ;
- 2) recevoir des informations sur les activités de la société ;
- 3) participer à la distribution des bénéfices de la société ;
- 4) donner une procuration irrévocable au nom d'un autre actionnaire de la société (représentant de l'actionnaire) afin d'exécuter ou d'assurer l'exécution des obligations des actionnaires en tant que parties au contrat d'entreprise, dont l'objet est le droit à une part du capital autorisé ou les pouvoirs des actionnaires ;
- 5) en cas de liquidation de la société, recevoir une partie des biens restants après le règlement des créanciers ou leur valeur ;
- 6) de se retirer de la société conformément à la procédure établie par les statuts de la société et le contrat d'entreprise conclu entre les actionnaires de la société.

Les actionnaires de Novaagro sont tenus de :

- 1) de respecter les statuts et les termes et conditions de l'accord d'entreprise conclu entre les actionnaires de la société ;
- 2) mettre en œuvre les décisions de l'assemblée générale des actionnaires de la société ;
- 3) remplir leurs obligations à l'égard de la société, y compris celles liées à la participation à la propriété ;
- 4) ne pas divulguer les secrets commerciaux et les informations confidentielles concernant les activités de la société.

Chaque actionnaire dispose à l'assemblée générale des actionnaires (l'organe directeur suprême) d'un nombre de voix proportionnel à la taille de sa part dans le capital de la société.

Chaque actionnaire de Novaagro a le droit d'assister à l'assemblée générale des actionnaires, de participer à la discussion de l'ordre du jour et de voter sur les points inscrits à l'ordre du jour de l'assemblée générale des

³ Soit, environ 6 486 284 euros (UAH/EUR au 31.12.24 = 43,927).

actionnaires.

Chaque actionnaire de Novaagro a le droit de participer à la distribution des bénéfices de la société et de recevoir, en cas de liquidation de la société, une partie des biens restants après le règlement des créanciers ou leur valeur.

Chaque actionnaire de Novaagro est tenu de respecter les statuts et d'exécuter les décisions de l'assemblée générale des actionnaires.

(e) Transfert des participations au capital

Chaque actionnaire de Novaagro a le droit de céder sa participation (ou partie de sa participation) dans le capital social, à titre onéreux ou gratuit, à d'autres actionnaires ou à des tiers.

En même temps, les actionnaires ont un droit préférentiel d'acquérir la participation (ou partie d'une participation) d'un autre actionnaire dont la cession à un tiers est envisagée.

Un actionnaire qui souhaite céder sa participation (ou une partie de celle-ci) à un tiers doit d'abord l'offrir aux autres actionnaires. Il doit leur notifier par écrit son intention, en précisant le prix, le montant de la participation, les informations sur le cessionnaire potentiel et les autres conditions de la cession. Si, dans les 30 jours suivant la réception de la notification, aucun des actionnaires ne répond par écrit pour exercer le droit de préférence ou pour le refuser, l'actionnaire cédant prendra l'initiative de convoquer une assemblée générale extraordinaire. Lors de cette assemblée, la question de l'exercice ou de la renonciation au droit de préférence est discutée dans les termes et conditions spécifiés dans la convocation. Si un actionnaire ignore cette assemblée générale, il est réputé avoir renoncé à son droit de préférence sur la cession envisagée, donné son consentement, et la participation au capital peut être cédée à un tiers dans les conditions notifiées. La décision de cette assemblée est formalisée dans un procès-verbal dont les signatures doivent être certifiées par un notaire.

Si plusieurs actionnaires exercent leur droit de préférence, ils acquièrent la participation (ou une partie de celle-ci) proportionnellement au montant de leur participation dans le capital social de la société, à moins que la résolution de l'assemblée générale des actionnaires de la société, votée par tous les actionnaires de la société, et/ou l'accord d'entreprise conclu entre tous les actionnaires de la société ne prévoient une répartition différente de la participation (ou une partie de celle-ci) cédée.

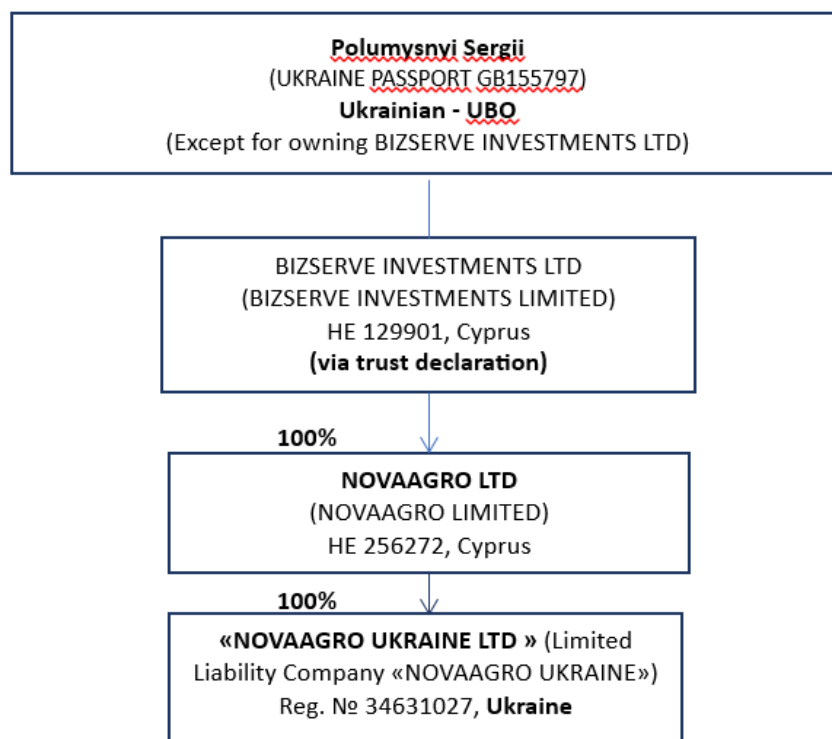
(f) Répartition du capital et des droits de vote

A la date des présentes, le capital social de Novaagro est réparti comme suit :

Actionnaire	Capital social	% du capital et des droits de vote
NOVAAGRO LIMITED (Chypre)	284 923 000 UAH	100%
Total	284 923 000 UAH ⁴	100%

⁴ Soit, environ 6 486 284 euros (UAH/EUR au 31.12.24 = 43,927).

La structure détaillée de l'actionnariat de Novaagro est présentée ci-dessous.



Bénéficiaire effectif - Sergii Polumysnyi (100%)

Novaagro Limited, est immatriculée à Chypre, et est actionnaire unique de Novaagro. Novaagro Limited est à la tête du groupe de sociétés du Groupe Novaagro actives dans le commerce et la production agricole. En juin 2024, selon les derniers états financiers audités, le Groupe Novaagro était composé des filiales énumérées dans le tableau ci-dessous.

Dénomination sociale	Pays d'immatriculation	Activité	Au 30 juin 2024	Au 30 juin 2023
Société mère				
Novaagro Limited	Chypre	Holding	Société mère	Société mère
Filiale				
Novaagro Ukraine LLC	Ukraine	Commerce	100%	100%
Novaagro TH LLC	Ukraine	Commerce	100%	100%
AMC DIKW-L Ltd.	Ukraine	Société de gestion	100%	100%
Business Resource-1	Ukraine	Fonds d'investissement	100%	100%
Business Resource-2	Ukraine	Fonds d'investissement	100%	100%
Business Resource-3	Ukraine	Fonds d'investissement	100%	100%
Business Resource-4	Ukraine	Fonds d'investissement	100%	100%
Business Resource-5	Ukraine	Fonds d'investissement	100%	100%
Novakorm LLC	Ukraine	Transformation agricole	100%	100%
AC Novaagro LLC	Ukraine	Services logistiques	100%	100%
PK Nova LLC	Ukraine	Elevage de poulets	100%	100%
TC Novatorg LLC	Ukraine	Commerce	100%	100%
Novatrade S.R.O. (i)	Slovaquie	Commerce	100%	100%*
AC Agronova LLC (ii)	Ukraine	Agriculture	0%**	n/a
Orilsk Elevator LLC (iii)	Ukraine	Agriculture	100%*	n/a
Retail Company Novamarket LLC	Ukraine	Commerce	100%*	n/a

* Le bénéficiaire et la société mère contrôlent 100% de la société.

** Le bénéficiaire contrôle 100% de la société.

A la suite de l'Acquisition du Bloc de Contrôle, le Groupe AgroGeneration, composé d'AgroGeneration et de cinq filiales ukrainiennes, a rejoint le Groupe Novaagro.

2.3. Informations concernant l'administration, la direction et le contrôle des comptes

Les organes de direction de Novaagro sont :

- l'assemblée générale des actionnaires (l'assemblée générale), organe suprême de direction ;
- le Directeur général (l'organe exécutif de direction) ;
- le Directeur exécutif (également organe exécutif de direction).

(a) L'assemblée générale

L'Assemblée générale constitue l'organe directeur suprême de la société. Elle est compétente pour statuer sur toute question relative aux activités de la société, **sous réserve** des attributions conférées par la loi et les statuts aux autres organes.

L'assemblée générale des actionnaires peut résoudre toutes les questions relatives aux activités de la société.

La compétence exclusive de l'assemblée générale des actionnaires comprend :

- la définition des **orientations principales** et des objectifs d'activité de la société ;
- l'adoption et la modification des statuts, ainsi que toute décision relative aux activités sociales fondée sur les statuts ;
- la variation du capital social (augmentation ou réduction) ;
- l'approbation de l'évaluation monétaire des apports en nature des actionnaires ;
- la redistribution des actions/parts entre actionnaires dans les cas prévus par les statuts et la législation applicable ;
- l'élection de l'organe exécutif (Directeur général et, le cas échéant, Directeur exécutif) et la détermination de sa rémunération ;
- la détermination des modalités de contrôle et de supervision des organes exécutifs ;
- la création d'organes sociaux complémentaires et la fixation de leurs règles de fonctionnement ;
- la décision d'acquisition par la société de la participation d'un actionnaire (en tout ou partie) ;
- l'approbation des comptes de la société ;
- la répartition du résultat et la décision relative au paiement des dividendes ;
- les décisions de réorganisation (scission, fusion, division, apport/adhésion), de liquidation ou de transformation, la désignation de la commission de liquidation, l'approbation des modalités de liquidation et du bilan de liquidation, ainsi que des règles de répartition de l'actif net entre actionnaires après désintéressement des créanciers ;
- toute décision autorisant une opération significative lorsque la valeur des biens, travaux ou services objet de l'opération excède 50 % des actifs nets de la société à la clôture du trimestre précédent ;
- la décision relative à l'exclusion d'un actionnaire ;
- plus généralement, toute autre décision expressément attribuée à l'assemblée générale par les statuts ou la législation applicable.

(b) Le directeur général est l'organe exécutif de Novaagro, responsable de la gestion des activités quotidiennes de la société

Le directeur général est nommé par décision de l'assemblée générale des actionnaires.

Le directeur général est responsable devant l'assemblée générale des actionnaires et organise la mise en œuvre de leurs décisions.

Les compétences du directeur général de la société comprennent la résolution de toutes les questions liées à la gestion des activités courantes de la société, à l'exception des questions relevant de la compétence exclusive de l'assemblée générale des actionnaires.

Le directeur général de la société agit au nom de la société sans procuration. À la date du présent document,

M. Sergii Polumysnyi est le directeur général de Novaagro.

Le directeur général dirige la société et la représente dans ses rapports avec les tiers. À ce titre, il est investi des pouvoirs les plus étendus pour agir en toutes circonstances au nom de la société, dans le cadre de l'objet social et des pouvoirs clairement définis par la loi et les statuts.

Les pouvoirs du directeur général de la société ne peuvent prendre fin ou être suspendus temporairement que par l'élection d'un nouveau directeur général ou d'un directeur général par intérim.

(c) Directeur exécutif

Le directeur exécutif est l'organe exécutif de la société, responsable de la gestion des activités quotidiennes de la société.

Les compétences du directeur exécutif de la société comprennent la résolution de toutes les questions liées à la gestion des activités courantes de la société, à l'exception des questions relevant de la compétence exclusive de l'assemblée générale des actionnaires, ainsi que des questions liées à la conclusion et/ou à la modification et/ou à la résiliation de toutes les transactions dont le montant est inférieur à 1 000 000 UAH.

Le directeur exécutif est responsable devant l'assemblée générale des actionnaires et le directeur général de la société et organise la mise en œuvre de leurs décisions. Le directeur exécutif de la société agit au nom de la société sans procuration.

À la date du présent document, M. Volodymyr Krasovskyi est le directeur exécutif de Novaagro. Les pouvoirs du directeur exécutif de la société peuvent prendre fin ou il peut être temporairement suspendu de l'exercice de ses fonctions à tout moment par décision de l'assemblée générale des actionnaires.

(d) Commissaires aux comptes

Novaagro établit ses documents comptables exclusivement conformément aux normes comptables ukrainiennes.

Novaagro Limited, société mère du Groupe Novaagro, fait l'objet d'un audit annuel conforme aux normes internationales par Baker Tilly Ukraine.

2.4. Description des activités de Novaagro

(a) Activité principale

Le Groupe Novaagro est l'une des principales entreprises agricoles de la région de Kharkiv. Le Groupe Novaagro opère dans plusieurs domaines : culture, transport et stockage de céréales et d'oléagineux, production et exportation d'huile de tournesol et de farine de blé, élevage de volailles, location de biens immobiliers commerciaux, etc. L'entreprise livre des produits agricoles à ses clients dans le monde entier.

Novaagro, en tant filiale faisant partie intégrante du Groupe Novaagro, a été créée dans le but de réaliser des bénéfices et peut exercer tous types d'activités, dont la liste est établie par la législation ukrainienne en vigueur, y compris après avoir obtenu des autorisations spéciales (licences, etc.), si nécessaire.

(b) Evénements exceptionnels et litiges significatifs

A la connaissance de Novaagro, il n'existe, à la date du présent document, aucun litige significatif ou fait exceptionnel, autre que l'Offre et ses modalités de financement, susceptibles d'avoir une incidence sur l'activité, le patrimoine, les résultats ou la situation financière de Novaagro.

(c) Effectifs

A la date du présent document, Novaagro emploie un total de 37 salariés.

3. INFORMATIONS RELATIVES A LA SITUATION COMPTABLE ET FINANCIERE DE L'INITIATEUR

3.1. Présentation résumée des comptes sociaux et des comptes consolidés de Novaagro

Novaagro a été immatriculée au registre d'État unifié des personnes morales, des entrepreneurs individuels et des organisations publiques d'Ukraine le 13 octobre 2006.

Le tableau ci-dessous contient à titre indicatif les principales données financières sélectionnées correspondant au bilan de Novaagro au 31 décembre 2024.

Indicateur	Code de la ligne dans états financiers	Montant en k UAH	Montant en k EUR*
Total des actifs	1300	1.395.676,1	31.772,6
Total des capitaux propres	1495	518.774,7	11.809,9
Total des revenus	2280	157.977,7	3.635,1

**Moyenne UAH/EUR pour 2024 = 43,459 ; UAH/EUR au 31.12.24 = 43,927*

Les autres éléments comptables de l'Initiateur au 31 décembre 2024 figurent en **Annexe 1**.

Comme indiqué précédemment, Novaagro Limited est la société mère du Groupe Novaagro, dont l'activité principale consiste à louer et à exploiter des biens immobiliers détenus en propriété ou en location. Afin de fournir une vue d'ensemble de la situation financière de l'Initiateur, certains éléments sélectionnés dans les comptes consolidés du Groupe Novaagro par Novaagro Limited pour l'exercice clos le 30 juin 2024 sont également présentés ci-dessous.

Indicateur	Montant en k USD	Montant en k EUR*
Total des actifs	48.606	45.426
Total des capitaux propres	33.250	31.075
Chiffre d'affaires	111.778	104.465

Taux de change USD/EUR au 30 juin 2024 = 1,07

Il n'est pas possible de fournir les informations financières du Groupe Novaagro pour l'exercice clos le 30 juin 2025, pour les raisons suivantes :

- A la date du présent document, l'audit et la préparation du rapport sont toujours en cours et ne seront finalisés qu'à la fin de l'année 2025.
- L'exercice financier mentionné ci-dessus inclura également les résultats de la Société (AgroGeneration) pour le premier semestre 2025 et ne refléterait donc pas fidèlement les résultats individuels de l'initiateur et de ses filiales.

Les autres éléments comptables du Groupe Novaagro au 30 juin 2024 sont présentés en **Annexe 2**.

Il est précisé qu'à la connaissance de Novaagro, aucun évènement significatif n'est intervenu ou n'a impacté le patrimoine de Novaagro depuis sa constitution, à l'exception des engagements pris en vue du dépôt et de la réalisation de l'Offre.

3.2. Frais et financement de l'Offre

(a) Frais liés à l'Offre

Le montant global de tous les frais, coûts et dépenses externes exposés par l'Initiateur dans le cadre de l'Offre uniquement, en ce compris notamment les honoraires et autres frais de conseils externes, financiers, juridiques, comptables, ainsi que des experts et autres consultants et les frais de publicité et de communication, est estimé, à la date de la Note d'Information, à environ 300 000 euros (hors taxes).

(b) Modalités de financement de l'Offre

A la date de la Note d'Information, l'acquisition par l'Initiateur de l'intégralité des Actions visées par l'Offre représente, sur la base du Prix de l'Offre, un montant total de 3 151 575,27 euros (hors frais divers et commissions).

Ce montant sera financé en intégralité au moyen d'un prêt bancaire d'un montant de 3 170 000 euros, conclu le 12 août 2025 entre Novaagro et Regionala Investiciju Banka (banque située en Lettonie) pour une durée de 3 mois et portant intérêt au taux annuel de 2%. Il est précisé que l'Initiateur bénéficie de la trésorerie existante suffisante pour le financement de l'Offre et que la mise en place du prêt bancaire susvisé répond uniquement à la nécessité, pour l'Initiateur, de se conformer à la réglementation Ukrainienne qui ne permet pas, en raison de la guerre opposant actuellement l'Ukraine à la Russie, le transfert de fonds à l'extérieur des frontières de l'Ukraine ayant pour objet l'achat d'actions détenues par des actionnaires étrangers.

4. PERSONNES ASSUMANT LA RESPONSABILITE DU PRESENT DOCUMENT

« J'atteste que le présent document qui a été déposé le 10 octobre 2025 auprès de l'Autorité des marchés financiers, et qui sera diffusé au plus tard la veille du jour d'ouverture de l'offre, comporte l'ensemble des informations requises par l'article 231-28 du règlement général de l'Autorité des marchés financiers et par l'Instruction n°2006-07 du 28 septembre 2006 dans le cadre de l'Offre.

Ces informations sont, à ma connaissance, conformes à la réalité et ne comportent pas d'omission de nature à en altérer la portée. »

Monsieur Volodymyr Krasovskiy, directeur exécutif de NOVAAGRO UKRAINE LLC.

Annexe 1

1.1. Eléments comptables de NOVAAGRO UKRAINE LLC au 31 décembre 2024 (traduit par la Société à partir de l'original en ukrainien)

Annexe 1
à la norme nationale (standard)
comptable 25
« Comptabilité simplifiée »
(point 4 de la section I)

Rapports financiers d'une petite entreprise

Entreprise

SOCIÉTÉ À RESPONSABILITÉ LIMITÉE « NOVAAGRO UKRAINE »

Territoire.....KHARKIV

Forme organisationnelle et juridique de l'entreprise.....Société à responsabilité limitée

Type d'activité économique...Location et exploitation de biens immobiliers propres ou loués

Nombre moyen d'employés, personnes.....34

Unité de mesure:.....milliers d'UAH avec une décimale

Adresse, téléphone....66, rue Chernyshevskia, Kharkiv, région de Kharkiv, 61002

Date (année, mois, jour)

selon le code EDRPOU

selon le code KATOTTG1

selon le KOPFG

selon le KVED

Codes		
2025	01	01
34631027		
UA63120270010216514		
240		
68.20		

3414321

1. Bilan au 31 décembre 2024

		Formulaire n° 1-m	Code selon DKUD	1801006
Actif	Code de ligne	Au début de la période comptable	À la fin de la période comptable	
1	2	3	4	
I. Actifs non courants				
Actifs incorporels	1000	55,2	47,9	
Valeur initiale	1001	339,1	339,1	
Amortissements cumulés	1002	(283,9)	(291,2)	
Investissements en cours	1005	50 784,2	39 136,9	
Immobilisations corporelles :	1010	607 970,8	571 119,4	
valeur initiale	1011	841 929,0	848 454,0	
Dépréciation	1012	(233 958,2)	(277 334,6)	
Actifs biologiques à long terme	1020	-	-	
Investissements financiers à long terme	1030	309 996,5	460 591,6	
Autres actifs non courants	1090	-	-	
Total de la section I	1095	968 806,7	1 070 895,8	
II. Actifs courants				

Stocks :	1100	15 265,4	8 382,9
dont produits finis	1103	-	52,0
Actifs biologiques courants	1110	-	-
Créances pour produits, marchandises, travaux, services	1125	766,1	16 543,7
Créances pour règlements budgétaires	1135	840,4	760,9
dont impôt sur le revenu	1136	-	-
Autres créances courantes	1155	283 936,2	234 915,3
Investissements financiers courants	1160	-	-
Trésorerie et équivalents de trésorerie	1165	208,8	344,5
Charges à payer	1170	164,4	62 766,7
Autres actifs courants	1190	639,5	1 066,3
Total de la section II	1195	301 820,8	324 780,3
III. Actifs non courants détenus en vue de la vente et groupes destinés à être cédés	1200	-	-
Solde	1300	1 270 627,5	1 395 676,1

Passif	Code de ligne	Au début de la période comptable	À la fin de la période comptable
1	2	3	4
I. Capitaux propres			
Capital social (par actions)	1400	260 000,0	260 000,0
Capital supplémentaire	1410	392 237,2	392 235,9
Capital de réserve	1415	-	-
Bénéfices non distribués (pertes non couvertes)	1420	(142 150,0)	(133 461,2)
Capital non libéré	1425	-	-
Total de la section I	1495	510 087,2	518 774,7
II. Engagements à long terme, financement ciblé et garanties	1595	61,6	154,6
III. Engagements courants			
Emprunts bancaires à court terme	1600	-	-
Dettes fournisseurs courantes pour :			
engagements à long terme	1610	-	-
biens, travaux, services	1615	6 191,2	6 471,1
règlements budgétaires	1620	42,7	2 214,5
y compris l'impôt sur les bénéfices	1621	-	-
règlements d'assurance	1625	41,1	109,5
règlements salariaux	1630	145,2	252,0
Produits à recevoir	1665	-	-
Autres engagements courants	1690	754 058,5	867 699,7
Total de la section III	1695	760 478,7	876 746,8
IV. Passifs liés aux actifs non courants détenus en vue de la vente et aux groupes destinés à être cédés	1700	-	-
Solde	1900	1 270 627,5	1 395 676,1

2. Rapport sur les résultats financiers pour l'année 2024

Formulaire n° 2-m

selon
CodDKUD
e

1801007

Article	Code de ligne	Pour la période considérée	Pour la période correspondante de l'année précédente
1	2	3	4
Revenu net provenant de la vente de produits (biens, travaux, services)	2000	105 334,4	94 705,1
Autres produits d'exploitation	2120	3 479,0	1 690,2
Autres produits	2240	49 164,3	100 717,7
Total des produits (2000 + 2120 + 2240)	2280	157 977,7	197 113,0
Coût des produits vendus (biens, travaux, services)	2050	(1 010,8)	(560,1)
Autres charges d'exploitation	2180	(146 894,1)	(116 039,1)
Autres charges	2270	(870,9)	(62 568,3)
Total des charges (2050 + 2180 + 2270)	2285	(148 775,8)	(179 167,5)
Résultat avant impôts (2280 – 2285)	2290	9 201,9	17 945,5
Impôt sur le revenu	2300	(-)	(-)
Résultat net (perte) (2290 – 2300)	2350	9 201,9	17 945,5

Directeur

(signature)

POLUMYSNYI SERGII VALERIYOVYCH

(initiales, nom)

Chef comptable

(signature)

Netikova Tetyana Leonidivna

(initiales, nom)

Codificateur des unités administratives-territoriales et des territoires des communautés territoriales

3. Eléments comptables de NOVAAGRO UKRAINE LLC au 31 décembre 2024 (version originale en ukrainien)

Додаток І
до Національного положення (стандарту)
бухгалтерського обліку 25 "Спрощена фінансова
звітність"
(пункт 4 розділу І)

ДОКУМЕНТ ПРИЙНЯТО

Фінансова звітність малого підприємства

Підприємство	Дата(рік,місяць,число)	Коди
ТОВАРИСТВО З ОБМЕЖЕНОЮ ВІДПОВІДАЛЬНІСТЮ "НОВААГРО УКРАЇНА"	за ЄДРПОУ	2025 01 01
Територія ХАРКІВСЬКА	за КАТОТТГ І	34631027
Організаційно-правова форма господарювання Товариство з обмеженою відповідальністю	за КОПФГ	UA63120270010216514
Вид економічної діяльності: Надання в оренду й експлуатацію власного чи орендованого нерухомого майна	за КВЕД	240
Середня кількість працівників, осіб 34		68.20
Одиниця виміру: тис. грн. з одним десятковим знаком		
Адреса, телефон вулиця Чернишівська, буд. 66, м. ХАРКІВ, ХАРКІВСЬКА обл., 61002		3414321

1.Баланс на 31 грудня 2024 р.

Форма № 1-м Код за ДКУД		1801006	
Актив	Код рядка	На початок звітної року	На кінець звітної періоду
1	2	3	4
I. Необоротні активи			
Нематеріальні активи	1000	55,2	47,9
Первісна вартість	1001	339,1	339,1
Накопичена амортизація	1002	(283,9)	(291,2)
Незавершені капітальні інвестиції	1005	50 784,2	39 136,9
Основні засоби :	1010	607 970,8	571 119,4
первісна вартість	1011	841 929,0	848 454,0
знос	1012	(233 958,2)	(277 334,6)
Довгострокові біологічні активи	1020	-	-
Довгострокові фінансові інвестиції	1030	309 996,5	460 591,6
Інші необоротні активи	1090	-	-
Усього за розділом I	1095	968 806,7	1 070 895,8
II. Оборотні активи			
Запаси :	1100	15 265,4	8 382,9
у тому числі готова продукція	1103	-	52,0
Поточні біологічні активи	1110	-	-
Дебіторська заборгованість за продукцію, товари, роботи, послуги	1125	766,1	16 543,7
Дебіторська заборгованість за розрахунками з бюджетом	1135	840,4	760,9
у тому числі з податку на прибуток	1136	-	-
Інша поточна дебіторська заборгованість	1155	283 936,2	234 915,3
Поточні фінансові інвестиції	1160	-	-
Гроші та їх еквіваленти	1165	208,8	344,5
Витрати майбутніх періодів	1170	164,4	62 766,7
Інші оборотні активи	1190	639,5	1 066,3
Усього за розділом II	1195	301 820,8	324 780,3
III. Необоротні активи, утримувані для продажу, та групи вибуття	1200	-	-
Баланс	1300	1 270 627,5	1 395 676,1

Пасив	Код рядка	На початок звітного року	На кінець звітного періоду
1	2	3	4
I. Власний капітал			
Зареєстрований (пайовий) капітал	1400	260 000,0	260 000,0
Додатковий капітал	1410	392 237,2	392 235,9
Резервний капітал	1415	-	-
Нерозподілений прибуток (непокритий збиток)	1420	(142 150,0)	(133 461,2)
Неоплачений капітал	1425	(-)	(-)
Усього за розділом I	1495	510 087,2	518 774,7
II. Довгострокові зобов'язання, цільове фінансування та забезпечення	1595	61,6	154,6
III. Поточні зобов'язання			
Короткострокові кредити банків	1600	-	-
Поточна кредиторська заборгованість за:			
довгостроковими зобов'язаннями	1610	-	-
товари, роботи, послуги	1615	6 191,2	6 471,1
розрахунками з бюджетом	1620	42,7	2 214,5
у тому числі з податку на прибуток	1621	-	-
розрахунками зі страхування	1625	41,1	109,5
розрахунками з оплати праці	1630	145,2	252,0
Доходи майбутніх періодів	1665	-	-
Інші поточні зобов'язання	1690	754 058,5	867 699,7
Усього за розділом III	1695	760 478,7	876 746,8
IV. Зобов'язання, пов'язані з необоротними активами, утримуваними для продажу, та групами вибуття	1700	-	-
Баланс	1900	1 270 627,5	1 395 676,1

2. Звіт про фінансові результати
за Рік 2024 р.

		Форма № 2-м	Код за ДКУД	1801007
Стаття	Код рядка	За звітний період	За аналогічний період попереднього року	
1	2	3	4	
Чистий дохід від реалізації продукції (товарів, робіт, послуг)	2000	105 334,4	94 705,1	
Інші операційні доходи	2120	3 479,0	1 690,2	
Інші доходи	2240	49 164,3	100 717,7	
Разом доходи (2000 + 2120 + 2240)	2280	157 977,7	197 113,0	
Собівартість реалізованої продукції (товарів, робіт, послуг)	2050	(1 010,8)	(560,1)	
Інші операційні витрати	2180	(146 894,1)	(116 039,1)	
Інші витрати	2270	(870,9)	(62 568,3)	
Разом витрати (2050 + 2180 + 2270)	2285	(148 775,8)	(179 167,5)	
Фінансовий результат до оподаткування (2280 – 2285)	2290	9 201,9	17 945,5	
Податок на прибуток	2300	(-)	(-)	
Чистий прибуток (збиток) (2290 – 2300)	2350	9 201,9	17 945,5	

Керівник

Головний бухгалтер



ПОПУМИСНИЙ
СЕРГІЙ
ВАЛЕРІЙОВИЧ

ПОПУМИСНИЙ СЕРГІЙ ВАЛЕРІЙОВИЧ

Нетікова Тетяна Леонідівна

¹ Кодифікатор адміністративно-територіальних одиниць та територій територіальних громад

Annexe 2

**Extraits des états financiers consolidés de Novaagro Limited
pour l'exercice clos le 30 juin 2024 issus du rapport de l'auditeur indépendant Baker Tilly Ukraine LLP
(traduit par la Société à partir de l'original en anglais)**

Novaagro limited
ÉTAT CONSOLIDÉ DU RÉSULTAT GLOBAL
Pour l'exercice clos le 30 juin 2024
(en milliers de dollars américains, sauf indication contraire)

	Note	Exercice clos le 30 juin 2024	Exercice clos le 30 juin 2023
Chiffre d'affaires	10	111 778	96 914
Gain provenant des variations de la juste valeur des actifs	24	93	243
Coût des ventes	11	(93 897)	(78 484)
BÉNÉFICE BRUT		17 974	18 673
Frais généraux et administratifs	12	(2 993)	(1 705)
Frais de vente et de distribution	13	(8 254)	(5 922)
Pertes de crédit attendues et dépréciation des créances		(1 443)	(1 608)
Autres produits / (charges) d'exploitation, nets	14	(363)	658
BÉNÉFICE D'EXPLOITATION		4 921	10 096
Produits financiers	15	3 536	5 124
Charges financières	16	(2 208)	(2 808)
Gain/(perte) de change, net		-	(9)
Pertes/revenus liés à la guerre		53	8 463
BÉNÉFICE/(PERTE) AVANT IMPÔTS POUR LA PÉRIODE		6 302	20 866
Avantage fiscal	31	(390)	(63)
Bénéfice/(perte) de l'exercice		5 912	20 803
AUTRES ÉLÉMENTS DU RÉSULTAT GLOBAL			
<i>Éléments à reclasser en résultat net :</i>			
Effet de la conversion des devises étrangères		(3 479)	(2 724)
<i>Éléments qui ne seront pas reclassés en résultat :</i>			
Dépréciation des immobilisations corporelles		-	-
Résultat global total de l'exercice, net d'impôts		2 433	18 079
BÉNÉFICE DE L'EXERCICE ATTRIBUABLE À :			
Aux actionnaires de la société mère		5 911	20 803
Intérêts minoritaires		1	-
		5 912	20 803
AUTRES ÉLÉMENTS DU RÉSULTAT GLOBAL			
ATTRIBUABLE À :			
Actionnaires de la société mère		(3 457)	(2 724)
Intérêts minoritaires		(22)	-
		(3 479)	(2 724)
TOTAL DU RÉSULTAT GLOBAL			
ATTRIBUABLE À :			
Actionnaires de la société mère		2 454	18 079
Intérêts minoritaires		(21)	-
		2 433	18 079

Novaagro limited
ÉTAT CONSOLIDÉ DU RÉSULTAT GLOBAL
Pour l'exercice clos le 30 juin 2024
(en milliers de dollars américains, sauf indication contraire)

	Note	30 juin 2024	30 juin 2023
Actifs			
Actifs non courants			
Immobilisations corporelles	19	15 395	14 115
Immeubles de placement	20	636	-
Droits d'utilisation	21	433	347
Paievements anticipés pour droits sociaux	22	3 091	4 642
Créances commerciales non courantes	25	452	-
		20 007	19 104
Actifs courants			
Stocks	23	4 093	7 243
Actifs biologiques	24	656	706
Créances commerciales et autres créances	25	7 924	11 350
Paievements anticipés		4 600	2 462
Autres actifs financiers	26	8 634	1 344
Trésorerie et équivalents de trésorerie	27	2 692	12 143
		28 599	35 248
Total de l'actif		48 606	54 352
Capitaux propres et passifs			
Capitaux propres			
Capital émis	28	13	13
Réserve de réévaluation		1 103	1 308
Bénéfices non distribués		41 125	35 119
Effet de la conversion des devises étrangères		(9 261)	(5 914)
Capitaux propres attribuables aux propriétaires de la société mère		32 980	30 526
Intérêts minoritaires		270	-
Total des capitaux propres		33 250	30 526
Passifs non courants			
Passifs liés aux contrats de location	21	484	464
		484	464
Passifs courants			
Passifs liés aux contrats de location	21	163	4
Prêts et emprunts	29	9 525	16 154
Dettes commerciales et autres dettes	30	4 422	5 457
Avances reçues		674	1 692
Impôt sur le revenu à payer		88	55
		14 872	23 362
Total du passif		15 356	23 826
Total des capitaux propres et du passif		48 606	54 352

Novaagro limited
ÉTAT CONSOLIDÉ DU RÉSULTAT GLOBAL
Pour l'exercice clos le 30 juin 2024
(en milliers de dollars américains, sauf indication contraire)

	Capital émis	Réserve de réévaluation	Bénéfices non distribués	Effet des devise étrangère	Capitaux propres attribuables aux propriétaires	Intérêts minoritaires	Total
Au 30 juin 2022	13	2 389	13 983	(3 938)	12 447	-	12 447
Résultat							
Bénéfice de la période		-	20 803	-	20 803	-	20 803
Autres pertes		(748)	-	(1 976)	(2 724)	-	(2 724)
Résultat global		(748)	20 803	(1 976)	18 079	-	18 079
Transfert de réserve de réévaluation, net d'impôt		(333)	333	-	-	-	-
Au 30 juin 2023	13	1 308	35 119	(5 914)	30 526	-	30 526
Résultat							
Acquisition d'une société		-	-	-	-	8	8
Augmentation de capital						283	283
Bénéfice de la période		-	5 911	-	5 911	1	5 912
Autres pertes		(110)	-	(3 347)	(3 457)	(22)	(3 479)
Résultat global		(110)	5 911	(3 347)	2 454	270	2 724
Transfert de la réserve de réévaluation, net d'impôt		(95)	95	-	-	-	-
Au 30 juin 2024	13	1 103	41 125	(9 261)	32 980	270	33 250

Novaagro limited
ÉTAT CONSOLIDÉ DU RÉSULTAT GLOBAL
Pour l'exercice clos le 30 juin 2024
(en milliers de dollars américains, sauf indication contraire)

	Note	Exercice clos le 30 juin 2024	Exercice clos le 30 juin 2023
Flux de trésorerie provenant des activités d'exploitation			
Bénéfice/(perte) avant impôts		6 302	20 866
<i>Ajustements pour :</i>			
Dépréciations et amortissements	19, 20, 21	1 613	1 006
Produits financiers	15	(3 536)	(5 124)
Charges financières	16	2 208	2 808
Gain résultant des variations de la juste valeur des actifs biologiques	24	(93)	(243)
Dépréciation des stocks	14	2 674	745
Pertes liées à la guerre		(53)	(8 463)
Gain/(perte) de change, net		(881)	(2 677)
Pertes de crédit attendues et dépréciation des créances		1 443	1 608
Dépréciation des paiements anticipés			
Recouvrement d'actifs financiers et de paiements anticipés précédemment radiés	14	-	-
des paiements anticipés	14	(531)	(267)
Perte nette résultant de la cession d'immobilisations corporelles	14	81	54
		9 227	10 313
<i>Variations du fonds de roulement :</i>			
Diminution / (augmentation) des créances commerciales et autres créances		2 164	3 099
(Augmentation) / diminution des paiements anticipés		(3 261)	(301)
Diminution / (augmentation) des stocks et des actifs biologiques		346	5 825
(Diminution) / Augmentation des dettes commerciales et autres dettes		(1 768)	(11 360)
		6 708	7 576
Impôt sur le revenu déclaré (payé)		(279)	(8)
Flux de trésorerie nets provenant des activités d'exploitation		6 429	7 568
Flux de trésorerie liés aux activités d'investissement			
Acquisition d'immobilisations corporelles		(2 825)	(2 762)
Acquisitions d'investissements		(1 625)	-
Augmentation du capital social		292	-
Octroi d'aides financières		(5 092)	(450)
Remboursement de l'aide financière		5 493	5 149
Placements en dépôt		(7 991)	-
Intérêts perçus		2 740	3 141
Flux de trésorerie nets utilisés dans les activités d'investissement		(9 008)	5 078
Flux de trésorerie provenant des activités de financement			
Produits des emprunts et des prêts bancaires		32 089	31 773
Remboursement d'emprunts et de prêts bancaires		(37 625)	(34 572)
Loyer payé		(182)	(4)
Intérêts payés		(1 839)	(2 766)
Flux nets de trésorerie liés aux activités de financement		(7 557)	(5 569)
Augmentation nette de la trésorerie et des équivalents de trésorerie		(10 136)	7 077
(Pertes)/gains de change sur la trésorerie et les équivalents de trésorerie		685	312
Trésorerie et équivalents de trésorerie en début d'exercice	27	12 143	4 754
Trésorerie et équivalents de trésorerie à la fin de l'exercice	27	2 692	12 143

Novaagro Limited

Consolidated Financial Statements

For the year ended 30 June 2024 with

Independent Auditor's Report

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**STATEMENT OF MANAGEMENT RESPONSIBILITY
FOR PREPARATION AND APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024**

Management of Novaagro Limited and its subsidiaries (Group) is responsible for preparing the consolidated financial statements, which reflect in all material aspects the financial position of the Group as at 30 June 2024, as well as the results of its activities, cash flows and changes in equity for the year then ended in accordance with International Financial Reporting Standards (IFRS).

In preparing consolidated financial statements, the Group's Management is responsible for:

- selecting appropriate accounting policies and their consistent application;
- making reasonable measurement and calculation;
- following principles of IFRS or disclosing all considerable deviations from IFRS in the notes to consolidated financial statements;
- preparing consolidated financial statements of the Group on a going concern basis, except for the cases when such assumption is not reasonable;
- accounting and disclosing in the consolidated financial statements all the relations and transactions between related parties;
- accounting and disclosing in the consolidated financial statements all subsequent events that need to be adjusted or disclosed;
- disclosing all claims related to previous or potential legal proceedings;
- disclosing in the consolidated financial statements all the loans or guarantees on behalf of the management.

The Group's Management is also responsible for:

- development, implementation and control over effective and reliable internal control system in the Group;
- keeping accounting records in compliance with the legislation and accounting standards of the respective country of the Group's registration;
- implementation of activities, that are within reasonable limits of management's opportunities, to ensure the safety of the assets of the Group;
- detecting and preventing fraud and other irregularities.

These consolidated financial statements as at 30 June 2024 prepared in accordance with IFRS are approved on behalf of the Group's Management on 15 October 2024.

On behalf of the Management:



Sergii Polumysnyi

(based on power of attorney, dated 16 May 2024)

Independent auditor's report

To the owner and management of Novaagro Limited

Qualified Opinion

We have audited the consolidated financial statements of Novaagro Limited (the Company) and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 30 June 2024 and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year, then ended; and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, except for the effects of the matters 1-2 described in the Basis for Qualified Opinion section of our report, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 30 June 2024 and its consolidated financial performance and its consolidated cash flows for the year, then ended, in accordance with International Financial Reporting Standards (IFRSs).

Basis for Qualified Opinion

1. In previous reporting periods government grants related to assets were recognized as income in full amount on the date of receipt of funds from the government. Under IAS 20 "Accounting for Government Grants and Disclosure of Government Assistance", government grants shall be recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs which the grants are intended to compensate. If income from government grants were recognized on a systematic basis over the useful life of the corresponding poultry houses, the income from government grants would have been increased by USD 104 thousand for the year ended 30 June 2024, retained earnings balance would have been reduced by USD 1 134 thousand and deferred income would have been recognised in the amount of USD 613 thousand with the difference in amount of USD 416 thousand recognised as effect of foreign currency translation accumulated in equity as at 30 June 2024. Our auditor's report on the consolidated financial statements for the year ended 30 June 2023 was qualified accordingly.
2. As disclosed in Note 4.6 to the consolidated financial statements, the Group applies revaluation model to its property, plant and equipment. IAS 16 "Property, Plant and Equipment" requires, that revaluations shall be made with sufficient regularity to ensure that the property, plant and equipment's carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period. In presence of information, which indicates that the fair value of property, plant and equipment as at 30 June 2024 and 2023 could materially differ from their carrying amount, no revaluation has been performed by the Group as at 30 June 2024 and 2023, which is not in compliance with IAS 16 "Property, Plant and Equipment". The effects of this departure from IFRS on the carrying value of property, plant and equipment and related deferred tax effects as at 30 June 2024 and 2023, as well on the depreciation and impairment charges, gain/(loss) on disposals of property, plant and equipment and deferred tax charges for years ended 30 June 2024 and 2023 have not been determined.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' (IESBA) International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Ukraine, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Baker Tilly Ukraine LLP trading as Baker Tilly is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities.

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Now, for tomorrow

Material Uncertainty Related to Going Concern

We draw attention to the Note 2.4 to these consolidated financial statements, which indicates that since 24 February 2022 the Group's activities have been adversely affected by the ongoing military invasion of Ukraine, and the scale of further events or the timing of their cessation are uncertain. As stated in Note 2.4, these events or conditions, indicate that there is material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of Matter

Basis for Accounting and Restriction on Use

We draw attention to Note 2.3, which describes that consolidated financial statements of the Group in accordance with IFRS have not been prepared for the purposes of its filing to statutory authorities and therefore do not comprise all requirements of the Cyprus Companies Law, Cap. 113. This report is intended solely for use by the management and owner of Novaagro Limited. This report is not intended for the benefit of any other third parties, and we accept no responsibility or liability to any party other than Novaagro Limited in respect of the report. Should any third party take decisions based on the contents of the report, the responsibility for such decisions shall remain with those third parties.

Responsibilities of Management and Those Charged with Governance for the Consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the consolidated Financial Statement

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

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain 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 override of internal control.
- Obtain 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated 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. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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.

Olexandra Zvyeryeva
Partner

Registration number in the Register of auditors and audit firms: 100789

Baker Tilly Ukraine LLP

Registration number in the Register of auditors and audit firms: 2091

Kyiv, Ukraine

15 October 2024



Limited Liability Partnership "BAKER TILLY UKRAINE"

EDRPOU code: 30373906

Address of registration: 3 Grekova Street, APT 9, Kyiv, 04112, Ukraine

Location: 28 Fizkultury Street, Kyiv, 03150, Ukraine

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Novaagro limited
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the year ended 30 June 2024
(in USD thousand, unless otherwise stated)

	Note	Year ended 30 June 2024	Year ended 30 June 2023
Revenue	10	111 778	96 914
Gain from changes in fair value of biological assets	24	93	243
Cost of sales	11	(93 897)	(78 484)
GROSS PROFIT		17 974	18 673
General and administrative expenses	12	(2 993)	(1 705)
Selling and distribution expenses	13	(8 254)	(5 922)
Expected credit losses and impairment of receivables		(1 443)	(1 608)
Other operating income / (expenses), net	14	(363)	658
OPERATING PROFIT		4 921	10 096
Financial income	15	3 536	5 124
Financial expenses	16	(2 208)	(2 808)
Foreign currency exchange profit/(loss), net		-	(9)
War-related losses/income		53	8 463
PROFIT/(LOSS) BEFORE TAX FOR THE PERIOD		6 302	20 866
Income tax benefit	31	(390)	(63)
Profit/(loss) for the year		5 912	20 803
OTHER COMPREHENSIVE INCOME			
<i>Items that to be reclassified to profit or loss:</i>			
Effect of foreign currency translation		(3 479)	(2 724)
<i>Items that will not be reclassified to profit or loss:</i>			
Impairment of PPE		-	-
Total comprehensive profit/(loss) for the year, net of tax		2 433	18 079
PROFIT FOR THE YEAR ATTRIBUTABLE TO:			
Equity holders of the Parent		5 911	20 803
Non-controlling interests		1	-
		5 912	20 803
OTHER COMPREHENSIVE INCOME/(LOSS) ATTRIBUTABLE TO:			
Equity holders of the Parent		(3 457)	(2 724)
Non-controlling interests		(22)	-
		(3 479)	(2 724)
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent		2 454	18 079
Non-controlling interests		(21)	-
		2 433	18 079

On behalf of the Management:



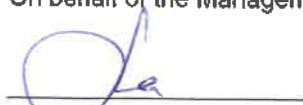
Sergii Polumysnyi

(based on power of attorney, dated 16 May 2024)

Novaagro limited
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 June 2024
(in USD thousand, unless otherwise stated)

	Note	30 June 2024	30 June 2023
Assets			
Non-current assets			
Property, plant and equipment	19	15 395	14 115
Investment property	20	636	-
Right of use assets	21	433	347
Prepayments for corporate rights	22	3 091	4 642
Non-current trade receivables	25	452	-
		20 007	19 104
Current assets			
Inventories	23	4 093	7 243
Biological assets	24	656	706
Trade and other receivables	25	7 924	11 350
Prepayments		4 600	2 462
Other financial assets	26	8 634	1 344
Cash and cash equivalents	27	2 692	12 143
		28 599	35 248
Total assets		48 606	54 352
Equity and liabilities			
Equity			
Issued capital	28	13	13
Revaluation reserve		1 103	1 308
Retained earnings		41 125	35 119
Effect of foreign currency translation		(9 261)	(5 914)
Equity attributable to owners of the parent		32 980	30 526
Non-controlling interests		270	-
Total equity		33 250	30 526
Non-current liabilities			
Lease liabilities	21	484	464
		484	464
Current liabilities			
Lease liabilities	21	163	4
Loans and borrowings	29	9 525	16 154
Trade and other payables	30	4 422	5 457
Advances received		674	1 692
Income tax payable		88	55
		14 872	23 362
Total liabilities		15 356	23 826
Total equity and liabilities		48 606	54 352

On behalf of the Management:



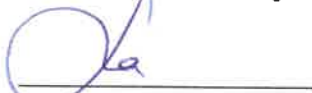
Sergii Polumysnyi

(based on power of attorney, dated 16 May 2024)

Novaagro limited
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the year ended 30 June 2024
(In USD thousand, unless otherwise stated)

	Issued capital	Revaluation reserve	Retained earnings	Effect of foreign currency translation	Equity attributable to owners of the parent	Non-controlling interests	Total equity
As at 30 June 2022	13	2 389	13 983	(3 938)	12 447	-	12 447
Comprehensive income							
Profit for the period	-	-	20 803	-	20 803	-	20 803
Other comprehensive loss	-	(748)	-	(1 976)	(2 724)	-	(2 724)
Total comprehensive income	-	(748)	20 803	(1 976)	18 079	-	18 079
Transfer of revaluation reserve, net of tax	-	(333)	333	-	-	-	-
As at 30 June 2023	13	1 308	35 119	(5 914)	30 526	-	30 526
Comprehensive income							
Acquisition of a company	-	-	-	-	-	8	8
Increase in the share capital	-	-	-	-	-	283	283
Profit for the period	-	-	5 911	-	5 911	1	5 912
Other comprehensive loss	-	(110)	-	(3 347)	(3 457)	(22)	(3 479)
Total comprehensive income	-	(110)	5 911	(3 347)	2 454	270	2 724
Transfer of revaluation reserve, net of tax	-	(95)	95	-	-	-	-
As at 30 June 2024	13	1 103	41 125	(9 261)	32 980	270	33 250

On behalf of the Management:



Sergii Polumysnyi

(based on power of attorney, dated 16 May 2024)

Novaagro limited
CONSOLIDATED STATEMENT OF CASH FLOWS
For the year ended 30 June 2024
(In USD thousand, unless otherwise stated)

	Note	Year ended 30 June 2024	Year ended 30 June 2023
Cash flows from operating activities			
Profit/(loss) before tax		6 302	20 866
<i>Adjustments for:</i>			
Depreciation and amortisation	19, 20, 21	1 613	1 006
Financial income	15	(3 536)	(5 124)
Financial expenses	16	2 208	2 808
Gain from changes in fair value of biological assets	24	(93)	(243)
Impairment of inventories	14	2 674	745
War-related losses		(53)	(8 463)
Foreign currency exchange profit/(loss), net		(881)	(2 677)
Expected credit losses and impairment of receivables		1 443	1 608
Impairment of prepayments	14	-	-
Recovery of previously written off financial assets and prepayments	14	(531)	(267)
Net loss from disposal of property, plant and equipment	14	81	54
		9 227	10 313
<i>Changes in working capital:</i>			
Decrease / (Increase) in trade and other receivables		2 164	3 099
(Increase) / Decrease in prepayments		(3 261)	(301)
Decrease / (Increase) in inventories and biological assets		346	5 825
(Decrease) / Increase in trade and other payables		(1 768)	(11 360)
		6 708	7 576
Income tax returned (paid)		(279)	(8)
Net cash flows from operating activities		6 429	7 568
Cash flows from investing activities			
Purchase of property and equipment		(2 825)	(2 762)
Purchases of investments		(1 625)	-
Increase in the share capital		292	-
Issue of financial aid		(5 092)	(450)
Financial aid return		5 493	5 149
Investments on deposit		(7 991)	-
Interest received		2 740	3 141
Net cash flows used in investing activities		(9 008)	5 078
Cash flows from financing activities			
Proceeds from borrowings and bank loans		32 089	31 773
Repayment of borrowings and bank loans		(37 625)	(34 572)
Lease paid		(182)	(4)
Interest paid		(1 839)	(2 766)
Net cash flows from financing activities		(7 557)	(5 569)
Net increase in cash and cash equivalents		(10 136)	7 077
Exchange (losses)/gains on cash and cash equivalents		685	312
Cash and cash equivalents at the beginning of year	27	12 143	4 754
Cash and cash equivalents at the end of year	27	2 692	12 143

On behalf of the Management:


Sergii Polumysnyi

(based on power of attorney, dated 16 May 2024)

1. General information

For the purposes of these consolidated financial statements, Novaagro Limited ("Parent") and its subsidiaries ("Subsidiaries") have been presented as the Group as follows:

Name of company	Country of incorporation	Type of activity	30 June 2024	30 June 2023
Parent				
Novaagro Limited	Cyprus	holding company	parent company	parent company
Subsidiaries:				
Novaagro Ukraine LLC	Ukraine	trading	100%	100%
Novaagro TH LLC	Ukraine	trading	100%	100%
AMC DIKW-L Ltd.	Ukraine	asset management company	100%	100%
Business Resource-1	Ukraine	investment fund	100%	100%
Business Resource-2	Ukraine	investment fund	100%	100%
Business Resource-3	Ukraine	investment fund	100%	100%
Business Resource-4	Ukraine	investment fund	100%	100%
Business Resource-5	Ukraine	investment fund	100%	100%
Novakorm LLC	Ukraine	agriculture processing	100%	100%
AC Novaagro LLC	Ukraine	logistic services	100%	100%
PK Nova LLC	Ukraine	broiler chicken farm	100%	100%
TC NOVATORG LLC	Ukraine	trading	100%	100%
NOVATRADE S.R.O. (i)	Slovakia	trading	100%	100%*
AC AGRONOVA LLC (ii)	Ukraine	agriculture	0%**	n/a
ORILSK ELEVATOR LLC (iii)	Ukraine	agriculture	100%*	n/a
RETAIL COMPANY				
NOVAMARKET LLC (iv)	Ukraine	trading	100%*	n/a

* the beneficial owner and parent company controlled 100% of Company.

** the beneficial owner controlled 100% of Company.

The main office of the Group is located: 15, Sumaska Street, Kharkiv, Ukraine. Registration adress of the Parent company Novaagro Limited is: 11, Bumbolinas Street, Nicosia, Cyprus.

The principal activities of the Group are trading and agricultural processing.

The Group is controlled by the beneficial owner Sergii Polumysnyi.

(i) In December 2022 NOVATRADE S.R.O. was founded by Novaagro Ukraine LLC and Sergii Polumysnyi.

(ii) On 01 July 2023 Sergii Polumysnyi purchased AC "Agronova" LLC.

As at acquisition date the identifiable net assets and liabilities at fair value of AC "Agronova" LLC were presented as follows:

	1 July 2023, thUSD
ASSETS	
Property, plant and equipment	1
Biological assets	1
Trade and other receivables	4
Prepayments	1
Cash and cash equivalents	1
	8
NET ASSETS	8
Purchase consideration transferred	8
Difference between the cost of acquisition and the Group's share in fair value of the net assets acquired	-

Payment for purchase of investment was made by off-set to Prepayments for elevator business corporate rights (Note 22).

(iii) On 01 July 2023 the Group purchased Orilskyi elevator LLC.

As at acquisition date the identifiable net assets and liabilities at fair value of Orilskyi elevator LLC were presented as follows:

	1 July 2023, thUSD
ASSETS	
Property, plant and equipment	1 196
Trade and other receivables	4
	1 200
NET ASSETS	1 200
Purchase consideration transferred	1 200
Difference between the cost of acquisition and the Group's share in fair value of the net assets acquired	-

Payment for purchase of investment was made by off-set to Prepayments for elevator business corporate rights (Note 22).

Such acquisition were treated as acquisition through assets acquisition (Note 19). Fair value of acquired assets are equal to consideration paid.

Following the acquisition of Orilskyi elevator LLC, a decision was made to terminate its operations by merging it with Novaagro Ukraine LLC.

(iv) On 13 Juny 2024 the Group purchased RETAIL COMPANY NOVAMARKET LLC.

As at acquisition date the identifiable net assets and liabilities at fair value of RETAIL COMPANY NOVAMARKET LLC were presented as follows:

	13 June 2024, thUSD
ASSETS	
Investment property	418
Cash and cash equivalents	1
	419
LIABILITIES	
Advances received	2
	2
NET ASSETS	417
Purchase consideration transferred	417
Difference between the cost of acquisition and the Group's share in fair value of the net assets acquired	-

Such acquisition were treated as acquisition through assets acquisition (Note 20). Fair value of acquired assets are equal to consideration paid.

2. Basis of presentation of the consolidated financial statements

2.1 Statement of compliance. These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The consolidated financial statements were not prepared for the purpose of submitting it to regulatory bodies and therefore does not take into account all requirements of the Cyprus Companies Law.

2.2 Basis of measurement. The consolidated financial statements are presented in the US dollar, all amounts are rounded to the nearest thousand, except where otherwise indicated.

The consolidated financial statements have been prepared in accordance with the principle of historical cost measurement except property, plant and equipment (Land and Buildings, Machinery and equipment, Vehicles) and biological assets that have been measured at fair value. The main accounting policies used for the preparation of these consolidated financial statements, are disclosed in the section below.

Ukrainian statutory accounting principles and procedures differ from those generally accepted under IFRS. Accordingly the consolidated financial statements that have been prepared from the Ukrainian statutory accounting records for the entities of the Group located in Ukraine, reflects adjustments necessary for such financial statements to be presented in accordance with IFRS. In order to prepare the consolidated financial statements in conformity

with IFRS, the Group's management reflected all necessary adjustments directly in these consolidated financial statements.

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates. In addition, the management needs to rely on their judgment in applying the Group's accounting policies. The areas involving higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are set out in Note 5.

2.3 Basis of consolidation

(a) Subsidiaries.

Subsidiaries are entities where the Group has power over the entity, is exposed, 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 de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange.

Identifiable assets acquired and liabilities and contingent liabilities assumed in consolidation are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the statement of comprehensive income. Costs, appeared in connection with the purchase of subsidiaries are recognized as expenses.

Intragroup transactions, balances and unrealized gains on transactions between Group's companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction. Subsequent to the loss of control of a subsidiary the value of remained share is revalued at fair value, that influences the amount of income/loss from the disposal.

Financial statements of Parent company and its Subsidiaries, which are used while preparing the consolidated financial statements, are prepared as at the same date on the basis of consistent application of accounting policy for all companies of the Group.

(b) Transactions with non-controlling interest

The Group applies a policy of treating transactions with non-controlling interests as transactions with parties external to the Group. The result of disposals to non-controlling interests being the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary are reflected in statement of changes in equity.

Losses are attributed to the non-controlling interests even if that results in a deficit balance.

Non-controlling interests are derecognized when purchased, a subsidiary sold or liquidated and profit or loss on de-recognition is recorded in the Consolidated statement of changes in equity.

(c) Acquisition of subsidiaries from parties under common control

Purchases of subsidiaries from parties under common control are accounted for using the carry-over basis. According to this basis subsidiary's assets and liabilities are measured at book value at the date of control transferring to the Group. Any difference between the book value amount of net assets and the consideration paid is accounted for in these consolidated financial statements as an adjustment to equity.

2.4 Going concern

On February 24, 2022, the Russian Federation launched a full-scale military invasion of Ukraine (hereinafter – war). This was followed by the immediate adoption of martial law by the Decree of the President of Ukraine, approved by the Verkhovna Rada of Ukraine and with the corresponding introduction of temporary restrictions affecting the economic environment. Considering the above, the Group has made an assessment of the going concern assumption on the basis of which the consolidated financial statements have been prepared.

As at 30 June 2024 the Group current assets exceed current liabilities in amount USD 13 727 thousand (2023: current liabilities exceed current assets in amount USD 11 886 thousand). For the year ended 30 June 2024 the Group received net profit in amount USD 5 912 thousand (2023: net loss USD 20 803 thousand), and the positive net cash flow from operating activity was USD 6 429 thousand (2023: positive net cash flow from operating activity was USD 7 568 thousand).

Management has prepared financial forecasts, taking into consideration most likely and possible downside scenarios for the ongoing business impacts of the War.

The forecast is made using the principle of reasonable care based on the data available at the date of approval of the consolidated financial statements and the following assumptions and actions that have been implemented or are planned by management:

- reconstruction of the poultry business facilities and increase in chicken production volumes;
- management will continue to buy compound feed produced on tolling raw materials by "KHP Novopokrovskoe";
- the Group has optimised its logistics routes for exporting its products through both seaport and rail transport. As of the date of issuance of the consolidated financial statements, Russia is shelling port infrastructure, but Ukraine has been able to reach pre-war export volumes by sea thanks to the functioning of the Ukrainian sea corridor;
- the Group do not plan reduce the loan portfolio and arranged additional agreements with banks about prolongation the principle amount of loans.

These forecasts indicate that, taking account of reasonably possible downsides, the management concluded that it is appropriate to prepare these consolidated financial statements on a going concern basis. However, due to the uncertain impact of the future development of the military invasion on the above-mentioned significant assumptions underlying managements forecasts, the management has concluded that a material uncertainty exists, which may cast significant doubt about the Group's ability to continue as a going concern and, therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business.

3. Operating Environment of the Group

The Group conducts its operations in Ukraine. Starting on 24 February 2022 the Ukrainian economy is being damaged of ongoing Russia's full-scale war against Ukraine, exposing risks that are not typical and creating challenges for businesses located and operating here.

The invasion was preceded by escalation of Russian military aggression against Ukraine in some areas of Lugansk and Donetsk regions that started in spring 2014, together with illegal annexation of Crimea by the Russian Federation. In order to repel the aggressor and protect the sovereignty and territorial integrity of the state, martial law was imposed in Ukraine on 24 February 2022, which has extended regularly since then. The Armed Forces of Ukraine continue fierce resistance to Russian forces.

However, the consequences of military aggression are currently destruction of civilian infrastructure, including production facilities, scaled back and, in some cases, stopped the operation of certain businesses, disrupted supply chains, large-scale displaced of people, and other.

Full-scale war and related security threats are a key systemic risk to the Ukrainian economy. Due to significant military expenditures, the economy will remain highly dependent on international financial aid. According to preliminary estimates, Ukraine's GDP grew by 5% in 2023 after falling by 28.8% in 2022.

In 2022, the Ukrainian hryvnia significantly depreciated against major foreign currencies. Since the beginning of the full-scale war in Ukraine, a fixed rate regime has operated. And in the IV quarter of 2023, the National Bank introduced a regime of managed flexibility of the exchange rate, under which the official rate will be determined by operations on the interbank foreign exchange market with the active participation of the NBU. Risks to the stability of the currency market and the financial sector did not materialize. In December 2023, the National Bank once again eased a number of currency restrictions.

At the end of 2023, the Fitch rating agency confirmed the long-term sovereign rating of Ukraine in foreign and national currencies at the level of "CCC/CCC-" and the short-term sovereign rating of Ukraine in foreign and national currencies at the level of "C/C". And in September 2023, according to Standard & Poor's estimates, the long-term sovereign rating of Ukraine in foreign and national currencies for the year was assessed at the level of "CCC/CCC+" and the short-term sovereign rating of Ukraine in foreign and national currencies at the level of "C/C".

The war has significantly impacted the Group's business and its performance: an increase in the producer price index and logistical problems with the supply of materials (except for basic raw materials); damage to the country's energy facilities, which led to additional costs for alternative power supplies; etc.

Management continues to make efforts to identify and mitigate impacts to the Group, however, there are factors beyond its knowledge or control, including the duration and severity of warfare, level of international support of Ukraine, as well as further governmental and diplomacy actions taken.

The management's assessment of the Group's ability to continue as a going concern is detailed in Note 2.

4. Summary of material accounting policies

Basic accounting policy principles used for preparation of these consolidated financial statements are presented below.

4.1. Foreign currency transactions

(a) Functional and presentation currency

The presentation currency for the purpose of these consolidated financial statements of the Group is the US dollar ("USD") because the presentation in US dollar is convenient for the major current and potential users of the Group's financial statements.

All items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entities operate (the "functional currency"). The national currency of Ukraine, Ukrainian Hryvnia ("UAH") is the functional currency for the Group's entities that operate in Ukraine.

The functional currency of the parent company is USD.

(b) Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured.

Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at the year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive income, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Gain/(loss) from exchange difference that arise in a result of translation of monetary assets and liabilities into presentation currency are presented in consolidated statement of comprehensive income.

(c) Translation to presentation currency

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

- i. Assets and liabilities at each reporting date are translated at the closing rate at the date of that statement of financial position;
- ii. Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- iii. All resulting exchange differences are recognized as a separate component in other comprehensive income.

The relevant exchange rates of UAH to USD used in the preparation of these consolidated financial statements are as follows:

Currency	At 30 June 2024	Average for the year ended 30 June 2024	At 30 June 2023	Average for the year ended 30 June 2023	At 30 June 2022
UAH/USD	40,5374	37,7940	36,5686	36,1678	29,2549

At present, the UAH is not a freely convertible currency outside Ukraine.

4.2. Revenue recognition

Revenue is income arising in the course of the Group's ordinary activities. Revenue is recognised in the amount of transaction price. Transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring control over promised goods or services to a customer, excluding the amounts collected on behalf of third parties.

Revenue is recognised net of discounts, returns and value added taxes, export duties, other similar mandatory payments.

Group's contracts with customers are fixed-price contracts and generally include both advance payment and deferred payment for the same contracts. Generally the sales are made with a credit term of 30-90 days, which is consistent with the market practice and consequently trade receivables are classified as current assets.

A receivable is recognised when the goods are delivered or dispatched based on delivery terms 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 (Note 10). Contract assets are immaterial and therefore not presented separately in the consolidated financial statements.

A contract liability is an entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer. Contract liabilities are represented by advances received in consolidated statement of financial position.

Sales of goods

Sales are recognised when control of the good has transferred, being when the goods are delivered to the customer, the customer has full discretion over the goods, and there is no unfulfilled obligation that could affect the customer's acceptance of the goods. Delivery occurs when the goods have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from the sales with discounts is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in trade and other payables) is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period.

4.3. Expenses recognition

Expenses are recognized in the consolidated statement of comprehensive income when decrease in future economic benefits related to a decrease of an assets or an increase of a liability has arisen that can be measured reliably.

Expenses are recognized in the consolidated statement of comprehensive income on the basis of a direct association between the costs incurred and the earning of specific items of income.

When economic benefits are expected to arise over several reporting periods, expenses are recognized in the consolidated statement of comprehensive income on the basis of systematic and rational allocation procedures. Expenses associated with the using up of assets, such as depreciation and amortization, are recognized in the reporting periods in which the economic benefits associated with these items are consumed.

An expense is recognized immediately in the consolidated statement of comprehensive income when expenditure produces no future economic benefits or when future economic benefits cease to qualify for recognition in the consolidated statement of financial position as an asset.

Expenses which were incurred in the reporting period but relate to land preparation for sowings of future reporting periods, are accounted for in the statement of financial position the item "Work-in-progress", which, in its turn, forms a part of the item "Inventories" of the consolidated financial statements.

4.4. Interest expenses

Interest expense and other costs on borrowings to finance construction or production of qualifying assets are capitalized, during the period of time that is required to complete and prepare the asset for its intended use or sale. All other borrowing costs are expensed. Financial expenses are recorded in the consolidated statement of comprehensive income as a separate line item "Financial expenses".

4.5. Government grants

The Ukrainian legislation provides for a number of different grants for companies involved in agricultural operations. According Resolution of the cabinet of Ministry of Ukraine number 107 dated 7 February 2018 "On approving the Procedure of using the funds provided in the state budget to support livestock, storage and processing of agricultural products, aquaculture (fisheries)" companies of the Group may receive partial compensation of costs of reconstruction of livestock farms. This resolution defines the mechanism of using the funds provided by the Ministry of Agrarian Policy in the state budget under the program "State support for animal husbandry, storage and processing of agricultural products, aquaculture (fisheries)". The Ministry of Agrarian Policy holds a meeting of the commission and determines the size of the partial compensation of costs for individual company.

Government grants is recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Government grants

related to assets is presented in the consolidated statement of financial position by setting up the grant as deferred income.

4.6. Property, plant and equipment

Property, plant and equipment of such Group as “Buildings”, “Machinery and equipment”, “Vehicles” are measured at fair value, based on valuations by external independent appraisers, less subsequent depreciation. Valuations are performed with sufficient regularity to ensure that this fair value of a revalued asset does not differ materially from its carrying amount. Any accumulated depreciation on the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount of the asset.

Increases in the carrying amount arising on revaluation of land and buildings, machinery and equipment are included in other comprehensive income and shown as the revaluation reserves in shareholders' equity. Decreases that offset previous increases of the same asset reduce the revaluation reserve directly in equity; all other decreases are charged through profit or loss of the period. Each year the difference between depreciation based on the revalued carrying amount of the asset charged to the statement of comprehensive income and depreciation based on the asset's original cost is transferred from “Revaluation reserve” to “Retained earnings”.

Subsequently capitalized costs include major expenditures for improvements and replacements that extend the useful lives of the assets or increase their revenue generating capacity. Repairs and maintenance expenditures that do not meet the foregoing criteria for capitalization are charged to the consolidated statement of profit or loss and other comprehensive income as incurred. The Group accrues depreciation during an item's useful life set by the Group upon recognizing the item as an asset (included in the consolidated statement of financial position), suspends for the period when it is reconstructed, modernized, completed, supplied with additional equipment and conserved.

The Group accrues depreciation on a monthly basis. The Group stops accruing depreciation starting from the month following the month in which disposal of an item of fixed assets, its transferring to reconstruction, modernization, completion, installing additional equipment, or conservation took place.

Depreciation of property, plant and equipment is calculated using the straight-line method for each individual useful life. Useful lives of assets are reviewed and adjusted as appropriate at each reporting date. Terms of useful lives by groups of property, plant and equipment are listed below:

Buildings	5 – 70 years
Machinery and equipment	5 - 30 years
Vehicles	5 - 10 years
Other	1 - 10 years
Construction in progress	no depreciation

The assets residual values and useful lives are reviewed, and adjusted if appropriate at the end of each financial year and adjusted prospectively, if appropriate.

4.7. Investment property

Property held to earn rental income or for capital appreciation is classified as investment property. Construction in progress that is to be used as investment property is accounted for as capital investments in progress and is accounted for in accordance with IAS 16 ‘Property, Plant and Equipment’. Such construction in progress is recognised at cost, which includes fees for construction services, professional fees and other costs eligible for capitalisation and, for qualifying assets, borrowing costs capitalised in accordance with IAS 23 ‘Borrowing costs’. Subsequent to initial recognition, capital investments in progress are carried at cost less depreciation and any accumulated impairment losses.

Investment property is initially measured at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at cost less any accumulated depreciation and impairment losses.

Depreciation of investment property is calculated on a straight-line basis over the estimated useful lives of the respective assets. The estimated useful lives of investment property range - 20 years.

Impairment losses on investment property are recognised as an expense in the period in which they arise and included in other income/expense.

4.8. Impairment of non-current assets

In relation to all assets, except for inventories, financial assets held for trading, the Group conducts the following procedures ensuring accounting for these assets at the amount, not exceeding their recoverable amount:

– at each reporting date the condition of these assets is tested for impairment

– in case any impairment indicators exist, the amount of expected recovery of such asset is calculated to determine the amount of losses from impairment, if any. If it is impossible to determine the amount of losses from impairment of a separate asset, the Group determines the amount of estimated impairment of the cash-generating unit, to which the asset belongs.

The amount of expected recovery is higher of two estimates: net selling price and value in use of asset. In estimating value in use of asset, estimated future cash flows are discounted to their current value using a pre-tax discount rate that reflects current market estimates of time value of money and risks related to the asset.

If according to estimates the amount of expected recovery of assets (or a cash-generating unit) is less than its book value, the book value of asset (or a cash-generating unit) is reduced to the amount of expected recovery.

Losses from impairment are recognized as expenses in the statement of comprehensive income.

4.9. Fair value measurement

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:

- (i) In the principal market for the asset or liability, or
- (ii) The principal or the most advantageous market that must be accessible by 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.

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

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

4.10. Financial instruments

Financial instruments – key measurement terms

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 best evidence of fair value is the price in an active market. An active market is one in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

Fair value of financial instruments traded in an active market is measured as the product of the quoted price for the individual asset or liability and the number of instruments held by the entity. This is the case even if a market's normal daily trading volume is not sufficient to absorb the quantity held and placing orders to sell the position in a single transaction might affect the quoted price.

Valuation techniques such as discounted cash flow models or models based on recent arm's length transactions or consideration of financial data of the investees are used to measure fair value of certain financial instruments for which external market pricing information is not available. Fair value measurements are analysed by level in the

fair value hierarchy as follows: (i) level one are measurements at quoted prices (unadjusted) in active markets for identical assets or liabilities, (ii) level two measurements are valuations techniques with all material inputs observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices), and (iii) level three measurements are valuations not based on solely observable market data (that is, the measurement requires significant unobservable inputs). No transfers between levels of the fair value hierarchy at the end of the reporting period.

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial instrument. An incremental cost is one that would not have been incurred if the transaction had not taken place. Transaction costs include fees and commissions paid to agents (including employees acting as selling agents), advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs do not include debt premiums or discounts, financing costs or internal administrative or holding costs.

Amortised cost is the amount at which the financial instrument was recognised at initial recognition less any principal repayments, plus accrued interest, and for financial assets less any write-down for incurred impairment losses. Accrued interest includes amortisation of transaction costs deferred at initial recognition and of any premium or discount to the maturity amount using the effective interest method. Accrued interest income and accrued interest expense, including both accrued coupon and amortised discount or premium (including fees deferred at origination, if any), are not presented separately and are included in the carrying values of the related items in the statement of financial position.

The effective interest method is a method of allocating interest income or interest expense over the relevant period, so as to achieve a constant periodic rate of interest (effective interest rate) on the carrying amount. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (excluding future credit losses) through the expected life of the financial instrument or a shorter period, if appropriate, to the gross carrying amount of the financial instrument. The effective interest rate discounts cash flows of variable interest instruments to the next interest repricing date, except for the premium or discount which reflects the credit spread over the floating rate specified in the instrument, or other variables that are not reset to market rates. Such premiums or discounts are amortised over the whole expected life of the instrument. The present value calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate.

Financial instruments - initial recognition

Financial instruments at fair value through profit or loss are initially recorded at fair value. All other financial instruments are initially recorded at fair value adjusted for transaction costs. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets. After the initial recognition of financial assets at fair value and investments in debt instruments that are measured at fair value through other comprehensive income, the estimated provision for expected loan losses is recognized, which results in the recognition of the accounting loss immediately after the initial recognition of the asset.

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention ("regular way" purchases and sales) are recorded at trade date, which is the date on which the Group commits to deliver a financial asset. All other purchases are recognised when the entity becomes a party to the contractual provisions of the instrument.

The Group uses discounted cash flow valuation techniques to determine the fair value of loans to related parties that are not traded in an active market. Differences may arise between the fair value at initial recognition, which is considered to be the transaction price, and the amount determined at initial recognition using a valuation technique with level 3 inputs. If any differences remain after calibration of model inputs, such differences are amortised on a straight line basis over the term of the loans to related parties. The differences are immediately recognised in profit or loss if the valuation uses only level 1 or level 2 inputs.

Financial assets - classification and subsequent measurement - measurement categories

The Group classifies financial assets in the following measurement categories: fair value through profit or loss, fair value through other comprehensive income and amortised cost. The classification and subsequent measurement of debt financial assets depends on: (i) the Group's business model for managing the related assets portfolio and (ii) the cash flow characteristics of the asset. As at 30 June 2024 and 30 June 2023 the Group did not hold financial assets at fair value through other comprehensive income.

Financial assets - classification and subsequent measurement - business model

The business model reflects how the Group manages the assets in order to generate cash flows - whether the Group's objective is: (i) solely to collect the contractual cash flows from the assets ("hold to collect contractual cash flows") or (ii) to collect both the contractual cash flows and the cash flows arising from the sale of assets ("hold to

collect contractual cash flows and sell”) or, if neither of (i) and (ii) is applicable, the financial assets are classified as part of “other” business model and measured at fair value through profit or loss.

Business model is determined for a group of assets (on a portfolio level) based on all relevant evidence about the activities that the Group undertakes to achieve the objective set out for the portfolio available at the date of the assessment. Factors considered by the Group in determining the business model include the purpose and composition of a portfolio, past experience on how the cash flows for the respective assets were collected, how risks are assessed and managed, how the assets' performance is assessed and how managers are compensated.

Financial assets - classification and subsequent measurement - cash flow characteristics

Where the business model is to hold assets to collect contractual cash flows or to hold contractual cash flows and sell, the Group assesses whether the cash flows represent solely payments of principal and interest (“SPPI”). Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are consistent with the SPPI feature. In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement, i.e. interest includes only consideration for credit risk, time value of money, other basic lending risks and profit margin.

Where the contractual terms introduce exposure to risk or volatility that is inconsistent with a basic lending arrangement, the financial asset is classified and measured at fair value through other comprehensive income. The SPPI assessment is performed on initial recognition of an asset and it is not subsequently reassessed.

The Group holds the trade receivables with the objective to collect contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Financial assets - reclassification

Financial instruments are reclassified only when the business model for managing the portfolio as a whole changes. The reclassification has a prospective effect and takes place from the beginning of the first reporting period that follows after the change in the business model. The entity did not change its business model during the current and comparative period and did not make any reclassifications.

Financial assets impairment - credit loss allowance for expected credit losses

The Group assesses, on a forward-looking basis, the expected credit losses for debt instruments measured at amortised cost and fair value through other comprehensive income and for the exposures arising from loan commitments and financial guarantee contracts, for contract assets. The Group measures and recognises Net expected credit losses on financial assets and impairment of contract assets at each reporting date. The measurement of expected credit losses reflects: (i) an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes, (ii) time value of money and (iii) all reasonable and supportable information that is available without undue cost and effort at the end of each reporting period about past events, current conditions and forecasts of future conditions.

Financial assets of the Group that are subject to IFRS 9's new expected credit loss model are represented by trade receivables. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and other receivables and contract assets. Cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Financial assets - write-off

Financial assets are written-off, in whole or in part, when the Group exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery. The write-off represents a derecognition event. Indicators that there is no reasonable expectation of recovery include:

- the counterparty experiences a significant financial difficulty as evidenced by its financial information that the Group obtains;
- the counterparty considers bankruptcy or a financial reorganisation;
- there is adverse change in the payment status of the counterparty as a result of changes in the national or local economic conditions that impact the counterparty.

The Group may write-off financial assets that are still subject to enforcement activity when the Group seeks to recover amounts that are contractually due, however, there is no reasonable expectation of recovery.

Financial assets - derecognition

The Group derecognises financial assets when (a) the assets are redeemed or the rights to cash flows from the assets otherwise expire or (b) the Group has transferred the rights to the cash flows from the financial assets or entered into a qualifying pass-through arrangement whilst (i) also transferring substantially all the risks and rewards

of ownership of the assets or (ii) neither transferring nor retaining substantially all the risks and rewards of ownership but not retaining control.

Control is retained if the counterparty does not have the practical ability to sell the asset in its entirety to an unrelated third party without needing to impose additional restrictions on the sale.

Financial assets - modification

The Group sometimes renegotiates or otherwise modifies the contractual terms of the financial assets. The Group assesses whether the modification of contractual cash flows is substantial considering, among other, the following factors: any new contractual terms that substantially affect the risk profile of the asset (e.g. profit share or equity-based return), significant change in interest rate, change in the currency denomination, new collateral or credit enhancement that significantly affects the credit risk associated with the asset or a significant extension of a loan when the borrower is not in financial difficulties.

If the modified terms are substantially different, the rights to cash flows from the original asset expire and the Group derecognises the original financial asset and recognises a new asset at its fair value. The date of renegotiation is considered to be the date of initial recognition for subsequent impairment calculation purposes, including determining whether a SICR has occurred. The Group also assesses whether the new loan or debt instrument meets the SPPI criterion. Any difference between the carrying amount of the original asset derecognised and fair value of the new substantially modified asset is recognised in profit or loss, unless the substance of the difference is attributed to a capital transaction with owners.

In a situation where the renegotiation was driven by financial difficulties of the counterparty and inability to make the originally agreed payments, the Group compares the original and revised expected cash flows to assets whether the risks and rewards of the asset are substantially different as a result of the contractual modification. If the risks and rewards do not change, the modified asset is not substantially different from the original asset and the modification does not result in derecognition. The Group recalculates the gross carrying amount by discounting the modified contractual cash flows by the original effective interest rate (or credit-adjusted effective interest rate for POCI financial assets), and recognises a modification gain or loss in profit or loss.

Financial liabilities - measurement categories

Financial liabilities are classified as subsequently measured at amortised cost, except for (i) financial liabilities at fair value through profit or loss: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in securities), contingent consideration recognised by an acquirer in a business combination and other financial liabilities designated as such at initial recognition and (ii) financial guarantee contracts and loan commitments. As at 30 June 2024 and 30 June 2023 the Group did not have financial guarantee contracts and loan commitments or financial liabilities at fair value through profit or loss.

Financial liabilities - derecognition

Financial liabilities are derecognised when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expires).

An exchange between the Group and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms and conditions of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in loan covenants are also considered. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Modifications of liabilities that do not result in extinguishment are accounted for as a change in estimate using a cumulative catch up method, with any gain or loss recognised in profit or loss, unless the economic substance of the difference in carrying values is attributed to a capital transaction with owners.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position only when there is a legally enforceable right to offset the recognised amounts, and there is an intention to either settle on a net basis, or to realise the asset and settle the liability simultaneously. Such a right of set off (a)

must not be contingent on a future event and (b) must be legally enforceable in all of the following circumstances: (i) in the normal course of business, (ii) in the event of default and (iii) in the event of insolvency or bankruptcy.

4.11. Inventories

The Group identifies the following types of inventories:

- finished goods and goods for resale;
- work in progress (including semi-finished goods);
- raw and other materials (including main and auxiliary operating supply and materials; materials for agricultural purposes);
- other inventories (including fuel, packaging, building materials, spare parts, other materials, goods of little value and high wear goods).

Inventories are valued at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale. The writing-off of inventories is reflected on a First In First Out (FIFO) basis. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

At each reporting date the Group analyses inventories to determine whether they are damaged, obsolete or slow-moving or whether their net realizable value has declined. If such situation occurred, the sum lessening the cost of inventories is reflected in the consolidated income statement within item "Other operating income/(expenses), net".

4.12. Biological assets

The Group's biological assets are represented by broiler poultry. The Group classifies biological assets as current because the average useful life of broiler poultry is forty two days approximately.

Biological assets are measured at fair value less estimated costs to sell, reflecting any changes it in profit or loss for the period.

The fair value of broiler poultry are measured at each reporting date as cash flows that expected to be obtained from sales of broiler meat, with an allowance for costs to be incurred and risks to be faced during the remaining transformation process. Profit/loss from revaluation of broiler poultry is reflected within item "Gain from changes in fair value of biological assets".

4.13. Advances and other accounts receivable which are not financial assets

Advances issued are recorded at nominal value less value added tax and any accumulated impairment losses, other current assets are recorded at nominal cost less accumulated impairment losses.

Impairment of advances issued is recognized if there is objective evidence that repayment of the full amount of the debt does not occur within the contract terms, including the incoming information about substantial financial difficulties of the debtor, the possibility of recognition a debtor as a bankrupt, or probability of debtor's reorganization, in case of refusal from delivery, etc. Impairment of advances issued and other non-financial current assets is reflected according to order described in subparagraph "Impairment of non-financial assets".

4.14. Cash and cash equivalents

Cash and cash equivalents include cash in hand, call deposits held with banks, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value with original maturities of three months or less.

4.15. Share capital

Nominal value of issued capital of Parent company is specified in Note 28.

4.16. Value Added Tax

According to Ukrainian tax legislation VAT output equals the total amount of VAT collected within a reporting period, and arises on the earlier of the date of shipping goods to a customer or the date of receiving payment from the customer. VAT input is the amount that a taxpayer is entitled to offset against his VAT liability in a reporting period. Rights to VAT input arise on the earlier of the date of payment to the supplier or the date goods are received. Revenue, expenses and assets are recognized less VAT amount, except cases, when VAT arising on purchases of assets or services, is not recoverable by tax authority; in this case VAT is recognized as part of purchase costs or part of item of expenses respectively.

Net amount of VAT, recoverable by tax authority or paid, is included into accounts receivable and payable, reflected in consolidated statement of financial position.

4.17. Income Tax

Current income tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences and carry forward of unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

4.18. Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that outflow of resources will be required to settle obligation, and a reliable estimate of the amount can be made. When the Group expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

If such influence is significant, provisions are determined by discounting expected future cash flows at a pre-tax rate that reflects current market assessments of time value of money and where appropriate, risks specific to the liability. When discounting is used, increase in provision due to the unwinding of discount is recognized as a finance cost.

4.19. Contingent liabilities and assets

Contingent liabilities are not recognized in the consolidated financial statements. Such liabilities are disclosed in the notes to the financial statements, with the exception of cases, when fulfillment of a contingent liability is unlikely due to remoteness of the event.

4.20. Related parties

For the purposes of these financial statements according to IFRS, the companies are considered to be related ones if one of the parties has any possibility to control or considerably influence the operational and financial decisions of other company, which is defined in IAS 24 "Related Party Disclosures".

While considering any relation which can be defined as related party transactions it is necessary to take into consideration the substance of the operation not only their legal form.

4.21. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, 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. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Land up from 10 to 49 years
- Buildings up to 2 years.

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 (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because 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 modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Group as a lessor

Leases where the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same base as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

5. Significant accounting judgments and estimates

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements:

5.1 Revaluation of property, plant and equipment

On an annual basis management of the Group carries out an analysis to assess whether carrying amounts of items of property, plant and equipment differ materially from that which would be determined using fair value at the end of the reporting period. The analysis is based on price indices, developments in technology, movements in exchange rates since the date of latest revaluation, profitability of underlying businesses and other relevant factors. Where the analysis indicates that the fair values of items of property plant and equipment differ materially from the carrying amounts, further revaluation is performed involving independent appraiser.

The fair value of the Group's mashinery and equipment and vehicles were measured on the basis of comparison with market analogues. Various market data were collected from published information, catalogues, statistical data etc., and industry experts and suppliers of property, plant and equipment were contacted both in Ukraine and abroad. Estimating the fair value of property, plant and equipment using market analogues requires exercise of judgment and the use of assumptions regarding comparability of properties (location, condition, and quality of items used as comparatives), and other factors.

The fair value of the Group's buildings, structures and equipment is determined using depreciated replacement cost method. This method is based on determining the cost to reproduce or replace the property, plant and equipment, adjusted for physical, functional or economical depreciation. Depreciated replacement cost was estimated based on internal sources and analysis of the Ukrainian markets for similar property, plant and equipment.

When performing valuation using these methods, the key estimates and judgments applied by the independent valuers, in discussion with the Group's internal valuation team and technicians, are as follows:

- choice of information sources for construction costs analysis (actual costs recently incurred by the Group, specialised reference materials and handbooks, estimates for cost of construction of various equipment etc.);
- determination of comparatives for replacement cost of certain equipment, as well as corresponding adjustments required to take into account differences in technical characteristics and condition of new and existing equipment;
- selection of market data when determining market value where it is available; and
- determination of applicable cumulative price indices or changes in foreign exchange rates which would most reliably reflect the change in fair value of assets revalued using indexation of carrying amounts.

The fair values obtained using depreciated replacement cost are validated using discounted cash flow models (income approach, Level 3), and are adjusted if the values obtained using income approach are lower than those obtained using depreciated replacement cost or indexation of carrying amounts (i.e. there is economic obsolescence).

5.2 Useful lives of property, plant and equipment

The Group estimates the remaining useful life of property, plant and equipment at least once a year at the end of the fiscal year. Should the expectations differ from previous estimates, changes are accounted for as changes in accounting estimates in accordance with IAS 8 "Accounting Policy, Changes in Accounting Estimates and Errors". These estimates may have a significant effect on the carrying value of property, plant and equipment and depreciation recognized in the statement of comprehensive income (Note 19).

5.3 Fair value of financial instruments

Where the fair value of financial assets and financial liabilities recognized in the statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the recognized fair value of financial instruments (Note 9).

5.4 Fair value of biological assets

If for biological asset there is an active market, the Group shall estimate its fair value coming from quoted prices on such market. If the Group has access to several markets, estimation of fair value shall be based on the market which is the most probable to be used by the Group.

Where there is no active market, for estimation of fair value of biological asset the Group shall use either the price of the last transaction on the market, assuming that between the date of transaction and reporting date there were no significant changes in economic conditions, or market prices on similar assets, adjusted in respect to dissimilarity, or industrial figures. At the initial recognition of biological asset, for which there is no information about market prices and alternative calculations fair value are not reliable, for estimation of its fair value the Group shall use discounted value of net cash flows, expected from disposal of asset, applying current market discount rate.

5.5 Impairment of non-financial assets

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

5.6 Expected credit losses measurement

Allowance for expected credit losses of trade and other receivables determined based on requirement of IFRS 9 "Financial instruments". Group determined amount of allowance for trade receivables as at reporting date (Note 25). Measurement of allowance for doubtful debts performed based on ageing of trade receivables and other additional information that is subjected for analysis. Such information included determination of expected credit losses (ECL).

Measurement of expected credit loss is a significant estimate that involves determination methodology, models and data inputs. Details of expected credit loss measurement methodology are disclosed in Note 4.10. The Group regularly reviews and validates the models and inputs to the models to reduce any differences between expected credit loss estimates and actual credit loss experience.

5.7 Contingent liabilities

Contingent liabilities are determined by the likelihood of occurrence or non-occurrence of one or more uncertain future events. Assessment of contingent liabilities is tightly connected with development of significant judgments and estimates relating to the consequences of such future events.

6. New and amended standards and interpretations adopted

New and amended IFRS Standards that are effective for the current year

In the current year, the Group has applied a number of amendments to IFRS Standards and Interpretations issued by the IASB that are effective for an annual period that begins on or after 1 January 2023.

- IFRS 17 – Insurance Contracts and Amendments to IFRS 17
- Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies
- Amendments to IAS 8 – Definition of Accounting Estimates
- Amendments to IAS 12 – Deferred Tax related to Assets and Liabilities arising from a Single Transaction
- Amendments to IAS 12 – International Tax Reform – Pillar Two Model Rules

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

New and revised IFRS Standards in issue but not yet effective

At the date of authorisation of these consolidated financial statements, the Group has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

	<i>Effective date</i>
Amendments to IFRS 10 and IAS 28 – Sale or contribution of assets between an investor and its associate or joint venture	Deferred indefinitely / Available for optional adoption
Amendments to IAS 1 – Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to IAS 1 – Non-current Liabilities with Covenants	1 January 2024

Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements	1 January 2024
Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to IAS 21 – Lack of Exchangeability	1 January 2025
Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments	1 January 2026
IFRS 18 – Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19 – Subsidiaries without Public Accountability: Disclosures	1 January 2027

The management do not expect that the adoption of the Standards listed above will have a material impact on the Group's consolidated financial statements of the in future periods.

7. Financial risk management objectives and policies

The Group is exposed to country risk, tax system risk, credit risk, liquidity risk, market risk (including currency risk) and capital risk management arising from the financial instruments it holds. This explanation contains information relating to the Group's exposure to each of the risk types mentioned above, Group's objectives, its policy and procedures of these risks measurement and management.

Additional disclosures of quantitative information are presented in many other sections of these consolidated financial statements, including:

- information on cash is disclosed in Note 27;
- information on trade and other accounts receivable is disclosed in Notes 25;
- information on financial aids issued is disclosed in Note 26;
- information on significant terms of borrowings is disclosed in Notes 29;

a. Credit risk

Credit risk is the risk of financial loss for the Group in case of non-fulfilment of liabilities by a client or counterparty under the respective agreement. In the reporting period the Group's financial assets which are exposed to credit risk are represented as follows: Cash and cash equivalents, trade and other accounts receivable (except for receivables that are not represented by financial assets), other financial assets represented by financial aids issued to related and third parties.

Management systematically reviews credit risk of receivables, taking into account financial position of customers, their credit history and other factors. Although collection of accounts receivable could be influenced by economic factors affecting these customers, management believes there is no significant risk of loss to the Group beyond the allowances already created.

The Group applies the simplified approach provided for in IFRS 9 to the estimation of expected credit losses, which uses the estimated provision for expected credit losses over the entire period for all trade and other receivables.

Trade and other receivables was group based on the general characteristics of credit risk and the number of days of delay in determining the expected credit losses. Information on expected credit losses on trade and other receivables is presented in Note 25.

The carrying amount of financial assets represents the maximum credit risk of the Group. The maximum exposure to credit risk is presented below:

	30 June 2024	30 June 2023
Non-current trade receivables	452	-
Financial assets within trade and other receivables	3 990	8 317
Other financial assets	8 634	1 344
Cash and cash equivalents	2 692	12 143
Total	15 768	21 804

The Group's credit risk is mainly related to current loans to related parties and trade accounts receivable of the clients (buyers of products) of the Group's entities. The Group's exposure to credit risk is primarily dependent on specific particularities of each client. Demographic measure of the Group's client base, including non-payment risk, that is inherent to the market or region in which clients carry out their activity, has less influence on the credit risk level of the Group.

Distribution of financial assets by maturities is presented in Notes 25 and 26.

b. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial liabilities as they fall due. The Group's approach to managing liquidity is to ensure, to the extent possible, permanent availability of sufficient liquidity of the Group to fulfill its financial liabilities when due (both in normal conditions and in non-standard situations), by avoiding unacceptable losses or the risk of damaged reputation of the Group.

The following tables provide an analysis of undiscounted monetary liabilities grouped on the basis of the remaining period from 30 June 2024 to the contractual maturity date.

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Trade accounts payable	1 889	1 668	232	-	-	3 789
Other payables	23	48	-	-	-	71
Loans and borrowings	-	8 571	1 138	-	-	9 709
<i>including future interest</i>	-	146	38	-	-	184
Lease liabilities	-	52	144	417	1 988	2 601
<i>including future interest</i>	-	8	25	263	1 658	1 954
	1 912	10 339	1 514	417	1 988	16 170

The following tables provide an analysis of undiscounted monetary liabilities grouped on the basis of the remaining period from 30 June 2023 to the contractual maturity date.

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Trade accounts payable	3 305	1 110	14	-	-	4 429
Other payables	28	276	120	-	-	424
Loans and borrowings	-	11 126	5 599	-	-	16 725
<i>including future interest</i>	-	281	290	-	-	571
Lease liabilities	-	1	4	275	1 925	2 205
<i>including future interest</i>	-	-	1	186	1 550	1 737
	3 333	12 513	5 737	275	1 925	23 783

According to the Group's plans, its working capital requirements are met both at the expense of cash inflow from operating activities and credit funds, when additions from operating activities are insufficient for the timely repayment of liabilities.

c. Capital management

The Group considers debt and equity as primary capital sources.

d. Currency risk

Currency risk which represents a part of market risk is the risk of change in value of financial instruments due to changes in foreign exchange rates.

Ukrainian entities of the Group are exposed to currency risk as a result of borrowings denominated in currencies which differ from functional currency, and namely, in USD. Currency risk relating to purchases is less significant, since the main portion of purchases in currencies different from functional currency is made on terms of partial or full prepayment.

Management does not use derivative financial instruments to hedge currency risks and does not follow the official policy for distribution of risks between liabilities in one or another currency. However, in the period of receiving new borrowings and loans, management uses its own estimates to take the decision as for which currency of the liability will be more favorable for the Group during the expected period till maturity.

The Group is exposed to currency risk in connection with potential changes in value of cash in bank denominated in currency which differ from its functional currency, namely, the UAH. The Group's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

The sensitivity to the change in USD of the Group's profit before tax:

	Amount of financial instrument as at 30 June 2024	Increase (decrease) in exchange rate	Effect on profit before tax
Cash and cash equivalents	2 484	10 (5)	248 (124)
Trade receivables	1 267	10 (5)	127 (63)
Trade accounts payable	(85)	10 (5)	(9) 4
Total effect of change in exchange rate	3 666	10 (5)	366 (183)

	Amount of financial instrument as at 30 June 2023	Increase (decrease) in exchange rate	Effect on profit before tax
Cash and cash equivalents	629	10 (5)	63 (31)
Trade receivables	3 002	10 (5)	300 (150)
Trade accounts payable	(477)	10 (5)	(48) 24
Total effect of change in exchange rate	3 154	10 (5)	315 (157)

The sensitivity to the change in EUR of the Group's profit before tax:

	Amount of financial instrument as at 30 June 2024	Increase (decrease) in exchange rate	Effect on profit before tax
Cash and cash equivalents	5	10 (5)	0,46 (0,23)
Trade accounts payable	(13)	10 (5)	(1) 1
Total effect of change in exchange rate	(8)	10 (5)	(1) 1

	Amount of financial instrument as at 30 June 2023	Increase (decrease) in exchange rate	Effect on profit before tax
Trade receivables	4 417	10 (5)	442 (221)
Total effect of change in exchange rate	4 417	10 (5)	442 (221)

8. Contingencies and commitments

Taxation

Ukrainian tax authorities are increasingly directing their attention to the business community. In respect of this, the local and national tax environment in Ukraine is constantly changing and is subject to inconsistent application, interpretation and enforcement. Non-compliance with Ukrainian laws and regulations can lead to the imposition of severe penalties and interest. Future tax examinations could raise issues or assessments which are contrary to the Group companies' tax filings. Such assessments could include taxes, penalties and interest, and these amounts could be material. While the Group believes it has complied with tax legislation, there have been many new tax laws and related regulations introduced in recent years which are not always clearly written.

Legal issues

The Group is involved in litigations and other claims that are in the ordinary course of its business activities. Management believes that the resolution of such matters will not have a material impact on its financial position or operating results.

Contingent assets

For the period that ended 30 June 2022, during this financial year starting from February till June 2022, the Group had provided grain storage services to third parties. In connection with the temporary occupation of the enterprise that provided services, the counterparties refused to sign the invoices for the mentioned period. Therefore the Group did not recognize the revenue from such services in this financial statements. According to Management's estimates, the amount of such revenue was USD 899 thousand. For the period that ended 30 June 2023, the Group factually received from the counterparties revenue in amount USD 316 thousand and all relationship were soleved.

In the period that ended 30 June 2023, the Group filed a lawsuit to recover damages caused by the Russian Federation. As at the reporting date, some of the claims were satisfied, however, due to the low probability of receiving compensation from the Russian Federation in the near future, no contingent assets were recognised in the financial statements.

9. Financial instruments

The carrying value of financial assets and liabilities with a maturity of less than one year is equal to their fair value. The fair value of long-term financial assets is determined by discounting the future cash flows at market rates available to the Group for similar financial instruments. Management believes that the carrying amount of financial assets and liabilities approximates their fair value.

Below is a comparison of the fair value and carrying amount financial instruments presented in the financial statements, grouped by categories of financial instruments:

	Fair value		Carrying amount	
	30 June 2024	30 June 2023	30 June 2024	30 June 2023
Financial assets				
Financial assets (including financial assets within trade and other receivables, other financial assets, cash and cash equivalents)	15 768	21 804	15 966	21 804
Financial liabilities				
Liabilities carried at amortized cost	14 032	21 854	13 998	21 685

Changes in liabilities from financing activities for the year ended 30 June 2024 were as follows:

	30 June 2023	Financing cash flows	Non-cash changes (i)	Effect of translation to presentation currency	30 June 2024
Bank loans	14 919	(4 574)	-	(1 151)	9 194
Borrowings	1 235	(962)	129	(71)	331
Lease liabilities	468	(182)	427	(66)	647
Total	16 622	(5 718)	556	(1 288)	10 172

Changes in liabilities from financing activities for the year ended 30 June 2023 were as follows:

	30 June 2022	Financing cash flows	Non-cash changes (i)	Effect of translation to presentation currency	30 June 2023
Bank loans	23 807	(3 034)	(1 139)	(4 715)	14 919
Borrowings	1 355	235	(84)	(271)	1 235
Lease liabilities	502	(4)	72	(102)	468
Total	25 664	(2 803)	(1 151)	(5 088)	16 622

- (i) Non-cash changes includes debt forgiveness for early repayment in the amount of USD 1 139 thousand (Note 15).

10. Revenue

	Year ended 30 June 2024	Year ended 30 June 2023
Sales of finished goods:	98 613	67 856
Oil	61 454	38 709
Flour	9 763	13 534
Meal	12 189	5 238
Fertilizers	2 288	2 480
Chicken meat	6 569	2 291
Animal food	3 692	1 835
Buckwheat	245	1 177
Bran	435	399
Agricultural products	1 978	2 193
Sales of merchandise	10 608	25 131
Wheat	2 962	15 369
Corn	4 097	7 647
Sunflower	1 264	1 410
Fertilizers	1 824	343
Barley	97	19
Other	364	343
Sales of services	2 557	3 927
Total	111 778	96 914

The distribution of revenue by geographical location of the country of registration of buyers is shown below:

	Year ended 30 June 2024	Year ended 30 June 2023
Ukraine	30 374	31 498
Poland	27 518	756
United States of America	26 140	-
United Arab Emirates	9 516	8 861
Switzerland	5 640	18 544
Serbia	1 842	-
Moldova	1 767	3 552
Israel	1 410	1 113
Gibraltar	1 165	-
China	1 109	-
Bulgaria	985	6 290
Romania	689	577
Cyprus	626	703
Netherlands	38	2 834
Mauritius	-	2 141
Slovakia	250	8 838
Malaysia	118	8 473
Others	2 591	2 734
Total	111 778	96 914

11. Cost of sales

	Year ended 30 June 2024	Year ended 30 June 2023
Cost of finished goods:	(81 654)	(51 016)
Oil	(53 724)	(29 736)
Flour	(8 123)	(10 401)
Meal	(7 983)	(3 574)
Chicken meat	(4 802)	(2 058)
Fertilizers	(2 244)	(1 557)
Animal food	(3 049)	(1 437)
Buckwheat	(179)	(1 106)
Agricultural products	(1 324)	(1 007)
Bran	(226)	(140)
Cost of merchandise	(9 874)	(23 897)
Wheat	(2 904)	(14 177)
Corn	(3 786)	(7 680)
Sunflower	(1 237)	(1 342)
Fertilizers	(1 468)	(330)
Barley	(85)	(35)
Oil	(19)	-
Other	(375)	(333)
Cost of services	(2 369)	(3 571)
Total	(93 897)	(78 484)

12. General and administrative expenses

	Year ended 30 June 2024	Year ended 30 June 2023
Audit, legal and consulting services	(1 450)	(550)
Payroll of administrative personnel and related tax	(689)	(451)
Depreciation	(233)	(135)
Materials used	(113)	(113)
Utility costs	(83)	(48)
Bank services	(33)	(124)
Rent cost	(20)	(107)
Other expenses	(372)	(177)
Total	(2 993)	(1 705)

13. Selling and distribution expenses

	Year ended 30 June 2024	Year ended 30 June 2023
Transportation expenses and commission	(7 770)	(5 332)
Materials used	(366)	(528)
Payroll of selling and distribution personnel and related tax	(97)	(40)
Depreciation	(2)	(2)
Other expenses	(19)	(20)
Total	(8 254)	(5 922)

14. Other operating income (expenses), net

	Year ended 30 June 2024	Year ended 30 June 2023
Losses and impairment of inventories	(2 674)	(745)
Charity	(243)	(324)
Unreceived tax invoices impairment	(183)	(768)
Accrued fines and penalties	(87)	(550)
Net loss from disposal of property, plant and equipment	(81)	(54)
War-related depreciation on unused production PPE	-	(72)
Foreign currency exchange profit/(loss), net	881	2 686
Income from fines and penalties	1 233	42
Recovery of previously written off financial assets and prepayments	531	267
Gain on write-off of debt	9	123

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Other income	333	138
Other expenses	(82)	(85)
Total	(363)	658

15. Financial income

	Year ended 30 June 2024	Year ended 30 June 2023
Interest income on commodity credits (i)	1 856	804
Interest income on bank accounts and deposits	884	248
Gain from purchase and sale of government bonds, net	624	265
Income from unwinding of discount of other financial instruments	172	579
Income from interest-bearing loans	-	2 089
Income from early repayment of a bank loan	-	1 139
	3 536	5 124

(i) Interest income on commodity credits in fact presented by interests for use of cash issued to suppliers in form of prepayments.

16. Financial expenses

	Year ended 30 June 2024	Year ended 30 June 2023
Interest expenses on loans and borrowings	(1 573)	(2 239)
Expenses from measurement of financial instruments at amortised cost	(511)	(153)
Interest expenses on lease	(124)	(68)
Swap transaction costs	-	(348)
Total	(2 208)	(2 808)

17. Wages and salaries expenses

	Year ended 30 June 2024	Year ended 30 June 2023
Payroll of operating personnel and related expenses	(2 196)	(1 514)
Payroll of administrative personnel and related expenses	(689)	(451)
Payroll of distribution personnel and related expenses	(97)	(40)
Total	(2 982)	(2 005)

18. Depreciation and amortisation expenses

	Year ended 30 June 2024	Year ended 30 June 2023
Cost of sales	(1 378)	(797)
Administrative expenses	(233)	(135)
Other operating income / (expenses), net	-	(72)
Selling and distribution expenses	(2)	(2)
Total	(1 613)	(1 006)

19. Property, plant and equipment

	Land and buildings	Machinery and equipment	Vehicles	Other	Construction in progress	Total
Cost or valuation						
As at 30 June 2022	30 114	6 113	1 053	383	980	38 643
Additions	144	137	9	34	2 438	2 762
Transfers	65	17	-	18	(100)	-
Disposals	-	(2 090)	(67)	(89)	(9)	(2 255)
Effect of translation to presentation currency	(6 023)	(1 201)	(210)	(75)	(221)	(7 730)
As at 30 June 2023	24 300	2 976	785	271	3 088	31 420
Acquired through asset acquisition	1 209	49	19	4	-	1 281
Additions	910	907	97	44	764	2 722
Transfers	1	591	2	1	(595)	-
Disposals	-	(17)	(84)	(14)	(61)	(176)
Effect of translation to presentation currency	(2 558)	(396)	(79)	(29)	(310)	(3 372)
As at 30 June 2024	23 862	4 110	740	277	2 886	31 875
Accumulated depreciation and impairment						
As at 30 June 2022	(19 877)	(4 882)	(678)	(376)	(70)	(25 883)
Depreciation charge	(454)	(358)	(133)	(40)	-	(985)
Disposals	-	2 043	65	89	6	2 203
Recovery of impairment (i)	1 728	490	15	-	-	2 233
Effect of translation to presentation currency	3 924	973	136	80	14	5 127
As at 30 June 2023	(14 679)	(1 734)	(595)	(247)	(50)	(17 305)
Acquired through asset acquisition	(45)	(31)	(4)	(4)	-	(84)
Depreciation charge	(585)	(700)	(82)	(53)	-	(1 420)
Disposals	-	3	78	14	-	95
Recovery of impairment (ii)	521	-	-	-	-	521
Effect of translation to presentation currency	1 402	220	59	27	5	1 713
As at 30 June 2024	(13 386)	(2 242)	(544)	(263)	(45)	(16 480)
Net book value						
As at 30 June 2022	10 237	1 231	375	7	910	12 760
As at 30 June 2023	9 621	1 242	190	24	3 038	14 115
As at 30 June 2024	10 476	1 868	196	14	2 841	15 395

- (i) After the de-occupation of the territories, some of the items of property, plant and equipment were found to be in a usable condition, and impairment was reversed for such items.
- (ii) Restoration works were carried out on some items of property, plant and equipment, and impairment was reversed for such items.

If property, plant and equipment were reflected at initial cost, amounts in the consolidated statement of financial position as at 30 June 2024 would be as follows:

	Land and buildings	Machinery and equipment	Vehicles	Other	Construction in progress	Total
Cost	14 911	3 750	771	342	2 873	22 647
Accumulated depreciation and impairment	(6 463)	(1 976)	(562)	(334)	(32)	(9 367)
Net book value	8 448	1 774	209	8	2 841	13 280

If property, plant and equipment were reflected at initial cost, amounts in the consolidated statement of financial position as at 30 June 2023 would be as follows:

	Land and buildings	Machinery and equipment	Vehicles	Other	Construction in progress	Total
Cost	14 394	2 578	806	344	3 018	21 140
Accumulated depreciation and impairment	(6 691)	(1 436)	(623)	(327)	(41)	(9 118)
Net book value	7 703	1 142	183	17	2 977	12 022

As at 30 June 2024 the Group had contractual capital commitments for purchasing of property, plant and equipment at the amount of USD 15 314 thousand, prepayments related to such commitments was USD 116 thousand excluding VAT (30 June 2023 – commitments USD 14 438 thousand, prepayments USD 961 thousand).

As at 30 June 2024 the Group's property, plant and equipment with the carrying amount of USD 11 410 thousand before impairment (USD 5 372 thousand after impairment) (as at 30 June 2023 – USD 12 800 thousand before impairment (USD 6 106 thousand after impairment) were pledged as collateral to secure its bank loans. Refer to Note 29.

Items of machinery, equipment and other fixed assets that were included in the fixed assets of the Group and presented as at 30 June 2024 at cost in the amount of USD 1 506 thousand before impairment (as at 30 June 2023 – USD 1 432 thousand) have been fully depreciated, but continued to be in use.

Revaluation of property, plant and equipment

As stated in Note 5.1 the Group on an annual basis performs an analysis to assess whether carrying amounts of items of property, plant and equipment differ materially from that which would be determined using fair value at the end of the reporting period. As at 30 June 2024 and 30 June 2023 the Group did not performed such analysis and did not estimate fair value of property, plant and equipment while the key market indicators changed significantly.

20. Investment property

	30 June 2024
Cost as at 1 July	-
Amortisation accumulated as at 1 July	-
NBV as at 1 July	-
Acquired through asset acquisition	418
Additions	258
Amortisation charged	(22)
Effect of translation to the presentation currency	(18)
Cost as at 30 June	665
Amortisation accumulated as at 30 June	(29)
NBV as at 30 June	636

The Group has determined the fair value of investment property as at 30 June 2024 to be USD 873 thousand. The management's estimate is based on the data on the sales value of similar properties. This estimate corresponds to Level 2 of the fair value hierarchy.

21. Right of use assets and lease liabilities

The Group has lease contracts for land and buildings used in its operations. Typical lease terms are from 10 to 49 years for land and up to 2 years for buildings.

Right of use assets and lease liabilities recognized in consolidated statement of financial position:

	30 June 2024	30 June 2023
Right-of-use assets		
Land	293	343
Buildings	140	4
	433	347

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Lease liabilities

Non-current liabilities	(484)	(464)
Current liabilities	(163)	(4)
	(647)	(468)

Depreciation is calculated on a straight-line basis over the shorter of the two: the estimated useful life of the asset or the term of the lease contract.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Year ended 30 June 2024	Year ended 30 June 2023
Right of use asset		
Cost as at 1 July	413	512
Amortisation accumulated as at 1 July	(66)	(57)
NBV as at 1 July	347	455
Additions from new contracts signed and adjustments due to contract terms changes	303	4
Amortisation	(171)	(21)
Exchange currency translation	(46)	(91)
Cost as at 30 June	652	413
Amortisation accumulated as at 30 June	(219)	(66)
NBV as at 30 June	433	347
Recognised lease liabilities		
As at 1 July	(468)	(502)
Current liabilities	(4)	(5)
Non-current liabilities	(464)	(497)
Additions from new contracts signed and adjustments due to contract terms changes	(303)	(4)
Interest charge	(124)	(68)
Payments	182	4
Exchange currency translation	66	102
As at 30 June	(647)	(468)
Non-current liabilities	(484)	(464)
Current liabilities	(163)	(4)

The amount of expenses recognized in the consolidate statement of profit and loss was presented as follows:

	Year ended 30 June 2024	Year ended 30 June 2023
Included in the cost of sales, administrative or distribution costs:		
Amortisation of right-of-use assets	(171)	(21)
Expense relating to short-term and low-value leases	(76)	(194)
Included in finance cost		
Interest expense on lease liabilities	(124)	(68)
Total amount recognised in profit or loss	(371)	(283)

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset from 10 up to 49 years.

Interest rates that were applied for initial lease liabilities recognition was 16.96-19.76%. For lease liabilities recognition for new agreements for the year ended 30 June 2024 interest rates were 20.83% (for the year ended 30 June 2023 there were no new contracts signed).

22. Prepayments for corporate rights

	30 June 2024	30 June 2023
Prepayments for agriculture business corporate rights (i)	3 091	3 426
Prepayments for elevator business corporate rights (ii)	-	1 216
Total	3 091	4 642

(i) In August 2021 the Group concluded an agreement on acquisitions of corporate rights of agricultural business. According to the terms of Agreement, the Group issued partial prepayments at amount 22% from the total amount of agreement. Due to the beginning of the war, the acquisition process was temporary suspended. The Group negotiated with the counterparty resulting in an arrangements that the transaction would close at the prepayment amount by the end of 2024.

(ii) Advances for the acquisition of new companies were made in June 2023. The transactions were completed in 2024 year ended (Note 1).

23. Inventories

	30 June 2024	30 June 2023
Raw materials	2 020	746
Finished goods	989	4 421
Goods for resale	806	2 265
Other inventories	449	447
Allowance for war-related impairment	(171)	(636)
Total	4 093	7 243

Allowance presented as at 30 June 2024 and 30 June 2023 relates to inventories that were impaired due to occupation and damage. Inventories that were found and used in operating activity were revers from allowance.

	Year ended 30 June 2024	Year ended 30 June 2023
At the beginning of year	(636)	(12 812)
Accruals	-	(600)
Use of allowance	-	3 690
Reversal	434	6 630
Exchange differences	31	2 456
At the end of year	(171)	(636)

For the year ended 30 June 2023 the Group recognized impairment of goods for resale and finished goods with the purpose to value inventories at net realizable value in amount USD 539 thousand.

As at 30 June 2024 and as at 30 June 2023 inventories were not pledged as collateral to secure bank loans. Refer to Note 29.

24. Biological assets

Biological assets as at reporting date are presented below:

	30 June 2024		30 June 2023	
	Quantity	Amount	Quantity	Amount
Broiler poultry, heads	451 041	656	334 903	672
Hatching eggs, units	-	-	119 880	34
		656		706

Changes in the years in the carrying amounts of biological assets:

	Year ended 30 June 2024	Year ended 30 June 2023
At the beginning of the period	706	-
Purchases	1 239	481
Investments into poultry	6 287	2 604

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Gain arising from changes in fair value attributable to physical changes and to changes in market price	93	243
Decreases due to harvest	(7 594)	(2 606)
Decreases due to sales	(4)	(8)
Losses due to war	-	-
Effect of translation to presentation currency	(71)	(8)
At the end of the period	656	706

Output of the agricultural produce:

	Year ended 30 June 2024	Year ended 30 June 2023
Broiler meat, tons	7 070	2 306

Biological assets of the Group are measured at fair value within Level 3 of the fair value hierarchy. There were no transfers between any levels during the year.

Fair value of biological assets was estimated by Group's specialists. The key assumptions represent management's assessment of future trends in agriculture and poultry farming business and are based on both external and internal sources of data.

Key assumption applied in determining the fair value of broiler poultry is meat prices. Sensitivity analysis of key assumption on the fair value of biological assets are presented below:

	Key assumption change, %	30 June 2024	Key assumption change, %	30 June 2023
Broilers' meat prices	5%	70	5%	65
	-5%	(70)	-5%	(65)

25. Trade and other receivables

Trade and other receivables as at reporting date are presented below:

	30 June 2024	30 June 2023
Non-current trade receivables (i)	1 114	-
	1 114	-
Deducting current portion of non-current trade receivables		-
Current portion of other non-current trade receivables	(662)	-
Total non-current trade receivables	452	-
	30 June 2024	30 June 2023
Trade receivables	7 552	12 229
Current portion of other non-current trade receivables	662	-
Expected credit loss	(4 558)	(3 981)
Total trade receivables	3 656	8 248
Other financial receivables	1 199	692
Expected credit loss	(865)	(623)
Total other financial receivables	334	69
Total financial assets within trade and other receivables	3 990	8 317
VAT for reimbursement (ii)	1 813	1 200
Unreceived tax invoices	1 814	1 802
Other accounts receivable	307	31
Total	7 924	11 350

(i) Non-current trade receivables are represented by amounts payable in accordance with the schedule in the settlement agreement until 31 January 2026. The interest rate applied was 20.3%.

(ii) For the year ended 30 June 2024 Group received compensation from the state of VAT recoverable in amount USD 8 822 thousand (for the year ended 2023 – USD 3 440 thousand), and was not offsetting against tax liability. As at the date of issue of these consolidated financial statements Group received compensation from the state of VAT recoverable in amount USD 1 986 thousand.

Trade receivables are generally settled on 60 days terms.

The Group applies the simplified approach provided for in IFRS 9 to the estimation of expected credit losses, which uses the estimated provision for expected credit losses over the entire period for all trade and other receivables.

Trade and other receivables were grouped based on the general characteristics of credit risk and the number of days of delay in determining the expected credit losses.

The level of expected credit losses are based on sales schedules for the 12 months to 30 June 2024 or 30 June 2023, respectively, and similar historical credit losses incurred during these periods. Losses for historical periods are not adjusted for current and forecast information on macroeconomic factors, as the obligation to fulfill the terms of contracts are short-term and the effect of adjustments is not significant.

As at reporting dates the estimated provision for credit losses on trade and other receivables is determined in accordance with the matrix of provisions presented in the tables below.

The reserve matrix is based on the number of days the asset is past due. As at 30 June 2024, the estimated provisions for credit losses on trade and other receivables are presented below:

	Carrying value	Expected credit losses
Undue	3 310	(323)
Past due within 30 days	972	(83)
Past due from 31 to 60 days	-	-
Past due from 61 to 90 days	2	(2)
Past due from 91 to 120 days	54	(54)
Past due from 121 to 360 days	132	(58)
Past due more than 360 days	523	(483)
Individually impaired (i)	4 420	(4 420)
Financial assets within trade and other receivables	9 413	
Expected credit losses		(5 423)
Financial assets within trade and other receivables (carrying value)	3 990	

(i) Individually impaired receivables include impairment of receivables from counterparties with whom legal proceedings are pending.

The reserve matrix is based on the number of days the asset is past due. As at 30 June 2023, the estimated provisions for credit losses on trade and other receivables are presented below:

	Carrying value	Expected credit losses
Undue	3 504	(83)
Past due within 30 days	1 027	-
Past due from 31 to 60 days	478	-
Past due from 61 to 90 days	128	(105)
Past due from 91 to 120 days	935	(444)
Past due from 121 to 360 days	3 548	(1 730)
Past due more than 360 days	1 561	(502)
Individually impaired (ii)	1 740	(1 740)
Financial assets within trade and other receivables	12 921	
Expected credit losses		(4 604)
Financial assets within trade and other receivables (carrying value)	8 317	

(ii) Individually impaired receivables include impairment of receivables with counterparties, that were located at temporary occupied territories. The amount of impairment were recognized in profit and loss for the year ended 30 June 2022 in item "War-related losses" in amount USD 2 199 thousand. For the year ended 30 June 2023 item "War-related losses" includes reversal of previously accrued losses in amount USD 200 thousand.

Changes in allowance made:

	Year ended 30 June 2024	Year ended 30 June 2023
At the beginning of year	(4 604)	(4 116)
Changes in estimates and assumptions	(1 443)	(1 608)
War-related losses	-	200
Exchange differences	624	920
At the end of year	(5 423)	(4 604)

26. Financial assets

	30 June 2024	30 June 2023
Deposits from 3 months to a year (i)	7 450	-
Financial aids (ii)	1 184	1 344
	8 634	1 344

(i) Deposits are placed in banks with uaAA and uaAAA credit ratings according to the rating agencies Credit-Rating and Expert-rating.

Bank	% rate	Maturity date	Currency	Amount
JSC BANK AVANGARD	15,75%	02.09.2024	UAH	2 467
JSC BANK AVANGARD	15,75%	02.09.2024	UAH	1 233
JSC BANK AVANGARD	15,50%	09.09.2024	UAH	1 233
JSC Idea bank	15,50%	31.08.2024	UAH	1 233
JSC Ukreximbank	14,90%	02.09.2024	UAH	1 233
JSC Ukreximbank	19,00%	02.12.2024	UAH	31
JSC Ukreximbank	19,00%	02.12.2024	UAH	20
				7 450

(ii) Financial aids are presented by interest-free financial aids for a period of up to one year. As at 30 June 2024 and as at 30 June 2023 receivables were neither past due nor impaired.

As at 30 June 2024 and as at 30 June 2023 the fair value of other financial assets was equal to their carrying amount.

27. Cash and cash equivalents

	30 June 2024	30 June 2023
Deposits with maturity up to 3 months in UAH	1 000	10 173
Cash in bank in USD	1 484	629
Cash in bank in UAH	154	1 272
Cash in bank in EUR	5	69
Cash balance at the special VAT account	49	-
Total	2 692	12 143

Cash and cash equivalents in terms of credit rating of banks according to the rating agencies Finsee and Credit-Rating are presented as follows:

	30 June 2024	30 June 2023
uaAAA	2 622	982
uaAA	16	11 092
Unrated	54	69
Total	2 692	12 143

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Deposits as at 30 June 2024 were as follows:

Bank	% rate	Maturity date	Currency	Amount
JSC BANK AVANGARD	2,00%	05.07.2024	USD	1 000
				1 000

Deposits as at 30 June 2023 were as follows:

Bank	% rate	Maturity date	Currency	Amount
JSC Ukreximbank	19%	03.07.2023	UAH	5 469
JSC Ukreximbank	19%	01.09.2023	UAH	1 367
JSC Ukreximbank	19%	01.09.2023	UAH	1 149
JSC Pivdenny	19%	04.07.2023	UAH	2 188
				10 173

28. Issued capital

Issued capital as at reporting date is presented below:

	30 June 2024		30 June 2023	
	Number of shares	Nominal Value	Number of shares	Nominal Value
Ordinary shares with nominal value 1,34 EUR owned by S. Polumysnyi	10 000	13	10 000	13

29. Loans and borrowings

	30 June 2024	30 June 2023
Bank loans	9 194	14 919
Borrowings from related parties	292	1 230
Borrowings from third parties	39	5
Total	9 525	16 154

As at 30 June 2024 bank loans in amount of USD 12 334 thousand are secured by guarantees from ultimate controlling owner (as at 30 June 2023 – USD 13 673 thousand). Moreover, as at 30 June 2024 and as at 30 June 2023, the Group's bank borrowings were secured by pledged property, plant and equipment (Note 19).

Bank loans are subject to certain obligations related to financial ratios (covenants) and restrictions on collateral. Non-compliance may affect interest rates and repayment dates. As at 30 June 2024 and as at 30 June 2023 the Group was in comply with financial covenants.

Borrowings from related and third parties were presented by interest-free financial aid for a period of up to 1 year. Related income and expenses accrued from measurement of financial liabilities at amortised cost was included in "Income from unwinding of discount of other financial instruments" (Note 15) and "Expenses from measurement of financial instruments at amortised cost" (Note 16) in the amount of USD 58 thousand and 22 thousand respectively (for the year ended 30 June 2023: income USD 237 thousand, expenses USD 154 thousand). The discounting rates applied were 14,00-16,60% for the year ended 30 June 2024 and 19,65%-20,69% for the year ended 30 June 2023.

Essential terms of bank loans and borrowings and loans to related parties are as follows:

Borrower	Maturity	Interest rate	Currency	30 June 2024	30 June 2023
Ukrainian bank	20.07.2024	15,00%	UAH	5 526	-
Ukrainian bank	01.09.2024	17,22%	UAH	1 477	-
Ukrainian bank	01.09.2024	15,00%	UAH	1 455	-
Ukrainian bank	31.03.2025	10,78%	UAH	736	-
Ukrainian bank	31.07.2023	12%-14,75%	UAH	-	9 845
Ukrainian bank	29.04.2024	15,00%	UAH	-	1 613
Ukrainian bank	29.04.2024	13,50%	UAH	-	1 340
Ukrainian bank	30.08.2023	12,70%	UAH	-	1 000
Ukrainian bank	24.10.2023	17,00%	UAH	-	547
Ukrainian bank	10.05.2024	13,90%	UAH	-	301
Ukrainian bank	24.10.2023	21,00%	UAH	-	273
Borrowings from related parties	21.01.2025	0,00%	UAH	331	-
Borrowings from related parties	15.02.2024	0%	UAH	-	1 230
Borrowings from third parties	15.02.2024	0%	UAH	-	5
				9 525	16 154

30.Trade and other payables

Trade and other payables as at reporting date are presented below:

	30 June 2024	30 June 2023
Trade payables	3 789	4 429
Interest payable	32	299
Employee benefit liability	264	225
Other payables	337	504
Total	4 422	5 457

31.Income tax

The components of income tax expense are as follows:

	Year ended 30 June 2024	Year ended 30 June 2023
Current income tax benefit/(expenses)	(390)	(63)
Deferred income tax benefit	-	-
Total	(390)	(63)

The reconciliation between the income tax expense computed by applying the statutory income tax rate to the profit before tax and reported income tax expense is as follows:

	Year ended 30 June 2024	Year ended 30 June 2023
Accounting profit/(loss) before income tax	6 302	20 866
Subject to taxation	(2 326)	10 360
Not taxable	8 628	10 323
Tax at the Cyprus tax rate of 12,5%	-	(1)
Tax at the Slovakia tax rate of 15%	-	-
Tax at the Ukrainian tax rate of 18%	419	(1 865)
Permanent difference	869	306
Unrecognized tax assets	(1 678)	1 497
Utilization of unrecognized deferred tax assets for losses carried forward	-	-
Tax charge	(390)	(63)

As at 30 June 2024 the Group did not recognise deferred tax assets in the amount of USD 3 862 thousand (30 June 2023 – USD 2 554 thousand) due to the low probability to receive economic benefits from these assets in the foreseeable future.

Deferred tax assets and liabilities as at 30 June 2024 are attributable as follows:

	30 June 2024	Recognized in profit or loss	Effect of translation to presentation currency	30 June 2023
Effect of temporary differences on deferred tax assets				
Property, plant and equipment	326	6	(35)	355
Inventories	218	30	(24)	212
Trade and other receivables	3 454	1 901	(316)	1 869
Prepayments	61	(26)	(7)	94
Other financial assets	76	(12)	(8)	96
Lease liabilities	116	44	(11)	83
Non-current financial assets	153	166	(13)	-
Folded on individual Companies' level	(542)	(431)	44	(155)
Unrecognized tax assets	(3 862)	(1 678)	370	(2 554)
Total deferred tax assets	-	-	-	-

Effect of temporary differences on deferred tax liabilities

Property, plant and equipment	(136)	(140)	10	(6)
Right of use assets	(78)	(24)	7	(61)
Loans and borrowings	(6)	23	1	(30)
Biological assets	(16)	25	3	(44)
Trade and other payables	(21)	(10)	3	(14)
Inventories	(186)	(199)	13	-
Trade and other receivables	(99)	(106)	7	-
Folded on individual Companies' level	542	431	(44)	155
Total deferred tax liabilities	-	-	-	-
Net deferred tax asset/(liability)	-	-	-	-

Deferred tax assets and liabilities as at 30 June 2023 are attributable as follows:

	30 June 2023	Recognized in profit or loss	Effect of translation to presentation currency	30 June 2022
Effect of temporary differences on deferred tax assets				
Property, plant and equipment	355	(474)	(201)	1 030
Inventories	212	(2 071)	(541)	2 824
Trade and other receivables	1 869	997	(232)	1 104
Prepayments	94	(7)	(25)	126
Other financial assets	96	34	(16)	78
Lease liabilities	83	22	(16)	77
Folded on individual Companies' level	(155)	2	39	(196)
Unrecognized tax assets	(2 554)	1 497	992	(5 043)
Total deferred tax assets	-	-	-	-
Effect of temporary differences on deferred tax liabilities				
Property, plant and equipment	(6)	72	19	(97)
Right of use assets	(61)	4	16	(81)
Loans and borrowings	(30)	(15)	4	(19)
Biological assets	(44)	(44)	-	-
Trade and other payables	(14)	(14)	-	-
Folded on individual Companies' level	155	(3)	(39)	197
Total deferred tax liabilities	-	-	-	-
Net deferred tax asset/(liability)	-	-	-	-

32. Transactions with related parties

For the purposes of these consolidated financial statements, parties are considered to be related if one party has the ability to control the other party or can exercise significant influence over the other party in making financial or operational decisions or are jointly controlled by the other party. In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.

The Group enters into transactions with both related and unrelated parties. It is generally not possible to objectively determine whether any transactions with a related party would have been entered into if the parties have not been related, or whether such transactions would have been effected on the same terms, conditions and amounts if the parties had not been related. Provision of loans are made at terms different from the independent parties transactions. Borrowings are received under the terms different from the terms of transactions with independent parties also.

According to existing criteria of determination of related parties, the related parties of the Group are divided into the following categories:

- Entities which are under common control with the Group;
- Entities with significant influence over the Group;
- Forms a part of key management personnel of the entity or its parent;

Details of transactions between entities - related parties are disclosed below:

	Year ended 30 June 2024	Year ended 30 June 2023
Purchases and services from related parties		
Entities in which the Group holds interests	7	74
Total	7	74

Details of balances between entities - related parties are disclosed below:

	30 June 2024	30 June 2023
Loans and borrowings		
Persons with significant influence over the Group	(331)	(1 230)
Total	(331)	(1 230)

For the years ended 30 June 2024 and 2023 compensations for key management personnel and related expenses were presented as follows:

	Year ended 30 June 2024	Year ended 30 June 2023
Wages and salaries	46	33
Social security contributions	10	6
Other payments	870	413
Total	926	452

The number of key management personnel for the year ended 30 June 2024 was 10 persons (30 June 2023: 8 persons respectively).

33.Events after the end of the reporting period

Management believes that there were no other material events, which could have a significant impact on the Group's consolidated financial statements, except mentioned below:

Change of loan portfolio

For the period from July to October 2024 the Group received additional bank financing in the amount of USD 30 083 thousand.

In July and September 2024, the Group signed additional agreements and received long-term loans in the amount of USD 3 387 thousand.

At the same time the debt on bank loans was partially repaid in the amount of USD 26 170 thousand.

Changes in Group's structure

As at date of issuing of these consolidated financial statements, the process of merging new company Orilsky Elevator LLC into NOVAAGRO Ukraine LLC is currently continuing. The Management expects to complete the merging by the end of December 2024.

Impact of military invasion

As at date of issuing of these consolidated financial statements, the Group continues to conduct its activities. Office-based personnel are working both remotely and offline, while production-based employees perform their duties at their areas of operations. The Group continues to restore the facilities damaged during the occupation.

However, in the reporting period the Group's Management lost direct access to such operating facilities as Vovchansk Cereal Plant and Kozacholopanskyi elevator due to the intensification of hostilities that began in May 2024 and continues as at the date of issue of these consolidated financial statements.