FRIGOGLASS S.A.I.C.

Annual Financial Report 2021

This document has been translated from the original version in Greek.
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FRIGOGLASS S.A.I.C.
Commercial Refrigerators
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FRIGOGLASS S.A.I.C.
Commercial Refrigerators

Annual Financial Report for the period 1 January to 31 December 2021

It is confirmed that the present Annual Financial Report **(pages 3 – 200)** is prepared in accordance with article 4 of Law 3556/2007 and decision 8/754/14.04.2016 of the Board of Directors of the Hellenic Capital Market Commission, Law 4548/2018 and was approved by the Board of Directors of "FRIGOGLASS S.A.I.C." **on 11 April 2022.**

The present Annual Financial Report is available on the company's website www.frigoglass.com. The Financial Statements and the Auditors' Reports for the subsidiaries which are consolidated and they are not listed (in accordance with Capital Markets Board of Director's Decision 8/754/14.04.2016) can be found on the following link: https://www.frigoglass.com/financial-results/

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It is asserted that for the preparation of the Financial Statements the following individuals are responsible:

The Chairman of the Board of Directors	**The Managing Director**
Haralambos David	Nikolaos Mamoulis
The Group Chief Financial Officer	**The Head of Financial Controlling**
Emmanouil Metaxakis	Vasileios Stergiou

STATEMENT BY THE MEMBERS OF THE BOARD OF DIRECTORS

In accordance with article 4, par. 2 of Law 3556/2007, we confirm that to the best of our knowledge:

1. the Annual Financial Statements of the Company and the Group of FRIGOGLASS S.A.I.C. for the year **01.01.2021 - 31.12.2021**, which were compiled according to the standing accounting standards, describe in a truthful way the assets and the liabilities, the equity and the results of FRIGOGLASS S.A.I.C, as well as the subsidiary companies which are included in the consolidation as a whole.

2. the enclosed Board of Directors' report presents in a true manner the development, performance and financial position of FRIGOGLASS S.A.I.C. as well as of the companies included in the consolidated financial statements taken as a whole, including the description of the principal risks and uncertainties that they are facing.

Kifissia, April 11, 2022

The Chairman of the Board of Directors

Haralambos David

The Managing Director

Nikolaos Mamoulis

The Member of the Board of Directors

George Pavlos Leventis

BOARD OF DIRECTORS REPORT

Concerning the Annual Financial Report for the period 1st January – 31st December 2021

Kifissia, 11 April 2022

Dear Shareholders,

According to Law 4548/2018, Law 3556/2007 and the implementing decisions of the Hellenic Capital Market Commission, we are submitting the present annual report of the Board of Directors referring to the consolidated and the parent company financial data of FRIGOGLASS S.A.I.C. for the fiscal year ended on **31 December 2021.**

1) Introduction

Frigoglass (the "Group") is a leading international producer of Ice-Cold Merchandisers (ICMs) and a leading supplier of high quality glass containers and complementary packaging products in West Africa. We are a strategic partner of the global beverage brands throughout the world, including Coca-Cola, Pepsi, AB InBev, Diageo and Heineken. Through our close collaboration with and proximity to our customers, we help them realize their strategic merchandizing plans, from conception and development of new, customized ICMs and glass packaging solutions, to a full portfolio of after-sales customer service for their cold-drink equipment.

In ICM Operations, we manufacture and sell ICMs and provide integrated after-sales customer service for our products and a range of cold-drink equipment through the unique and innovative platform ''Frigoserve''. Our ICMs are strategic merchandizing tools for our customers, serving not only to chill their products, but also as a retail space that encourages immediate consumption of our customers' products, enhance their brands, enabling increased market penetration and driving their profitability. Our five production facilities are strategically located in Romania (currently not in operation), Russia, India, Indonesia and South Africa, serving different markets primarily based on their location, import restrictions and cost of transportation.

In Glass Operations, we manufacture and sell glass containers, plastic crates and metal crowns. Our products include a broad range of glass bottles and other containers in a variety of shapes, sizes, colors and weights to offer solutions to a wide range of customers operating in the soft drinks, beer, food, spirits, cosmetics and pharmaceutical industries. We currently operate two glass plants, two plastic crates facilities for returnable glass bottles and one metal crowns plant.

2) Financial and Business Review

2.1) Financial Review for the year ended 31 December 2021

In 2021, we saw demand improving in most of our markets as beverage consumption gradually increased during the year following the easing of restrictions in the on-trade channels. The increased vaccination rates, the improved tourist summer season and the strong execution of our 2021 commercial priorities aiming at supporting our strategic beverage partners in the post-pandemic market opening period, resulted in a solid top-line growth, compared to 2020, and a good recovery towards 2019 pre-pandemic levels. In this environment, we saw sales growing in the low-teens in the Commercial Refrigeration segment, while lapping a soft comparable base. Glass business' volume growth accelerated in 2021, which, alongside pricing initiatives, resulted in a double-digit sales growth, despite the weakening of Naira. Overall, Group's sales increased by 15.3% to €384.3 million.

Sales in Commercial Refrigeration operations increased by 11.0% to €278.5 million, supported by market share gains in Asia and Frigoserve's expansion. Sales in East Europe increased by 4.3%. Our sales significantly recovered as of the second quarter, compared to 2020 low levels when orders were most affected by the disruption caused by the pandemic. Growth was also supported by product launches this year and our customers' market activation initiatives. Frigoserve's performance remained solid, led by increased refurbishment and post-warranty service activities in Russia. West Europe's sales were up by 16.6%, supported by Frigoserve's successful expansion in Switzerland. The performance was dampened by extended lead-times in customer deliveries following the fire incident at our plant in Romania and transportation related disruptions.

In Africa and Middle East, sales were stable compared to last year. We saw strong sales growth in South Africa, led by market share gains with a brewer customer, Frigoserve's recent expansion and pricing initiatives, offsetting lower cooler placements in Kenya and North Africa. Our business in Asia had a strong performance, with sales increasing by 47.1%, driven by market share gains in India following the strong execution of our commercial strategy to enhance our customer base and distributors' network, as well as, pricing initiatives to offset increases of input cost.

Glass business' sales increased by 28.3% to €105.8 million. On a currency neutral basis, sales were up 53% year-on-year and up 31.3% versus the pre-pandemic period of 2019. Our performance reflects strong volume growth and pricing initiatives across all operations. Glass containers business delivered volume growth in double-digits, led by solid demand from key breweries and customers in the spirits market following increased consumption in the on-trade channels and expansion of their route-to-market strategies. Volume growth and successful pricing translated in top-line growth, more than offsetting the impact from the devaluation of Naira. Plastic crates' sales were strong, driven by increased orders from breweries and pricing initiatives to absorb the elevated raw materials cost. Metal crowns' sales grew by a double-digit rate following the implementation of pricing initiatives and increased orders from key breweries.

Cost of goods sold increased by 16.0% to €317.0 million, driven by higher year-on-year sales. Cost of goods sold as a percentage of sales increased to 82.5%, from 82.0% in 2020, reflecting the impact from the higher raw material and logistics costs in both operations, the increased energy related cost in Glass business, the less favorable product mix in Commercial Refrigeration and the devaluation of Naira. These factors more than offset the benefits of improved cost absorption and pricing across both operations as well as lower idle cost in Commercial Refrigeration.

Administrative expenses increased by 20.8% to €20.4 million, driven by higher Information Technology expenses, employee related cost and other miscellaneous expenses. Administrative expenses as a percentage of sales increased to 5.3%, from 5.1% in 2020.

Selling, distribution and marketing expenses decreased by 13.3% to €16.6 million, led by lower warranty related cost. As a percentage of sales, selling, distribution and marketing expenses improved to 4.3%, from 5.8% in 2020.

Development expenses decreased by 13.2% to €2.5 million, reflecting lower year-on-year employee related cost. As a percentage of sales, development expenses improved to 0.6%, from 0.9% in 2020.

Net finance cost amounted to €24.7 million, compared to €12.4 million in 2020, predominantly driven by last year's foreign exchange gains caused by the significant devaluation of Naira.

Following the fire incident in Romania, we wrote-off fixed assets and inventories of €13.4 million and incurred related expenses of €5.3 million that were offset by €25.0 million reimbursement from the co-insurance scheme which had underwritten the insurance coverage (please refer to Note 20 in this report).

Income tax expense amounted to €12.5 million, compared to €16.2 million in 2020. The lower taxes reflect Naira's devaluation, the reversal of a deferred tax liability in Romania following the write-off of fixed assets due to the fire incident as well as tax benefits related to prior years' investments in Nigeria.

Frigoglass reported a net loss attributable to the shareholders of Frigoglass of €5.7 million, compared to a net loss of €15.9 million in 2020.

Net cash from operating activities amounted to €19.0 million, compared to €31.0 million in 2020. Net cash from operating activities was impacted by a higher net trade working capital related outflow due to strong top-line recovery in the last quarter as well as inventory build-up to secure raw materials availability across both segments and increased stock of finished goods in Commercial Refrigeration to support demand in the first quarter of 2022.

Net cash from investing activities was €2.8 million, compared to net cash used in investing activities of €13.7 million in 2020, supported by the €15.0 million insurance reimbursement. Net cash from investment activities was impacted by capex related to the fire incident in Romania.

Net cash used in financing activities amounted to €12.3 million, compared to net cash from financing activities of €8.5 million last year. This decrease mainly reflects the higher interest payments due to the issuance of the €260 million Senior Secured Notes and the net proceeds from the issuance of the Notes in February 2020.

Net trade working capital as of 31 December 2021 (for details please refer to Alternative Performance Measures section in this report) reached €100.3 million, compared to €94.1 million as of 31 December 2020. This increase reflects higher trade debtors following sales growth in the fourth quarter and higher inventories of raw materials to support production and finished goods to assist in the seamless delivery of cooler orders in the first quarter of 2022, more than offsetting increased trade creditors due to higher material purchases.

Capital expenditures reached €14.1 million, of which €12.9 million relate to purchases of property, plant and equipment and €1.2 million relate to purchase of intangible assets, compared to €14.1 million last year, of which €11.3 million relate to purchase of property, plant and equipment and €2.8 million relate to purchase of intangible assets.

Business Outlook

While we are encouraged by the recovery in our customers' cooler investments over the last three quarters of 2021, we are conscious about the uncertainty created in Europe as well as globally following the increased tension between Russia and Ukraine that has resulted in a military conflict late in February 2022. In this highly volatile and challenging environment, we remain cautious about our top-line evolution this year as the impact of recent developments on our European Commercial Refrigeration business currently cannot be fully assessed. We are closely monitoring the current Russia-Ukraine conflict as well as the related continuously evolving sanctions. We are consistently taking actions and developing contingency plans to limit disruptions in our production operation in Russia and more generally across our European business. In our African and Asian businesses, we expect sales growth momentum to continue in 2022, driven by increased demand, market share gains and pricing actions.

While we already faced certain supply chain disruptions prior to the invasion of Russia in Ukraine beginning, the supply chain disruptions have been and are expected to be exacerbated due to the rapidly evolving situation. In 2022, we have faced significant disruption to our logistics activities for transporting finished and semi-finished goods out of Russia. To address such challenges, we proactively carried out initiatives such as redesigning logistic routes and exploring alternative transportation means to facilitate the movement of goods out of our Russian operations. We are also facing disruptions in sourcing raw materials used in our production plant in Russia. Proactive engagement with suppliers, production planning improvement initiatives and resetting inventory buffers have resulted in maintaining production shifts and output at relatively satisfactory levels in our plant in Russia. Our top priority is to continue supporting our strategic beverage partners. We remain cautious about the impact that the supply chain disruptions and the potential further escalation of sanctions might have on our ability to produce satisfactory volumes in Russia. In this stressed supply chain system and a highly volatile commodity price environment, we anticipate raw material and transportation costs to weigh on our profitability this year. Cycling last year's price initiatives and further adjustment in 2022, as well as material cost reduction initiatives are expected to partially offset this impact.

Encouraged by the solid top-line recovery of our Glass business in 2021, we anticipate volume growth momentum to accelerate in 2022. Increased demand for glass containers in Nigeria, strong execution of our commercial initiatives to absorb post-rebuild fresh capacity also through export related sales, market share gains in our plastic crates and metal crowns businesses and pricing across all our operations will result in a double-digit sales and EBITDA growth in our Glass business in 2022.

Including the capital expenditure related to the re-construction of the plant in Romania, we anticipate spending of approximately €60 million in 2022. We currently estimate that the total spending for the construction of the building and the procurement of the related equipment in Romania will be covered by the €42 million compensation agreed with the co-insurance scheme related to the property damage claim.

Update on Romania's plant re-construction and insurance compensation

Following the successful completion of the tender award process last year after short listing four construction management companies, our focus has turned on obtaining the required permits that will allow us to kick off the construction works. Despite having already received most of the required permits and having completed the designing of the factory's layout, we now anticipate construction works to initiate in May 2022. Considering the time needed to ramp-up, we currently expect the facility to be operational at the beginning of 2023.

Following the uncertainty created by the Ukraine-Russia conflict, we have started executing a plan to enhance our assembly set-up in Romania to mitigate potential risks until the new plant will be up and running.

We have already received €15 million in September 2021 and €10 million in February 2022 from insurers as part of the settlement of the €42 million reimbursement of the property damage claim. The remaining €17 million will be subject to the proof of the actual expenditures related to the reconstruction phase of the building and the purchases of the equipment. The business interruption claim is expected to be settled within the second quarter of 2022.

All statements other than statements of historical fact included in this report, including, without limitation, statements regarding our future financial position, risks and uncertainties related to our business, strategy, capital expenditures, projected costs and our plans and objectives for future operations, if any, may be deemed to be forward-looking statements. These forward-looking statements are subject to a number of risks and uncertainties, including those identified above and under the ''Principal Risks'' section in this reports. Words such as ''believe,'' ''expect,'' ''anticipate,'' ''forecast,'' ''project,'' ''may,'' ''intend,'' ''aim,'' ''will,'' ''should,'' ''could,'' ''estimate'' and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

2.2) Parent Company Financial Data

The Parent Company's Net Sales reached the amount of **€ 6,99 million.**
Gross Profit reached the amount of **€ 1,42 million** and losses after taxes reached the amount of € **7,37 million.**
The total Equity of the company reached the amount of **€ 11,43 million.**

3) References to specific Notes and other sections of this document

Details over Frigoglass principal sources of liquidity, material commitments and financing agreements, as well as material debt instruments and credit facilities are set out on to **Note 15** "Non-Current & Current Borrowings".

For Frigoglass critical accounting estimates and judgments please refer to **Note 4.**

The related party transactions are set out on **Note 24** "Related Party transactions".

For an overview of the Group's management activities and responsibilities, please refer to **section 4** "Corporate Governance Statement" of the Board of Directors Statement.

4) Corporate Governance Statement

This present statement has been drafted in accordance with Article 152 and 153 of Law 4548/2018, as in force (the "**Law**"), article 18 par. 3 of Law 4706/2020 and contains all the information required by the respective Greek legislation, as well as the Greek Corporate Governance Code adopted by the Company, as defined below.

4.1 Code of Corporate Governance

In the framework of its policy of adopting high corporate governance standards, FRIGOGLASS S.A.I.C. (hereinafter the "**Company**" or "**Frigoglass**") has adopted the Hellenic Code of Corporate Governance of SEV (edition of June 2021) (hereinafter referred to as the "**Code**"), by virtue of the decision of the Board of Directors of the Company (the "**Board of Directors**") dated 17.7.2021 replacing the corporate governance code that was in force until that day, which had been drafted and implemented by the Company. The adoption of the Code is an obligation of the Company arising from article 17 of Law 4706 / 2020, which entered into force on 17.7.2021.

Without prejudice to those listed in term 4.11, the Company has fully complied with the optimum corporate governance practices of the Code, in the pursuit of transparency in communication with its shareholders and on-going improvement of the corporate framework for the Company's operations and competitiveness.

The Code also defines the methods by which the Company operates and establishes administrative rules and procedures governing the relations between the administration, the Board of Directors, the shareholders and all other persons associated with and affected by actions taken by the Company's decision-making bodies.

The Code is publicly available on the Company's website:
http://www.frigoglass.com/corporate-governance.

4.2 Practices of Corporate Governance additional to those provided by the law

The Company, in addition to the Code, the Internal Regulation of Operation, which had been adopted in accordance with article 6, par. 1 of Law 3016/2002 and updated in accordance with article 14 of Law 4706/2020 and the other regulated policies and / or procedures from the current Greek legislation, is further applying:

a) its code of business conduct and ethics (hereinafter "the **Code of Business Conduct and Ethics**"), and
b) its supplier code (hereinafter "the **Supplier Code**").

A. Code of Business Conduct and Ethics

The purpose of applying the Code of Business Conduct and Ethics is, *inter alia*, to shape a framework for business operations consistent with the principles and rules of morality and transparency, ensure compliance with international commercial law and the law applicable in the states where the Company is active, maintain high-level services and products, improve the Company's profitability, develop an environmentally friendly operating framework and safeguard human rights through granting of equal rights and avoiding discriminatory treatment of all parties associated with the Company.

The Code of Business Conduct and Ethics is available on the Company's website at the address: http://www.frigoglass.com.

B. The Supplier Code

Through the implementation of the Supplier Code, the Company seeks to create a business environment of cooperation with its suppliers governed by the principles of morality, transparency, protection of the environment and respect for human rights and the rules of health and safety. More specifically, the Company focuses on avoiding unfair competition and any involvement in situations of conflict of interest or bribery.

The Supplier Code is available on the Company's website at the address: http://www.frigoglass.com.

4.3. Information regarding the operation of the General Meeting of shareholders and its powers, as well as a description of the shareholders rights and how they can exercise them

A. Operating rules and basic powers of the General Meeting of shareholders

The General Meeting of shareholders (hereinafter the **"General Meeting"**) is convened by the Board of Directors, which decides the items to be placed on the agenda, and mandatorily meets at the registered offices of the Company or in the region of another municipality within the prefecture of the Company's registered offices, or another municipality neighbouring the Company's registered offices, at least once in every financial year and until the first ten (10) calendar days of the ninth month following the end of the financial year. An Extraordinary General Meeting may be held whenever the Board of Directors deems that necessary.

The General Meeting is the Company's supreme corporate body and may decide on any matter affecting the Company. Its lawful decisions also oblige absent or dissenting shareholders. More specifically, the General Meeting is the only body competent to decide on:

- any matter laid before it by the Board of Directors or by those entitled, under the provisions of the Law and the Company's Articles of Association (hereinafter the "**Articles of Association**"), to convene a General Meeting;
- amendments of the Articles of Association. Such amendments are those relating to increases or reductions of share capital, the winding up of the Company, a change to its nationality or extension of its term, the merger with another company, its division (demerger), conversion or revival;
- the election of the members of the Board of Directors except in the case of Article 6 (5) of the Articles of Association and the statutory auditors and the determination of remuneration of the members of the Board of Directors, which, without prejudice to the remuneration provided for in the Company's remuneration policy (the

"**Remuneration Policy**"), may include their participation in the distribution of net income;

- approval or amendment of the annual financial statements, as drawn up by the Board of Directors, and distribution of the Company's net profits;
- approval, under special voting carried out by roll-call, of the administration of the Board of Directors and the discharge of the statutory auditors from any liability after the approval of the annual financial statements and after hearing the report on the operations of the Board of Directors and the general status of corporate affairs and the Company itself. The Board of Directors and its employees are entitled to participate in the above voting, but only with shares owned by them;
- the approval of the Remuneration Policy and the remuneration report of articles 110 and 112 of the Law respectively;
- hearing of the statutory auditors, regarding the audit they have carried out on the Company's books and accounts;
- issuance of a bond convertible into shares or a bond entitling the holder to a share in the Company's profits;
- appointment of liquidators, in the event of the Company's dissolution;
- taking legal action against members of the Board of Directors or the auditors, for infringement of their duties under the Law or the Company's Articles of Association;
- the approval of the Company's Suitability Policy and any substantial modification;
- the determination of the type of the Audit Committee of the Company ("the Audit Committee"), the term of office, the number and the capacity of its members as well as the appointment of its members when the Audit Committee is an independent committee.

B. Shareholders' rights and exercise methods

Each shareholder, owning one share at least, may participate in the General Meeting either in person or by a power of attorney, in accordance with the relevant provisions of the Law. Persons under age or under judicial interdiction or supervision and legal entities are represented by their legal representatives. The documents of representation may be private, provided that they are dated and they are signed by the person who issued them. The appointment, the revocation or the replacement of a representative can also be made via email in the timeframe set by Law.
Persons having the shareholder capacity at the beginning of the fifth (5th) day preceding the General Assembly (record date) are entitled to participate in the General Meeting (including the iterative meeting). The aforementioned record date is also applicable in any iterative meeting, provided that such iterative meeting does not take place in a date which is longer than thirty (30) days from the record date. On the opposite or if for such iterative meeting a new invitation is published, persons having the shareholder capacity at the beginning of the third (3rd) day preceding the iterative meeting are entitled to participate in the General Meeting.

The other rights of the shareholders are set out in the Company's Articles of Assocation and in Law.

The Chairman of the Board of Directors, the Chief Executive Officer, the chairmen of the Committees of the Board of Directors, as well as the internal and external auditors of the Company are always available to answer shareholders' questions.

4.4. Information regarding the composition and operation of the Board of Directors of the Company

A. Composition of the Board of Directors

The Board of Directors has the central role for Company's governance and the General Meeting of shareholders has the responsibility to appoint the directors of the Board. The Board of Directors has the responsibility to deal with the Company's affairs exclusively in the interest of the Company and its shareholders within the existing regulatory framework.

All actions taken by the Board of Directors, even if they are not directly related to Company's goals, bind the Company against third parties.

The current Board of Directors consists of 9 members, 8 of whom are non-executive. All members, whether independent or not, are responsible for the advancement of all Company affairs, they participate in councils and committees and protect the principles of sound Corporate Governance.

A1. Executive members

The status of the members of the Board of Directors as executive members or non-executive members is defined by the Board of Directors. The executive members are responsible for the implementation of the strategies adopted by the Board of Directors and they consult with the non-executive members periodically about the suitability of said strategies. Also, they inform the Board of Directors in writing by submiting reports with their estimations and their proposals to the BoD, jointly or individually, in cases of risk situations, reception of measures, decisions or risks that may be reasonably expected to have an impact on the Company and its financial condition.

A2. Non-executive members

The non-executive members, including the independent non-executive members, monitor and review critically and constructively the Company's strategy, its implementation and the achievement of the Company's goals. They ensure the effective supervision of the executive members, including of the monitoring and the review of their performance. They ensure the effective oversight of the executive members, including the monitoring and controlling of their performance. The non-executive members meet at least annually or when deemed appropriate, without the presence of executive members, in order to discuss the performance of the latter. In these meetings the non-executive members do not act as a de facto body or committee of the Board of Directors in these meetings. They consider and express opinions on proposals submitted by the executive members, based on existing information. In addition to the above, the non-executive members may communicate with the Company's executives, through regular interaction with the Heads of Departments the Company.

A3. Independent non-executive members

The Board of Directors receives the necessary measures to ensure the compliance with the the criteria of independence of Law 4706 / 2020. The fulfillment of the independence criteria is revisited by the Board of Directors at least annually and in each case before the publication of the annual financial report, which includes the relevant statement. The independent non-executive members submit, jointly or individually, reports to the General Meeting of Shareholders independently from the reports submitted by the Board of Directors. The General Meeting of Shareholders or the Board of Directors elect the independent non-executive members that are not less than 1/3 of the total number of its members as well as not less than two (2). If a fraction occurs, it is rounded to the nearest whole number.

A4. The status of "Independent" non-executive member

For the Company, a non-executive member of the Board of Directors is considered independent if, at the time of his appointment and during his/her term, does not directly or indirectly hold a percentage of voting rights over 0.5% of the Company’s share capital and does not have financial, business, family or other forms of relationships of dependence which could affect his decisions and his independent, objective judgement.

A relationship of dependence exists in particular in the following cases:

a) When the member receives any significant remuneration or benefit from the Company or an affiliated company, or participates in a stock option plan for the purchase of shares or any other remuneration or benefit scheme associated with performance, other than the fee for its participation to the Board of Directors or its committees, as well as to the collection of fixed benefits under the pension system, including deferred benefits, for previous services to the Company. The criteria by which the meaning of significant remuneration or benefit is defined are set out in the Company's Remuneration Policy.

b) When the member or person, who has close relationships with the member, maintains or has maintained a business relationship during the last three (3) financial years before his appointment with:

ba) the Company or

bb) a person related with the Company or

bc) a shareholder who directly or indirectly holds a percentage in the Company's share capital equal to or greater than ten percent (10%) during the last three (3) financial years before his appointment or in an affiliated company, provided that this relationship affects or could affect the business activities of the Company or the member or the person closely associated with. Such a relationship exists especially when the person is a major supplier or customer of the Company.

c) When the member or a person, who has close relationships with the member:

ca) has served as a member of the Board of Directors of the Company or of an affiliated company for more than nine (9) financial years, cumulatively, at the time of his election;

cb) has served as a management executive of or maintained a relationship under an employment contract, contract for work, services agreement or remunerated mandate with the Company or an affiliated company during the last three (3) financial years before his election;

cc) has a second degree family relationship by blood or by marriage, or is a spouse or partner considered to be equivalent to a spouse of a member of the Board of Directors or senior management executive or shareholder holding a percentage in the Company's share capital equal to or greater than ten percent (10%) or in an affiliated company;

cd) has been appointed by a specific shareholder of the Company, in accordance with the Articles of Association, in accordance with Article 79 of the Law;

ce) represents shareholders who directly or indirectly hold a percentage of voting rights equal to or greater than five percent (5%) at the General Meeting of the Company's shareholders, without instructions in writing;

cf) conducted a statutory audit of the Company or an affiliated company, whether via an enterprise or in person or through a relative up to the second degree by blood or by marriage or his spouse during the last three (3) financial years before his appointment;

cg) is an executive member of the Board of Directors in another company, with an executive member of the Company serving on the Board of said company as a non-executive member.

In view of the above, the Board of Directors reviewed and confirmed, in accordance with article 9 par. 3 of Law 4706/2020, that all the above criteria are met in full by its independent non-executive members, as defined below.

A5. Election, quorum and current composition of the Board of Directors

On 31.12.2021, the Board of Directors consists of the following members:

- the Chairman, a non-executive member;
- the Vice-Chairman,a non-executive member;
- the Chief Executive Officer, an executive member; and
- six (6) independent non-executive members, one of which assumes the duties of the Senior Independent Director.

In case the Board of Directors appoints an executive member as Chairman then the Vice-Chairman must be a non-executive member.

For certain cases such as the drafting of the Company’s financial statements and meetings of the Board of Directors on items of the agenda that require the approval of the General Meeting of Shareholders (as per Law) with increased quorum and majority, the Board of Directors is in quorum when at least two (2) independent non-executive members are present. In case an independent member is unjustifiably absent from at least two (2) consecutive meetings of the Board of Directors, he/she is technically considered as resigned. This resignation is confirmed by the Board of Directors which should replace the member. The Company submits the minutes of the meeting of the Board of Directors or the General Meeting of Shareholders to the Hellenic Capital Market Commission, when the subject of the meeting is the composition or the term of the Board of Directors, within twenty (20) days from the date of the meeting.

For the election of its members, the Board of Directors posts the following information regarding each candidate member on the Company's website, no later than twenty (20) full days before the General Meeting of the Shareholders:

- Justification of the candidate's selection proposal;
- Detailed CV, which includes in particular the current or prior candidate activity, as well as any participation in other Board of Directors and Committees;
- The fulfillment of the criteria of the Company's suitability policy, and the additional fulfillment of the independence criteria defined in article 9 of Law 4706/2020, in case the candidate is proposed to be elected as an independent member of the Board of Directors.

According to the Company's Articles of Association, the Board of Directors may assign, by virtue of its decision, the exercise of all or some of its powers, which are related to the Company's management, the administration and representation of the Company to one or more individuals, regardless of the fact that these individuals are members of the Board of Directors or not. The Board of Directors should determine the responsibilities of these individuals.

Moreover, according to the Articles of Association, the Board of Directors may establish a Steering Committee (formed by either members of the Board of Directors or non-Board members) at which specific powers and responsibilities of the Board of Directors can be discharged. The Board of Directors is responsible to specify the members, responsibilities, terms of reference and decision-making rules of the Steering Committee.

The Company's rules of engagement and representation are determined by the Board of Directors. Two authorized signatories are always required. The signatures are posted together and independently of the position, and they belong to individuals that have been appointed by the Board of Directors as authorized signatories.

The operation of certain actions demands a special resolution of the Board of Directors, requiring the unanimous vote of the present and the represented members of the Board of Directors. These actions are the following:

- the selling and purchasing of the Company's fixed assets as well as any mortgaging, pawning, or encumbrance over the Company's fixed assets and guarantees in favor of third parties;
- the granting of credit by the Company that do not exceed the limits of the Company's current transactions with third parties, subject to articles 99 and 100 of the Law;

- the payment of the remuneration or compensation owed to the members of the Board of Directors, provided these have been approved by the General Meeting of the Shareholders, in accordance with the provisions of the Law; and
- discharging of all or some of the authorities of the Board of Directors related to the administration, management and representation of the Company, to one or more persons regardless of whether these persons are Board of Directors members or not.

The actions requiring a special resolution of the Board of Directors are described in the Company's Chart of Authorities.

In particular, on 1.1.2021 the composition of the Board of Directors, following the decision of the Extraordinary General Meeting of shareholders dated 14.12.2020 and the decision of the Board of Directors dated 15.12.2020 on its formation into a body, was as follows:

- HARALAMBOS DAVID son of GEORGE, Chairman of the Board of Directors, non-executive member of the Board,
- GEORGE PAVLOS LEVENTIS son of KONSTANTINOS, Vice Chairman of the Board of Directors, non-executive member of the Board,
- NIKOLAOS MAMOULIS son of GEORGE, CEO, executive member of the Board,
- LOUKAS KOMIS son of DIMITRIOS, non executive member of the Board,
- IOANNIS COSTOPOULOS son of ATHANASSIOS, independent, non executive member of the Board,
- STEPHEN GRAHAM BENTLEY son of DONALD HENRY, independent, non executive member of the Board,
- IORDANIS AIVAZIS son of STERGIOS, independent, non executive member of the Board,
- FILIPPOS KOSTELETOS son of MARINOS, independent, non executive member of the Board,
- ZULIKAT WURAOLA ABIOLA daughter of MOSHOOD KASHIMAWO OLAWALE, independent, non executive member of the Board.

After the resignation of the non-executive member of the Board of Directors Mr. Loukas Komis on 12.2.2021, the Board of Directors unanimously decided to replace him with Mrs. Kathleen Verelst, as a non-executive member, by virtue of its decision dated 12.2.2021. The election of Mrs. Kathleen Verelst was announced at the Annual General Meeting of the Company on 30.6.2021, which defined her capacity as an independent, non-executive member of the Board of Directors. Furthermore, with the formation of the Board of Directors into a body, by virtue of its decision dated 1.7.2021, Mr. Ioannis Costopoulos was appointed Senior Independent Director as defined by the Code.

In view of the above, the composition of the Board of Directors was, until 31.12.2021, as follows:

- HARALAMBOS DAVID son of GEORGE, Chairman of the Board of Directors, non-executive member of the Board,
- GEORGE PAVLOS LEVENTIS son of KONSTANTINOS, Vice Chairman, non-executive member of the Board,

- NIKOLAOS MAMOULIS son of GEORGE, CEO, executive member of the Board,
- IOANNIS COSTOPOULOS son of ATHANASSIOS, Senior Independent Director, independent, non executive member of the Board,
- STEPHEN GRAHAM BENTLEY son of DONALD HENRY, independent, non executive member of the Board,
- IORDANIS AIVAZIS son of STERGIOS, independent, non executive member of the Board,
- FILIPPOS KOSTELETOS son of MARINOS, independent, non executive member of the Board,
- ZULIKAT WURAOLA ABIOLA daughter of MOSHOOD KASHIMAWO OLAWALE, independent, non executive member of the Board,
- KATHLEEN VERELST daughter to ERIC, independent, non executive member of the Board.

The table below lists the members of the Board of Directors, the dates of commencement and termination of term for each member, as well as the frequency of attendance of each member in the meetings held during 2021.

Title	**Name**	**Executive/ Non-Executive**	**Independence**	**Office Commencement**	**Office Termination**	**Board Member Attendance in 2021**
Chairman	Haralambos (Harry) G. David	Non-executive		14/12/2020	14/12/2023	17/17
Vice Chairman	George Pavlos Leventis	Non-executive		14/12/2020	14/12/2023	17/17
Chief Executive Officer	Nikolaos Mamoulis	Executive		14/12/2020	14/12/2023	17/17
Member	Ioannis Costopoulos	Non-executive	Independent (Senior Independent Director from 1/7/2021)	14/12/2020	14/12/2023	17/17
Member	Stephen Graham Bentley	Non-executive	Independent	14/12/2020	14/12/2023	17/17
Member	Iordanis Aivazis	Non-executive	Independent	14/12/2020	14/12/2023	17/17
Member	Filippos Kosteletos	Non-executive	Independent	14/12/2020	14/12/2023	17/17
Member	Zulikat Wuraola Abiola	Non-executive	Independent	14/12/2020	14/12/2023	17/17
Member	Kathleen Verelst	Non-executive	Independent (from 30/6/2021)	12/2/2021	14/12/2023	15/17
Member (until 12/2/2021)	Loukas Komis	Non-executive		14/12/2020	12/2/2021	2/17

According to the Company's Code of Business Conduct and Ethics the members of the Board of Directors must avoid any acts or omissions from which they have, or may have, a direct or indirect interest and which conflict or may possibly conflict with the interests of the Company.

The members of the Board of Directors receive remuneration or other benefits, in accordance with the specific provisions of the Articles of Association, the law and the Company's Remuneration Policy.

The remuneration of the members of the Board of Directors is presented in the annual remuneration report and within the present document.

B. Responsibilities of the Board of Directors

Article 86 of the Law stipulates that the Board of Directors is responsible to decide on every aspect concerning the Company's administration, the management of Company's assets and the pursuit of the Company's goals.

The members of the Board of Directors and each third party, who has been granted authority, according to article 87 of the Law, should observe the law, the Articles of Association and the decisions of the General Meeting of the Shareholders when exercising their duties and responsibilities. They should manage the corporate affairs in such a way to promote the interests of the Company, oversee the execution of the decisions of the Board of Directors and the General Meeting of the Shareholders and inform the other Directors of the Board of Directors on the corporate affairs.

The main responsibilities of the Board of Directors are the long-term goal setting of the Company, strategic decision-making, providing the necessary resources to achieve the strategic goals and the appointment of the members of the executive management. The Board of Directors has the responsibility, more specifically, for the following:

- the design of the general strategy and planning of the Company, the approval of the Company's annual budget and business plan, the determination of the Company's performance targets and the monitoring of the efficiency of governance practices followed during the operations of the Company and in large capital transactions, according to the provisions 1 to 24 of Law 4706/2020;
- the selection, appointment and monitoring of the members of executive management and the determination of their compensation by taking into account the Company's interests, as well as the executive management's dismissal and replacement. For this purpose, the Company has created a Human Resources, Remuneration and Nomination Committee (the "**Human Resources, Remuneration and Nomination Committee**");
- the consistency of disclosed accounting and financial statements, including the report of the chartered accountants, the existence of risk evaluation procedures, the supervision and the compliance of the Company's activities to the legislation as in force;
- the monitoring and resolution of conflicts of interest among executive management members;
- the reporting of the Company's activities to its shareholders;

- the adoption and implementation of the Company’s general policy based on the suggestions and recommendations made by the executive management;
- the implementation and supervision of the Corporate Governance framework;
- the monitoring and periodical assessment, at least every three fiscal years, of the implementation and the effectiveness of the Corporate Governance framework, taking appropriate action to address any deficiencies;
- ensures the adequacy and efficient operation of the Company's Internal Audit System through the identification and management of critical risks associated with its business and operations;
- ensures the adequacy and efficient operation of the Company's Internal Audit System by ensuring the completeness and reliability of the data and information required for the accurate and timely determination of the Company's financial condition and the production of reliable financial statements, as well as non-financial reports, according to article 151 of the Law;
- ensures the adequacy and efficient operation of the Company's Internal Audit System by complying with the legal and regulatory framework as well as with internal regulations which govern the operations of the Company;
- ensures that the functions of the Internal Audit System are independent of the business areas, and that they have the appropriate financial and human resources as well as the authority to operate efficiently, as required by their terms of reference;
- ensures that the detailed CV of each member is updated and is posted publicly throughout their term of office, as well as the updated Articles of Association of the Company;
- ensures that there are clear reporting lines and effective allocation of the responsibilities in order for the former to be clear, enforceable and properly documented;
- ensures that the Internal Audit Unit operates effectively; and
- approves the Suitability Policy of the Members of the Board of Directors and makes relevant suggestions to the General Meeting of the Shareholders.

C. Responsibilities of the Chairman, the Chief Executive Officer (CEO) and the Corporate Secretary

Chairman of the Board of Directors: The Chairman of the Board of Directors as a non-executive member, is the supreme executive body of the Company, is responsible for every affair relating to the operations of the Board of Directors and has the overall supervision of its activities. The Chairman exercises his responsibilities provided by the Law, the Articles of Association and the Code. Furthermore, the Chairman promotes the spirit of culture and the constructive dialogue during the work of the Board of Directors, the establishment of good relations between the members while he ensures that the members of the Board of Directors understand satisfactorily the Shareholders’ opinion and communicate effectively with them.

The Chairman collaborates closely with the Chief Executive Officer and the Corporate Secretary for the prompt provision of accurate and clear information to the Board of Directors.

Chief Executive Officer: The Chief Executive Officer is the only executive member of the Board of Directors and is involved in the day-to-day management affairs. He is responsible for the efficient operation of the Company based on current strategic goals, business plans and action plans that have been determined by the Board of Directors.

The Corporate Secretary is responsible *inter alia*:

- for ensuring the participation of newly appointed members in the induction and training procedures that have been adopted for overall supervision of the Company's compliance with any statutory and regulatory requirements;
- for the overall supervision of the Company's compliance with any statutory and regulatory requirements;
- for overseeing the convention and holding of Annual General Meetings, according to the Company's Articles of Association;
- for the direct and smooth exchange of information between the Board of Directors and its various committees as well as the Company's senior executives; and
- for ensuring the immediate, clear and complete information of the Board of Directors.

D. Curriculum vitae of the members of the Board of Directors, Key Management Personnel and Corporate Secretary as well as information on the holding of Shares of the Company

D1. Members of the Board of Directors

Haralambos (Harry) G. David
Chairman (non-executive member)
Mr. Haralambos (Harry) David was elected Chairman of the Board of Directors in November 2006. He has been a member of the Board of Directors since 1999. His career began as a certified Investment Advisor with Credit Suisse in New York. He then served in several executive positions within Leventis Group Companies. Today he holds a position on the Board of A.G. Leventis PLC (Nigeria), the Nigerian Bottling Company Limited, Beta Glass PLC (Nigeria), Pikwik (Nigeria) Ltd. and TITAN Cement International S.A. Mr. David is a member of the TATE Modern's Africa Acquisitions committee. He has served on the Boards of Alpha Finance, PPC (Hellenic Public Power Corporation) and Emporiki Bank (Credit Agricole).

Until 31.12.2021 Mr. David additionally had the following professional commitments outside the Company:

COMPANY	POSITION
Titan Cement International S.A.	Board Member
A.G. Leventis Nigeria Ltd	Board Member
Nigerian Bottling Company Ltd	Board Member
PIKWIK NIGERIA LIMITED	Board Member
Nephele Navigation Inc	Board Member

Torval Investment Corp	Board Member
Adcom Advisory Limited	Board Member
A. G. Leventis Foundation	Chairman of the Olympic Preparation Scholarship Committee
Tate Museum	Member of the Africa Acquisitions Committee
Boval Ltd	Senior Executive

George- Pavlos Leventis
Vice Chairman (non-executive member)
Mr. Leventis was appointed to the Board of Directors of Frigoglass as a non-executive member in April 2014 and currently holds the position of the Vice Chairman. Mr. Leventis is a member of the advisory committee of a family office with investments in listed companies, private equity and real estate. He has previously worked in the fund management business as an equities analyst. He graduated with a bachelor's degree in Modern History from Oxford University and holds a postgraduate Law degree from City University. He is an Investment Management Certificate holder. He is a trustee of the Terra Cypria foundation.

Until 31.12.2021 Mr. Leventis additionally had the following professional commitments outside the Company:

COMPANY	POSITION
8 Kensington Park Road Ltd	Board Member
Adcom Advisory Ltd	Board Member
Leventis Overseas Limited	Senior Executive
Terra Cypria Foundation	Trustee

Nikos Mamoulis
Chief Executive Officer (executive member)
Mr. Mamoulis joined Frigoglass as Chief Financial Officer in October 2013 and was appointed Chief Executive Officer of Frigoglass in July 2015. He has more than 25 years of experience in senior financial positions within different business sectors. Before joining Frigoglass, Mr. Mamoulis was with Coca-Cola HBC for 12 years with his last position being that of Group Financial Controller. He previously also held the Chief Financial Officer position in Lafarge Heracles Group and Boutaris Group. Mr. Mamoulis is a graduate of the Athens University of Economics and Business.

Until 31.12.2021 Mr. Mamoulis had no professional commitments outside the Company.

Philippe Costeletos
Member (independent non-executive)
Mr. Philippe Costeletos was appointed to the Board of Directors in December 2020. He has over three decades of private investment and board governance experience and is the founder of Stemar Capital Partners (SCP), an investment firm focused on building long-term investment platforms. He was formerly Chairman of International of Colony Capital, a global real estate and investment management firm. Previously, he was Head of Europe at TPG, a leading global private investment firm and a member of TPG's Global Management and Investment Committees. Prior to that, Mr Costeletos was member of the Management Committee at Investcorp, a leading manager of alternative investment products. Previously, Mr. Costeletos held positions at JP Morgan Capital, JP Morgan's Private Equity Group and Morgan Stanley. Mr. Costeletos is Senior Independent Director, Chairman of the Remuneration and Conflicts Committees and a member of the Nominations and Valuation Committee of RIT Capital Partners. He is Chairman of Mistral Fertility and a board member of Digital Care, Vangest Group and Generation Home. He is a Senior Advisor to the Blackstone Group. Mr. Costeletos is a member of the President's Council on International Activities at Yale University and the Yale Center for Emotional Intelligence Advisory Board. He graduated magna cum laude with a BA with distinction in Mathematics from Yale University and received an MBA from Columbia University.

Until 31.12.2021 Mr. Costeletos additionally had the following professional commitments outside the Company:

COMPANY	POSITION
Stemar Capital Partners Limited	Founder και Board Member
RIT Capital Partners Plc	Senior Independent Board Member
Poniente Capital Ventures	Board Member
Vangest SA	Board Member
Veritas Intercontinental SL	Board Member
Digital Care Asset Holdings Ltd	Board Member
Generation Home	Board Member
Ontex Group NV	Board Member
Zeno Partners SA	Board Member

Ioannis Costopoulos
Member (independent non-executive)
Mr. Costopoulos was appointed to the Board of Directors in March 2015. Mr. Costopoulos is currently based in London where he is the Managing Director of CCML Ltd, a consulting company he founded in 2017, offering strategic and organisational support to family businesses. He is a member of the Board of Directors of Fourlis Holdings S.A. and Austriacard A.G. in Vienna. From 2004 to 2015, he worked for the Hellenic Petroleum Group. From 2004 to 2006, he was an executive member of the Board of Directors of Hellenic Petroleum Group with

responsibility for the areas of International Business Activities and Strategic Development. From 2007 to 2015, he served as Chief Executive Officer of the Hellenic Petroleum Group and president of several of their subsidiaries. From 1992 to 2003, he held senior management positions, namely: Chief Executive Officer of Petrola SA, Regional Director of Johnson & Johnson Consumer for Central and Eastern Europe and Chief Executive Officer of Diageo-Metaxa in Athens. From 1980 to 1992, he served in the senior management of Booz Allen & Hamilton business consultants in London and Chase Bank in New York and London. He has also been a member of the Board of Directors of the Hellenic Federation of Enterprises (SEV) and the Foundation for Economic & Industrial Research (IOBE) in Athens. He holds a bachelor's degree in Economics from the University of Southampton, U.K. and a master's degree in Business Administration from the University of Chicago.

Until 31.12.2021 Mr. Costopoulos additionally had the following professional commitments outside the Company:

COMPANY	POSITION
Fourlis Fourlis Holdings S.A.	Board Member
Austriacard AG	Member of the Supervisory Board
DMEP Holdco Ltd	Board Member
DMEP (UK) Ltd	Board Member
CCML Consulting Limited	Board Member

Zulikat Wuraola Abiola
Member (independent non-executive)
Miss Wura Abiola was appointed to the Board of Directors in December 2020. She is the Managing Director of Management Transformation, serving clients in the areas of leadership, governance, organizational development, risk management, strategy and public sector policy consulting since 1999. Miss Abiola is the Chair of the FMDQ Debt Capital Markets Development/ Infrastructure Finance Sub-Committee and a Director on the Boards of Beta Glass Nigeria PLC, Appzone Mauritius Ltd and Bookings Africa Nig Ltd. She is also a Senior Lecturer (Adjunct) on organisational development as well as corporate policy at the School of Economics of the University of Lagos. Committed to the development of the Nigerian financial sector, she served on the Nigeria Financial Sector Strategy 2020 Subcommittee on Human Capital Development Strategy. Before 1999, Miss Abiola was a management consultant at McKinsey & Co and project supervisor at Vitol S.A. She holds a B.Sc. in Accounting from the University of San Francisco (summa cum laude), MBA (specializing in the Management of Innovation and Technology) from Imperial College, London University & École Nationale des Ponts et Chaussées in Paris, and Ph.D. in Organizational Behavior (1997) from Imperial College, London University. She also holds a diploma in Environmental Risk Assessment and Management from the Harvard School of Public Health and is an associate member of the International Coach Federation and a certified Global Professional in Human Resources (GPHR) by the Society for Human Resource Management.

Until 31.12.2021 Miss Abiola additionally had the following professional commitments outside the Company:

COMPANY	POSITION
Management Transformation Ltd	CEO
Caledonian Motors Ltd	Board Member
Caledonian Farms Ltd	Board Member
Summit Oil International Ltd	Board Member
AP Capital Ltd	Board Member
Nibra Designs Ltd	Chairman of the Board
Appzone Ltd	Chairman of the Board
Lekoil Ltd	Board Member Member of the Audit Committee
Havek Leadership Academy	Board Member
Dextrapro Ltd	Chairman of the Board
Bookings Africa	Board Member

Iordanis Aivazis
Member (independent non-executive)
Mr. Aivazis was appointed to the Board of Directors in November 2017. He worked at senior positions with Greek and foreign banks in Athens, Greece, and he was Chief Financial Officer and Chief Operating Officer with Hellenic Telecoms (OTE S.A.). Following the acquisition of OTE by Deutsche Telekom (DT), he joined OTE's Board of Directors as an executive member and DT's European Management Board. He was Chair of the Board of Directors of SFS a subsidiary company owned by Bain Capital Credit, while currently he is a Member of the Board of Directors (NED) of Hellenic Petroleum (HELPE) S.A. He is also Chair of the Special Liquidations Committee of the Bank of Greece, while for the period 1/3-31/12/21 he was also a member of the Executive Board of the Hellenic Financial Stability Fund (HFSF). He graduated from Athens University with a degree in Economics (Department of Politics and Economics). He completed his postgraduate studies at the University of Lancaster (UK) where he obtained a Postgraduate Diploma in Economics and a Master of Arts (M.A.) in Marketing and Finance.

Until 31.12.2021 Mr. Aivazis additionally had the following professional commitments outside the Company:

COMPANY	POSITION
Hellenic Petroleum (HELPE) S.A.	Board Member Member of the Audit Committee

	Chairman of NomCoRomCo
Special Financial Solutions (SFS)	Chairman of the Board
Bank of Greece Special Liquidations Committee	Chairman of the Committee
Hellenic Financial Stability Fund (HFSF)	Member of the Executive Board

Stephen Graham Bentley
Member (independent non-executive)
Mr. Bentley was appointed to the Board of Directors in November 2017. Mr. Bentley is a Chartered Accountant (with bachelor's degree (Hons) in Accountancy) who has over thirty years' experience as Chief Financial officer of publicly quoted and private equity backed businesses in the United Kingdom. Mr. Bentley was previously Group Finance Executive of Tricentrol PLC, which was a British independent Oil & Gas exploration and development company and was quoted in London and New York. In addition, he has been Group Finance Director of several companies quoted in London, namely Ellis & Everard PLC, a chemical distributor in the United Kingdom and in the United States; TDG PLC, a leading logistics company in the United Kingdom with operations in continental Europe; and Brunner Mond PLC, a medium sized chemical manufacturer with production in the United Kingdom, the Netherlands and Kenya where he led the company's initial public offering of shares. Subsequently, Mr. Bentley worked with a private company as a Group Finance Director and helped with the sale of James Dewhurst Limited to a large Belgian textile group. Latterly, Mr. Bentley joined the Board of Directors of Frenkel Topping Group, an independent financial advisor and fund management business, which is quoted on AIM of the London Stock Exchange. He retired his executive responsibilities in early 2020. He is a Fellow of the Institute of Chartered Accountants and qualified with Whinney Murray & Co (now Ernst & Young) in London. He is also a Fellow of the Association of Corporate Treasurers.

Until 31.12.2021 Mr. Bentley had no professional commitments outside the Company.

Kathleen Verelst
Member (independent non-executive)
Kathleen Verelst is a member of the Frigoglass Board since February 2021. Based in London, she is a Senior Investment/Divestment Advisor for Unibail Rodamco Westfield (URW), a premier global developer, owner and operator of flagship shopping destinations. Prior to joining URW, Kathleen was a Managing Director and Senior Advisor with Morgan Stanley in the Investment Banking Division both in London and New York. For over 22 years, she advised clients on complex financial restructurings, real estate transactions as well as originated and underwrote large real estate financings. Kathleen started her career as a lawyer in New York working in the Real Estate Department of Shearman & Sterling and Cleary Gottlieb Steen & Hamilton. Kathleen graduated magna cum laude from the law faculty of the University of Leuven (Belgium) and obtained an LL.M (Master of Laws) of the University of Michigan, Ann Arbor. She is a member of the New York Bar.

Until 31.12.2021 Mrs Verelst additionally had the following professional commitments outside the Company:

COMPANY	POSITION
Unibail Rodamco Westfield	Senior Investment/Divestment Advisor

D2. Key Management Personnel

Darren Bennett-Voci, Glass Division Director
Darren was appointed Glass Division Director in March 2016, based in Lagos, Nigeria. Darren is a multilingual senior executive with 24 years of experience in the container glass industry. He has operated in a wide variety of business environments, cultures and countries, in Europe, the Middle East and Africa. Prior to joining Frigoglass, he held various roles in Sales and Marketing at Owens-Illinois, in the UK, Poland, Italy and Switzerland. Darren joined Frigoglass in June 2012 as Commercial Director – Glass, based in Dubai. He is Managing Director of the two Frigoglass entities in Nigeria, Frigoglass Industries (Nigeria) Ltd. (crates, crowns & ICM services) and Beta Glass plc (container glass) which is listed on the Nigerian Stock Exchange (NGX). He holds a Master in Advanced European Studies from the Collège d'Europe in Warsaw, and is a member of the Institute of Directors Nigeria.

Costas Dintsios, Frigoserve Director
Costas was appointed to the position of Frigoserve Director in September 2018. He has extensive knowledge and experience in B2B commercial, Services and Supply Chain. He holds a Bachelor's Degree in Mechanical Engineering and a Master's Degree in Industrial Management, both from Aristotle University of Thessaloniki. Prior to joining Frigoglass, Costas held several general management roles in Ingersoll Rand.

Emmanouil Metaxakis, Group Chief Financial Officer
Emmanouil was appointed to the position of Group Chief Financial Officer in April 2021. He has joined Frigoglass in June 2010 as Financial Planning and Analysis Supervisor and has a proven track record and broad experience gained from senior financial positions within Frigoglass. Prior to joining Frigoglass, Manos spent five years with Deloitte management consulting. He holds a Bachelor in Business Administration from the University of Piraeus and a Master in Corporate Finance from SDA Bocconi.

Emmanouil Souliotis, Group HR Director
Manolis was appointed Group HR Director in July 2014. He joined Frigoglass in November 2003 as Human Resources Manager for the Romanian operations. He has more than 18 years of experience in human resources leadership positions within different countries and operations, having developed sound business acumen and deep operational knowledge. Before joining Frigoglass, he worked in AB Vassilopoulos, Human Resources department in various functions such as recruitment, staff training and employee benefits. Manolis holds a Bachelor in Business Administration from the University of Sunderland.

D3. Corporate Secretary- Theodore Rakintzis

Mr. Theodore Rakintzis is a partner in Kyriakides-Georgopoulos Law Firm (“**KG**”) with expertise on banking and finance, capital markets, M&A and real estate law. He has led KG's practice during the last decade in breakthrough transactions with transnational elements including the relisting of Coca-Cola Hellenic to the LSE and the relocation of its seat from Athens to Switzerland, the relisting of Titan Group to Euronext Brussels and Paris and its secondary listing in ATHEX and the acquisition of companies in Turkey, the USA, the UAE and Europe by the Frigoglass Group. His banking and finance expertise includes representing banks and financial institutions as well as corporate borrowers in complex financing structures as well as NPL portfolio acquisitions. He is also a member of KG’s Private Wealth Structuring Practice Group. Having long established experience in advising family offices and individuals on aspects, such as inheritance and succession planning, wealth structuring, asset transfer and asset protection and establishment of trusts and being further involved in many projects related with Art Law and non-for-profit organizations, he has published various articles in the international business legal press and is actively participating as key speaker in international conferences. He is a graduate of the Law School of the University of Athens and holds a postgraduate law degree (LLM) from the University of Cambridge (St. John’s College). He is a member of the Athens Bar Association.

D4. Information on the holding of shares of the Company by members of the Board of Directors and Key Management Personnel

The following table lists the shares of the Company that are held directly by each member of the Board of Directors:

Board Members	Company Shares
Haralambos (Harry) G. David	205.890
George Pavlos Leventis	-
Nikolaos Mamoulis	-
Ioannis Costopoulos	-
Stephen Graham Bentley	-
Iordanis Aivazis	-
Filippos Kosteletos	-
Zulikat Wuraola Abiola	-
Kathleen Verelst	-

While the following table lists the shares of the Company that are directly held by its Key Management Personnel:

Senior Managers	Company Shares
Nikolaos Evangelou[1]	1.000.000
Darren Bennett-Voci	-
Costas Dintsios	-
Emmanouil Metaxakis	-
Emmanouil Souliotis	-

[1]. Mr. Nikolaos Evangelou by the time this report was finalised had left the company

E. Remuneration of the members of the Board of Directors

E1. Remuneration Policy

The Company has established, maintains and applies core principles and rules in determining the remuneration of the members of the Board of Directors, which contribute to its business strategy, long-term interests and sustainability and are summarized in the Company's Remuneration Policy.

This Remuneration Policy was approved by virtue of the Extraordinary General Meeting's resolution of the shareholders of the Company dated 14.12.2021, replaces the remuneration policy approved by virtue of the Annual General Meeting of shareholders of the Company dated 24.6.2019 and is valid for four (4) years from its approval.

The Remuneration Policy considers European best practice for listed entities, whilst reflecting the current remuneration arrangements of the members of the Board of Directors and specific circumstances within the Company. In addition, the Remuneration Policy takes into consideration the provisions of the Company's Articles of Association, the Code and the Company's Internal Regulation of Operation.

The Remuneration Policy applies to the remuneration of all members of the Board of Directors and it aims at ensuring that the Company is remunerating them on the basis of the Company's short and long-term business plan, so as to continue to win, to be different and to create pioneering solutions that foster better lives, through teamwork, responsibility, ethos and excellence.

The Remuneration Policy sets out details of both:
(i) the current rights and obligations and
(ii) the terms under which future remuneration may be offered to current and/or new members during the term.

The level of fixed pay – salary and board fees – for both executive and non-executive members of the Board of Directors is established on the basis of paying fair and reasonable remuneration for the best and most appropriate person for the role, taking into account the level of responsibility, as well as the knowledge and experience required to deliver upon expectations, while ensuring that the Company pays no more than is necessary, always supporting its longer-term interests and sustainability.

The Remuneration Policy provides for variable compensation arrangements for the executive member of the Board of Directors to further align the executive member's interests with those of the Company as the performance conditions used will be based on indicators of the long-term success and sustainability of the Company.

The remuneration of non-executive members of the Board of Directors is not comparable to the structure of remuneration for the employees and executive member of the Company.

The Remuneration Policy is available on the Company's website at the address https://www.frigoglass.com/el/corporate-governance/.

E2. Remuneration of the members of the Board of Directors/ Remuneration Reports

For fiscal period 1.1.2021 – 31.12.2021, the remuneration paid to the members of the Board of Directors is the one provided in the current Remuneration Policy.

The most recent approved remuneration report of the members of the Board of Directors (fiscal year 2020) has been drawn up in accordance with article 112 of the Law, as well as with the Company's Remuneration Policy that was approved on 24.6.2019. It was discussed at the Company's Annual Ordinary General Meeting, dated 30.6.2021, where shareholders representing 54.62% of the share capital attended, while the percentage of votes "IN FAVOUR" amounted to 99.90% of the shareholders present.

The remuneration paid to the Company's members of the Board of Directors for the fiscal period 1.1.2020-31.12.2020 include both a fixed as well as a variable part, aiming at aligning them to the Company's business growth and effectiveness.

The 2020 remuneration report is available through the Company's website www.frigoglass.com, while the respective report for 2021 will be posted following its approval during 2022.

F. Operation of the Board of Directors / Suitability Policy

F1. Operation of the Board of Directors and decision-making process

By virtue of the decision of the Board of Directors dated 23.11.2021, the Board of Directors Charter was approved. The Board of Directors Charter describes it's overall operation, specifically the way it convenes, takes decisions as well as the processes it follows.

At the beginning of each calendar year, the Board of Directors adopts a meeting calendar and an annual action plan, which is reviewed according to the developments and needs of the Company, to ensure the correct, complete, and timely fulfillment of its duties, as well as all matters of examination on which it makes decisions.

The Board of Directors shall meet at the registered offices of the Company or alternatively abroad and specifically at a place where the Company operates through a subsidiary, whenever so required by the law or the needs of the Company. During 2021 a total of seventeen (17) Board of Directors meetings were held.

The items on the agenda of the Board of Directors meetings are notified to its members beforehand, enabling the members who are unable to attend to comment on the items to be discussed. The Board of Directors may meet by teleconference with respect to some or all of its members, in accordance with paragraph 4 of article 90 of the Law. In this case, the invitation to the members of the Board of Directors shall contain the information and technical instructions necessary for their attendance at the meeting.

The Board of Directors is in quorum and meets validly when half (1/2) of the members plus one are present or represented, provided that no fewer than three (3) members are present. To find the quorum number the resulting fraction is omitted.

The Board resolves validly by absolute majority of the members who are present (in person) and represented, except for occasions where the Articles of Association provide for an increased majority. In case of a draw, if the voting is carried out by roll-call, it is repeated, while if it is secret, the decision is postponed. In case of personal matters the Board resolves with a secret vote by ballot. Each member has one vote, whereas when he represents an absent member, he has two (2) votes. The members of the Board of Directors ensure that they do not abstain from meetings of the Board of Directors without a substantial reason.

For certain cases such as the drafting of the Company's financial statements and meetings of the Board of Directors on items of the agenda that require the approval of the General Meeting of Shareholders with increased quorum and majority, the Board of Directors is in quorum when at least two (2) independent non-executive members are present. In the meetings where the agenda includes items that require the approval of the General Meeting of Shareholders with increased quorum and majority, all the members of the Board of Directors must either participate in person or being represented. In case an independent member is unjustifiably absent from at least two (2) consecutive meetings of the Board of Directors, he/she is technically considered as resigned. This resignation is confirmed by the Board of Directors which should replace the member. The Company submits the minutes of the meeting of the Board of Directors or the General Meeting of Shareholders to the Hellenic Capital Market Commission, when the subject of the meeting is the composition or the term of the Board of Directors, within twenty (20) days from the date of the meeting.

The operation of certain actions demands a special resolution of the Board of Directors, requiring the unanimous vote of the present and the represented members of the Board of Directors. These actions are the following:

- the selling and purchasing of the Company's fixed assets as well as any mortgaging, pawning, or encumbrance over the Company's fixed assets and guarantees in favor of third parties;
- the granting of credit by the Company that do not exceed the limits of the Company's current transactions with third parties, subject to articles 99 and 100 of the Law;
- the payment of the remuneration or compensation owed to the members of the Board of Directors, provided these have been approved by the General Meeting of the Shareholders, in accordance with the provisions of the Law; and
- discharging of all or some of the authorities of the Board of Directors related to the administration, management and representation of the Company, to one or more persons regardless of whether these persons are Board of Directors members or not.

The actions requiring a special resolution of the Board of Directors are described in the Company's Chart of Authorities.

According to the Company's Articles of Association, the Board of Directors may assign, by virtue of its decision, the exercise of all or some of its powers, which are related to the Company's management, the administration and representation of the Company to one or more individuals, regardless of the fact that these individuals are members of the Board of Directors or not. The Board of Directors should determine the responsibilities of these individuals.

The Company's rules of engagement and representation are determined by the Board of Directors. Two authorized signatories are always required. The signatures are posted together and independently of the position, and they belong to individuals that have been appointed by the Board of Directors as authorized signatories.

F2. Suitability Policy of the members of the Board of Directors

In the context of compliance with Law 4706/2020, the Company adopted a Suitability Policy for the members of the Board of Directors. The current version of the Suitability Policy valid at 31.12.2021, was approved by the Extraordinary General Meeting of the Company's shareholders dated 14.12.2021, after relevant approval by the Board of Directors, and replaced the policy approved by virtue of the Annual General Meeting of the Company's shareholders dated 30.6.2021 .

The Suitability Policy determines the criteria of individual and collective suitability that must be met by the members of the Board of Directors. The members of the Board of Directors must meet the eligibility criteria based on the needs of their role both during the selection, replacement and renewal of their term of office and throughout their term of office.

Both during the initial adoption and during the updating of the Suitability Policy, the Board of Directors checked its completeness and effectiveness. It confirms, as discussed at its meeting of 11.04.2022, the policy's full implementation in its entirety by the Company and its bodies and compliance with all its content on 31.12.2021.

G. Diversity Policy and Criteria

The Company acknowledges that in an era in which flexibility and creativity are key to competitiveness, promoting diversity in both the Board of Directors and the senior executive positions is particularly significant for engendering its further business growth. The Company also acknowledges that diversity may boost the potential for accessing a greater range of solutions to issues of business strategy and increasing its competitive advantage.

To this end, the Company has in place and applies a Diversity Policy, in order to promote an appropriate level of diversity within the Board of Directors and a diverse group of members. The Diversity Policy concerns, in addition to the members of the Board of Directors, the senior executives including specific goals of representation by gender.

By gathering a wide range of qualifications and skills during the selection of the members of the Board of Directors and for senior executive positions, the diversity of views and experiences for sound decision-making are ensured. The Diversity Policy's purpose in not only to provide equality and fairness among the members of the Board of Directors and the senior executives, but also to prevent all forms of unlawful discrimination.

Based on the best practices, the Board of Directors publishes the details in relation to its composition in order to promote its diversity and highlight how the management skills and qualifications are aligned with the strategy of the Company. The Board of Directors of the Company is comprised by a wide range of members with diverse, but supplementary skill groups, in order to have a good performance. It has an open and transparent culture, with respect towards different approaches and views, which is representative of the values of the entity. In addition, it is progressive and thoughtful, while, at the same time, it promotes prudent risk taking. The members of the Board of Directors must encourage the diversity of thoughts and ideas in the decision – making process, by maintaining an open environment, where every member feels valued and receives the respect of the other members for his/hers personal capabilities and beliefs.

In this context, sufficient gender representation is also provided for, at a twenty five per cent (25%) on the total number of the members of the Board of Directors, while all the necessary measures in order to exclude discrimination on grounds of sex, race, color, ethic or social origin, religion or beliefs, wealth, birth, disability, age or sexual orientation are taken.

The Company aims to facilitate the broader possible participation of women in the Board of Directors and senior executive positions where feasible, always in accordance with the requirements and opportunities in each one of its business units. Until 31.12.2021, the Company:

1. complies with the statutory limit of gender representation in the Board of Directors and
2. has set also the target that women will represent 5% of executives by the end of 2024 in senior management positions.

In addition, the balance of all diversity parameters applicable to the Board of Directors is taken into account during the evaluation of the Board of Directors.

4.5. Information regarding the composition and operation of the other management, administrative or supervisory bodies or committees of the Company

A. Audit Committee

The Audit Committee is responsible for the efficient and independent execution of internal and external audits in the Company and the communication between the Auditors and the Board of Directors. In addition, the Audit Committee operates in the interest of the shareholders and investors of the Company.

The Audit Committee may be comprised of:

- non-executive members of the Board of Directors (Board of Directors Committee), appointed by the Board of Directors itself; or
- non-executive members of the Board of Directors and other third parties (an independent committee) appointed by the General Meeting of the Shareholders; or
- third parties only (fully independent committee) appointed by the General Meeting of the Shareholders.

The General Meeting of the Shareholders decides upon the nature of the Audit Committee, its term, the number and role of its members, while always consists of at least three (3) members. The majority of the Audit Committee's members must be independent in accordance with the provision of paragraph 1 (d) of article 44 of Law 4449/2017 and article 9 of Law 4706/2020. The Audit Committee meets at the registered offices of the audited entity or where its Articles of Association provide, in accordance with article 90 of the Law. Discussions and resolutions of the Audit Committee are recorded in minutes and signed by all present members, according to article 93 of the Law.

According to Article 44 of Law 4449/2017, as in force, the Company has established and operates an Audit Committee which is, *inter alia*, responsible to:

- Inform the Board of Directors about the statutory audit results and explain the statutory audit's contribution to the integrity of the provision of financial information, as well as the Committee's role in the relevant procedure.
- Monitor the financial reporting process, be informed by Management on the progress, the procedure and timeline of the financial statements' preparation, and submit recommendations or proposals in connection with the assurance of its integrity.
- Monitor the effectiveness of the internal audit, quality control and risk management systems, as well as the department of internal audit, regarding the financial reporting of the Company, without breaching the latter's independence.
- Discuss with the statutory auditors (before the audit commences) the nature, scope and plan of the audit, and provide recommendations, if necessary.
- Monitor the statutory audit of the annual and consolidated financial statements, taking into account any findings or conclusions by the Hellenic Accounting and Auditing Standards Oversight Board (henceforth "**ELTE**"), and be updated by Management and the statutory auditor during the preparation and the audit of the financial statements.
- Discuss issues and reservations arising from the interim and final audits, and any matters the statutory auditor may wish to discuss (in the absence of Management, where necessary).
- Oversee the statutory auditor's compliance with the reporting requirements specified in Articles 10 and 11 of Regulation (EU) 537/2014.
- Review the annual financial statements, before their submission to the Board of Directors, focusing particularly on:
    - any changes in accounting policies and practices;

- major judgmental areas;
- significant adjustments resulting from the audit;
- the going concern assumption;
- compliance with accounting standards;
- compliance with the capital markets legal framework and the applicable legislation.

- Submits reports to the Board of Directors with regard to the areas of its responsibility and in particular the fields where, upon its review, it considers that there are material issues related to the financial reporting and the management's reaction to tackle those issues.

- Assume responsibility for the statutory auditor's selection procedure. The Committee shall submit a recommendation to the Board of Directors for the appointment of an audit firm, including at least two choices, with a reasoned preference for one. The Committee shall state that its recommendation is free from influence by a third party.

- Ensure that transparent and non-discriminatory selection criteria have been determined for the invitation of auditing firms to the tendering process.

- Be able to demonstrate to ELTE, upon request, that the selection procedure was conducted in a fair manner.

- Validate Management's report on the conclusions of the selection procedure, taking into account findings or conclusions of any inspection reports published by ELTE.

- Review and monitor the independence of the statutory audit firm and the appropriateness of the provision of permissible non-audit services.

- Develop an appropriate policy regarding the provision of permissible non-audit services, including a monitoring mechanism concerning the fee cap for non-audit services (i.e. 70% of the previous 3 consecutive financial years' audit fees).

- Formally pre-approve all permissible non-audit services, after having properly assessed the threats to independence and the safeguards applied.

- Hold discussions with the audit firm concerning threats to its independence and applicable safeguards, if the total fees received from the Company represent more than fifteen (15) percent of the total audit firm's fees.

- Monitor the compliance with the requirements regarding the cooling-off period prior to the employment of former statutory auditors as part of the Company's management or governance bodies.

- Assess the staffing, structure and independence of the Internal Audit Unit and, if necessary, provide recommendations to the Board of Directors. The Internal Audit Unit is under the authority of the Committee and submits regular reports regarding its activities.

- Review the annual internal audit plan, receive summaries of internal audit reports and Management's response, and ensure co-ordination between the internal and external (i.e. statutory) auditors.

- Meet regularly with the Head of Internal Audit, who is functionally subordinated to it and is appointed by the Board of Directors after Committee’s proposal and discuss any challenges faced in the course of internal audits. The Head of the Internal Audit submits to the Committee the annual audit plan and the requirements of the necessary resources, as well as the implications of the resource limitation or the audit work of the unit in general.
- Review the effectiveness of the Company’s corporate governance and internal control systems, and in particular review the external auditor’s management letter and Management’s response.
- Be informed about any conflicts of interest by the Internal Audit Unit.
- Identify the organizational units and Subsidiaries that will be included in the assessment of the Company's Internal Audit System.
- Give assignment order for the project of the assessment of the Company's Internal Audit System to an independent evaluator while together with the Board of Directors receives the relevant report of the assessment results. At the same time, during the assessment, the process of monitoring by the Commission the effectiveness of the Internal Audit System is evaluated.
- Propose the Internal Audit Charter for approval to the Board of Directors.
- Monitor and approve the internal audit schedule which is developed by the Internal Audit Unit.
- Monitor the Anti-Corruption program and practices of the Company along with the Company’s management and the Internal Audit Unit.
- Receive at least every three (3) months reports from the Internal Audit Unit with its proposals within the framework of its duties, which the Committee presents and submits together with its observations to the Board of Directors.
- Receive quarterly reports of the Internal Audit Unit to the audited units with findings regarding the risks arising from them, suggestions for improvement as well as opinions from the audited units, agreed actions, if any, or acceptance of the risk of non-action by them, the limitations in the scope of its audit, if any, the final proposals of internal audit and the results of the response of the audited units of the Company.
- Review the Company’s IRO to ensure its compliance with the relevant law requirements and submit it for approval to the Board of Directors.
- Ensure compliance with corporate governance requirements regarding Board of Directors composition.
- Adopt and revises the present IRO which should remain available on the Company's website.
- Submit an annual report of actions to the annual General Meeting of the Company’s shareholders, describing its actions and all matters discussed, including the description of the sustainable development policy of the Company.
- Consider other relevant topics, as appropriate.

- Approve the annual action plan of Compliance and monitor its implementation.

The current Audit Committee was appointed by virtue of the Extraordinary General Meeting of the Company's Shareholders dated 14.12.2020 as independent in accordance with the provisions of article 44 of Law 4449 / 2017, as amended by Law 4706 / 2020, and consists of a total of three (3) members and specifically of two (2) Independent Members of the Board of Directors and one (1) third party (non-member of the Board of Directors).

The members of the Audit Committee are in their entirety independent from the Company, in accordance with paragraph 1 (d) of article 44 of Law 4449/2017 as amended by Law 4706/2020 and Article 9 of Law 4706/2020.

The Audit Committee is valid if at least two of its members are present, one of whom will be its Chairman. During the year 2021, the Audit Committee met a total of six (6) times. These meetings were scheduled in such a way as to coincide in time with the process of publishing the Company's financial information. The composition of the Audit Committee throughout 2021 was as follows:

Title	Name	Executive/ Non-Executive	Independence	Board Member Attendance in 2021
Chairman	George Samothrakis	Third Party (non-member of the Board of Directors)	Independent	6/6
Member	Zulikat Wuraola Abiola	Non-executive member	Independent	6/6
Member	Stephen Bentley	Non-executive member	Independent	6/6

All of the above members have sufficient knowledge and hold substantial past experience in senior financial positions and other comparable experience in corporate activities.

Finally, as already mentioned, Mr. George Samothrakis fulfils the requirements provided by law regarding the requisite knowledge of accounting and auditing.

The Audit Committee shall meet whenever this is deemed necessary and in no circumstances less than four times a year. It must also hold at least two meetings attended by the Company’s regular auditor, without the presence of the members of the management.

Within 2021, the Audit Committee considered a wide range of financial reporting and related matters in respect of the 2020 annual financial statements and the 2021 half-year financial information.

The Audit Committee also reviewed any significant areas of judgment that materially impacted reported results, key points of disclosure and presentation to ensure the adequacy, clarity and completeness of the financial statements and the financial information, and the content of results announcements prior to their submission to the Board of Directors. The Audit Committee also considered reports from PwC on their annual audit of 2020 and their review of the 2021 half year Board of Directors report that forms part of the statutory reporting obligations of the Company.

Moreover, in 2021, the Audit Committee has:

- reviewed the results of the audits undertaken by Internal Audit and considered the adequacy of management's response to the matters raised, including the implementation of any recommendations made;
- reviewed the effectiveness of Internal Audit, taking into account the views of the Board of Directors and senior management on matters such as independence, proficiency, resourcing, and audit strategy, planning and methodology;
- reviewed regular reports on control issues of major level significance, as well as details of any remedial action being taken. It considered reports from Internal Audit and PwC (for 2021) on the Company's systems of internal control and reported to the Board of Directors on the results of its review.

Further information is provided in the detailed Audit Committee Activity Report.

B. Human Resources, Remuneration and Nomination Committee

The Human Resources, Remuneration and Nomination Committee consists of at least three (3) non-executive members of the Board of Directors, at least two of which are independent non-executive members. The Human Resources, Remuneration and Nomination Committee is responsible for establishing the principles that govern the Company's human resources policy, on which the management relies on making its decisions and exercising its relevant responsibilities.

More specifically, its duties are – *inter alia* - to:

- Submit proposals to the Board of Directors regarding the remuneration package (salary and benefits) of the Chief Executive Officer of the Company.
- Review and submit proposals to the Board of Directors (and through the Board of Directors to the General Meeting of Shareholders, where applicable), regarding the granting of stock option programs.
- Review and submit proposals to the Board of Directors regarding the total amount of the annual remuneration and benefits of persons falling within the scope of the Remuneration Policy and the executives of the Company, in particular the Head of the Internal Audit Unit.
- Regularly review the salary of the executive members of the Board of Directors and other terms of their contracts with the Company, including the compensation in case of departure and the pension arrangements.
- Submit proposals to the Board of Directors regarding the Remuneration Policy that is submitted for approval to the General Meeting as well as any business policy in relation to remuneration.

- Review the information contained in the final draft of the annual remuneration report, providing its opinion to the Board of Directors, before submitting the report to the General Meeting.
- Establish the principles of the human resources policy of the Company, which shall guide the decisions and actions of the management.
- Review and process matters which are relevant to the human resources.
- Provide its assent for the recruitment or the replacement of the members of the Senior Management of the Company, which assist the Chief Executive Officer (CEO) of the Company.
- Establish the principles of the social corporate responsibility policies of the Company.
- Identify and propose to the Board of Directors persons suitable for the acquisition of the status of the member of the Board of Directors taking into account the adequate representation by gender, as defined in the diversity policy adopted by the Company.
- Take into account the factors and criteria determined by the Company in accordance with the Suitability Policy, for the selection of candidate members of the Board of Directors.
- Prepare a whole plan of succession of the Chief Executive Officer (CEO), taking care to identify the quality characteristics that the Chief Executive Officer (CEO) should have, to monitor and identify potential internal and external candidates as well as for the dialogue with the Chief Executive Officer (CEO) regarding the evaluation of candidates for his position but also for other positions of the senior management.
- Prepare a plan for filling positions and succession for the members of the Board of Directors as well as other senior executives of the Company.
- Review periodically and consistently the renewal needs of the Board of Directors in order to achieve the required changes in the composition or the skills and to maximize the efficiency and the collective suitability of the Board of Directors.
- Provide an effective contribution in preparing and monitoring the implementation of the Company's Suitability Policy and make relevant recommendations to the Company for the review of its design and implementation.
- Be in charge of the annual assessment process of the Board of Directors as well as the evaluation of its Chairman but also assist in finding an external consultant for the evaluation process as above at least every three years.
- Guide the Board of Directors regarding the annual assessment of the performance of the Chief Executive Officer (CEO) of the Company.
- Announce the results of the assessment of the members of the Board of Directors to the latter collectively for further discussion.

The current Human Resources, Remuneration and Nominations Committee, based on the decision of the Board of Directors dated 15.12.2020, consists of three (3) non-executive members of the Board of Directors and at least two (2) independent non-executive members.

During the year 2021, the Human Resources, Remuneration and Nominations Committee held six (6) meetings. The composition of the Committee on Human Resources, Remuneration and Nominations throughout 2021, as it emerged from its decision of [5.3.2021] on the formation into a body, was as follows:

Title	Name	Executive/ Non-Executive	Independence	Board Member Attendance in 2021
Chairman	Iordanis Aivazis	Non-executive member	Independent	6/6
Member	George Pavlos Leventis	Non-executive member		6/6
Member	Ioannis Costopoulos	Non-executive member	Independent	6/6

The Chief Executive Officer, upon invitation, and HR Director shall normally attend the meetings of said Committee, except when discussions are conducted concerning matters affecting them personally.

The Group HR Director acts as the Secretary of the Human Resources, Remuneration and Nominations Committee.

C. Investment Committee

The investment committee (the "**Investment Committee**") is responsible for providing recommendations to the Board of Directors with regards to strategic and business development initiatives, as well as for evaluating and suggesting to the Board of Directors new investment opportunities and/or Company expansion, according to the strategy of the Company.

Moreover, the Investment Committee is also responsible for evaluating significant opportunities for business development and expansion through acquisitions and/ or strategic partnerships. The current Investment Committee is appointed by the Board of Directors, by virtue of its decision dated 15.12.2020, and consists of three (3) members, two (2) of which are non-executive.

During the year 2021, the Investment Committee held two (2) meetings. The composition of the Investment Committee throughout 2021, as it emerged from its 15.09.2021 decision on formation into a body, was as follows:

Title	Name	Executive/ Non-Executive	Independence	Board Member Attendance in 2021
Chairman	Haralambos (Harry) G. David	Non-executive member		2/2
Member	Nikolaos Mamoulis	Executive member		2/2
Member	Filippos Kosteletos	Non-executive member	Independent	2/2

4.6. Evaluation of the suitability and effectiveness of the Board of Directors and its committees

In 2021, according to the Company's internal policies and the Code, the Board of Directors of the Company performed for the first time a suitability assessment of the Board of Directors and its committees as well as an internal effectiveness evaluation of the Board of Directors and its committees, including the effectiveness of the Chairman, the Chief Executive Officer as a Board member, the members of the Board of Directors at an individual level and the Board Secretary. The above were effected through self & peer-to-to-peer evaluation online questionnaires, tailored made for the Company in accordance with its Suitability Policy and global best practices for listed companies.

The evaluation included an individual and collective assessment of the Board of Directors in various areas (such as Strategy and Business Plan, Risk Management and Internal Controls, Board Dynamics and Communication, Evaluation of Board committees effectiveness) as well as leadership & interpersonal skills, professional skills & experience. It also focused on areas potentially required for further training and development and also aimed towards identifying the critical skills that need to be developed or acquired.

The outcome of the aforementioned evaluation was satisfactory, meeting the market standards expected in terms of leadership and interpersonal and professional skills and experience. It also indicated that the Board of Directors is a professional Board functioning well in challenging circumstances, with some areas of improvement in relation to long-term strategic focus, enhancement of process in CEO & ExCom succession planning, focus on ESG and Sustainability, Board induction and continuous education, enhancement of Committees effectiveness.

It also concluded on the several areas of focus, further development and training such as innovation, vision, Cyber Security/Data Security, Digital Transformation, ESG & Business Sustainability, Global Product Development - Strategy and Engineering, HR Strategy & Organizational Management, Information Technology & Innovation, and ESG.

4.7. Communication with Shareholders

Frigoglass recognizes the importance of the effective and timely communication with shareholders and the wider investment community. The Company maintains an active website www.frigoglass.com which is open to the investment community and to its own shareholders; the site features this Code, as well as a description of the Company's corporate governance, management structure, ownership status and all other information useful or necessary to shareholders and investors. Finally, Frigoglass also communicates with the investment community through its participation in a number of conferences and meetings held in Greece and abroad and the schedule of conference calls.

4.8. Internal Audit System (IAS)

A. Main Features of Internal Audit System (IAS)

Internal Audit System (**"IAS"**) consists of a set of policies, procedures and control mechanisms as well as tasks and behaviors implemented by the Board of Directors, the senior executives and the staff of the Company to ensure its smooth and efficient operation.

Establishment of the IAS aims to:

- assure operational efficiency and effectiveness by using human and material resources efficiently,
- identify existing and potential enterprise risks;
- implement a reliable framework for financial information and production of administrative reports;
- encourage compliance with legal and regulatory framework, internal regulations and the Code of Business Conduct and Ethics;
- protect reputation and maintain a positive attitude towards the Company in order to defend the interests of its shareholders, investors and employees; and
- ensure the efficient and effective use of information systems for operational support and secure the keeping and processing of data.

The strategic objectives, the organizational structure and the environment in which the Company operates depend highly on internal and external fluctuating and volatile factors. This makes volatile also the context of business risks that the Company is required to manage. In order to safeguard the interests and ensure the business continuity, the Company establishes an adequate and effective IAS, which requires periodic reassessment of the nature and extent of risks faced through the Company's operations.

The main purpose for the establishment of the Internal Audit System is the creation of effective structures and procedures that allow the achievement of strategic objectives, while supporting effective Corporate Governance and business risk management. For this purpose, and within the IAS framework, the Board of Directors is informed through reports upon the business activities, the results and the forecasts. Senior executives and the Board of Directors are informed through the provision of an independent, objective assurance by the Internal Audit Unit upon all operational issues and upon the promotion of its strategic initiatives.

The Board of Directors is in charge of corporate governance, which is achieved through its actions and behaviors as well as, through the functions of top management and Internal Audit.

B. Components of the Internal Audit System (IAS)

The Internal Audit System (IAS) consists of the following five interrelated components:

- Control Environment;
- Risk Management;

- Internal Controls;
- Information & Communication;
- Monitoring.

Each of the abovementioned components is described in detail below:

i. Control Environment

The control environment is the steppingstone of the Company's IAS. It consists of the decisions and actions of the Board of Directors and the top management regarding risk management and acts as a pillar to achieve the fundamental objectives of the IAS. The control environment is fundamental for the business strategy development, for setting the corporate goals, the way the Company operates as well as setting the process of identification, evaluation and management of enterprise risks. Hence, it affects the design and operation of internal controls and safeguards, the information and communication systems, as well as the IAS's monitoring mechanisms.

The control environment consists of multiple sub-elements that determine the overall management and operation style of the Company:

- Organizational Structure: provides the framework for planning, executing, controlling and supervising activities and includes the establishment of basic structures and reporting lines of the Company;
- Discharge of responsibilities: explicit powers should be granted, and a strict segregation of duties is applied between the staff and the management of the Company;
- The Board of Directors operates independently from management and supervises the effective implementation of IAS principles;
- Integrity, ethical values and management behavior: The Company demonstrates a commitment to establishing strict standards of integrity, ethics and conduct for the employees;
- Human Resources policies and procedures: The human resources management is determined by a strict framework of policies and procedures (such as Remuneration Policy, training plan, etc.) demonstrating the commitment of top management to the ongoing evolution of collective knowledge and the development of acceptable standards of conduct.

ii. Risk Management

An effective enterprise risk management framework is fundamental for the IAS. The Company's risk management framework is based on the nature and extent of the risks it faces, the risk appetite set by the Board of Directors, the risk profile, the Company's ability to reduce the impact of existing risks and operational costs of specific internal controls and safeguards, corresponding to the benefit of managing these risks. The effectiveness of risk management depends on:

- determination of corporate objectives: The Company defines specific objectives, related to its mission and vision, facilitating the identification and management of enterprise risks;
- risk monitoring: the identification of risk factors that may affect the implementation of the business strategy and the achievement of the objectives is the responsibility of the Board of Directors and the top management;
- risk Assessment: The Board of Directors and top management assess and regularly reassess risks, at least annually, at an inherent level (impact * likelihood) and residual level (adequacy of controls mechanisms); and
- risk response: The Board of Directors and top management are responsible for determining how to respond to risk, considering the cost and benefit of each possible response based on the defined risk tolerance limits.

iii. Internal Controls

Internal controls refer to policies, procedures and safeguards to ensure that actions are performed to manage existing risks. Internal controls can be found in every aspect of the Company operations and are performed by all employees. The selection of the appropriate mix of internal controls should be proportionate to the defined risk appetite and should be subject to a cost-benefit analysis. Internal controls may consist of a framework of policies and procedures which is applied in order to standardize the operations of the Company and reducing exposure to enterprise risks, granting authorizations and approval limits, verification procedures, reconciliations and other segregation of duties practices. Internal controls integrated into the information systems of the Company are equally important.

iv. Information & communication

A key element of an effective IAS is the dissemination of information and the communication within the Company. Information refers to the managerial and financial information and information regarding the IAS. The Company has established infrastructure to manage information and communication with stakeholders and assurance providers in order to achieve the objectives of the IAS both internally and externally.

The internal information and communication infrastructures include all the means by which the information is disseminated within the Company, either from top to bottom or from bottom to top. They include all communication channels within the Company, such as electronic correspondence, announcements on the website of the Company, awareness campaigns or information systems updates.

External information and communication infrastructures also cover all channels of communication with third parties, such as regulators or assurance providers, through which information is provided in response to requests or for regulatory reporting purposes. Such channels may include the reporting framework (either regular or ad hoc), e-mail correspondence and corporate announcements.

v. Monitoring

The monitoring of the IAS refers to the ongoing evaluation of its key elements. This can be achieved mainly through the operations and activities of the Internal Audit Unit, but also through constant supervisory activities. The results of the evaluation of the IAS and the deficiencies identified, should be communicated promptly to the line management of the Company, who is responsible for performing corrective actions, and to the top management or to the Board of Directors, depending on the significance of the deficiency.

C. Internal Audit Structure

The design and monitoring of the IAS and the Corporate Governance framework is based on the adoption of the three lines model. By adopting the three lines model, the Company can design and implement the organizational structure for risk management and internal controls, and can define distinct roles and responsibilities between functions, and the interrelation between them.

The three lines model enhances the identification of structures and processes that best assist the achievement of objectives and facilitate strong governance and risk management. The Company implements the model by:

- adopting a principles-based approach and adapting the model to suit organizational objectives;
- focusing on the contribution of the Risk Management function in achieving objectives and creating value, as well as protecting the Company's value;
- clearly defining the roles and responsibilities represented in the model; and
- implementing measures to ensure activities and objectives are aligned with the interests of stakeholders.

The fundamental elements of the three lines model are described below:

i. Board of Directors

The Board of Directors is the governing body which all reporting lines of the Company end up. The Board of Directors engages with stakeholders to monitor their interests and communicate transparently on the achievement of the Company objectives. Moreover, it nurtures a culture of promoting ethical behavior and accountability based on the principles of the Code of Business Conduct and Ethics.

The Board of Directors establishes structures and processes for governance, including the creation of committees as required, delegates authorities and responsibilities and provides the resources to management for achieving the objectives of the organization. It determines the Company's appetite for risk and exercises oversight of the Risk Management Function, the

Compliance Function and Internal Audit Unit. Finally, the Board oversees the independence, objectivity, and competence of the Internal Audit Unit.

ii. Governance

The first line consists of the organizational units or persons whose activity is directly related to the provision of services to the clients and which are owners and managers of the enterprise risks. First line units implement and monitor activities (including risk management) and use Company resources to achieve the objectives of the organization. They maintain a continuous communication with the Board of Directors, and report on expected and actual outcomes which are linked to the objectives of the organization and the associated risks. First line units establish and maintain appropriate structures and processes for the management of the Company operations and risk management, including the IAS. Finally, they are responsible for maintaining compliance with the legal and regulatory framework as well as the business conduct standards.

The second line consists of organizational units or persons who specialize in risk management and are responsible to monitor and manage enterprise risks. They support the Risk Management Function by performing the following:

- Development, implementation, and continuous improvement of risk management practices (including the IAS) at a process, systems, and entity level;
- Help to achieve risk management objectives such as: compliance with laws, regulations, and business conduct standards, internal controls, information and technology, security, sustainability and quality assurance.

The second line provides analysis and reporting on the adequacy and effectiveness of risk management including the IAS.

iii. Internal Audit

The Internal Audit Unit is an independent function which is responsible to inform the Audit Committee and the Board of Directors regarding the adequacy and effectiveness of the IAS. The Internal Audit Unit provides independent and objective assurance and advice to the management and the Board of Directors on the adequacy and effectiveness of the Corporate Governance framework and risk management, provides support in achieving organizational objectives and promotes a culture of continuous improvement. The Internal Audit Unit reports to the Board of Directors instances of impairment to its independence and objectivity, and implements relevant controls as required.

In addition to the three lines mentioned above, the model includes external assurance providers, who provide additional assurance regarding the compliance with the legal and regulatory framework and act on protecting the value and interests of the Company and stakeholders.

The participation of the external assurance providers in the Corporate Governance model is complementary to the three lines. External assurance providers are responsible for:

- providing assurance to ensure that the Company complies with the legal and regulatory framework and protect the interests of its stakeholders (e.g. chartered accountants); and
- supporting the Board of Directors and management to develop and assess the IAS (e.g. external consultants).

D. Involved Departments / Functions

Implementation of the IAS principles and elements falls in the responsibility of every employee of the Company. However, the main responsibility for monitoring the operation and assessing the IAS and the Corporate Governance framework lies with the following departments and functions:

- Internal Audit Unit;
- Risk Management Function;
- Compliance Function.

In this context, the general principles governing the IAS and describe their activities are presented below.

i. Internal Audit Unit

The Internal Audit Unit is an independent unit which reports directly to the Audit Committee in relation to its activities. The main responsibility of the Internal Audit Unit is to ensure that all operations are acting in accordance with the rules and procedures of the IAS, as well as to monitor the implementation of the decisions of top management, in order to identify deficiencies which may lead to uncontrollable and unacceptable risks, loss of opportunities for growth and inefficient use of resources.

The Internal Audit Unit is staffed with sufficiently trained and experienced staff to carry out tasks related to the evaluation of the adequacy and effectiveness of the Corporate Governance framework and the IAS. In order to function effectively, the Internal Audit Unit maintains its independence in terms of its reporting lines and activities.

The Internal Audit Unit provides independent and objective audit and consulting services, which add value and improve the operation of the IAS. It adopts a systematic risk-based approach risk-based approach, to help improve the Corporate Governance procedures, by identifying the shortcomings of the IAS and ensuring that appropriate corrective actions are implemented.

ii. Risk Management Function

The Risk Management Function is responsible for the development and coordination of risk management processes and procedures as well as for informing the senior executives and the Board of Directors about all the risks faced by the Company. The Board of Directors monitors the exposure to enterprise risks, with a view to maintaining stability and minimum interruption to the operations and the growth of the Company. Enterprise risks fall into the following four categories: operational, financial, strategic and compliance risks.

The main responsibilities of the Risk Management Function are the following:

- The definition of the risk management framework, including the identification, recording, assessment, management, reduction, monitoring and reporting of all existing and emerging enterprise risks. Risks are assessed using an appropriate methodology developed for this purpose;
- The systematic evaluation of the risk management framework in terms of adequacy and efficiency, as well as the submission of proposals for corrective actions, if deemed necessary;
- The development and implementation of procedures to risk assess every organizational unit;
- The setting and monitoring risk tolerance limits through appropriate processes.

iii. Compliance Function

The Compliance Function ensures that the Company implements and complies with the legal and regulatory framework as in force.

The Compliance Function’s main responsibility is to establish and implement appropriate and up-to-date policies and procedures, for the Company to comply with the current laws and regulations. Such policies may include the reporting and management of misconduct, conflict of interest, file retention, data protection, anti-fraud, etc.

To establish policies and procedures, the Compliance Function considers the complexity and nature of the Company's activities, including the development and of new products and new business activities.

The responsibilities of the Compliance Function include the following:

- Development and implementation of the Compliance program for the early identification and management of regulatory compliance risks and changes in the regulatory framework;
- Providing support to management and staff on issues related to compliance with laws, regulations and internal rules. This can be accomplished through a formal reporting framework, or through corporate e-mail but also through the establishment of alternative communication channels such as telephone lines or applications for submitting inquiries or report issues. Such reporting should include as a minimum the employee contact information, inquiry/issue details, and any actions already taken;

- Promoting a culture of professional business conduct through staff training and staff communications;
- Coordinating and communicating with the supervisory authorities, through a framework of regular and ad hoc reports;
- Maintaining communication channels for reporting regulatory compliance and ethics issues, as defined in Speak up Policy.

E. Internal Audit Unit

The Company has established an Internal Audit Unit, which is an independent unit ensuring that all operations are operating in accordance with the corporate objectives, policies and procedures. Internal Audit Unit is independent and reports directly to the Audit Committee.

The Internal Audit Unit reviews and assesses the efficiency and effectiveness of the IAS and the quality of all processes and systems within the Company. Moreover, it monitors, and reviews press releases regarding the use of funds which have been raised through the stock market. The number of internal auditors is proportional to the size of the Company, the number of its employees, the operational areas, the number of functional units and the audited entities in general. Members of the Board of Directors, senior executives and their relatives up to second degree cannot be appointed as internal auditors.

The Audit Committee nominates the Head of the Internal Audit Unit, who is appointed by the Board of Directors and is a full-time and exclusive employee, independent and objective in the performance of his/her duties. The Head of the Internal Audit Department should have the appropriate qualifications and work experience for the role. The Internal Audit Unit reports administratively to the Managing Director and operationally to the Audit Committee. The Head of Internal Audit is not a member of the Board of Directors or a member with the right to vote on any Committees of the Company, and/or a person who has close ties with anyone who has been assigned such role in the Company or the Company's Subsidiaries. The Head of the Internal Audit Unit provides any information requested in writing by the Hellenic Capital Market Commission, cooperates with it and facilitates in every possible way the latter's task of monitoring, controlling and supervision.

The Company should inform the Hellenic Capital Market Commission about any change of the Head of the Internal Audit Unit and submit the minutes of the relevant meeting of the Board of Directors within twenty (20) business days.

The Internal Audit Unit has unrestricted access to all information, data, units, employees and activities required to perform audit work. The members of the Board of Directors and the Audit Committee must co-operate and inform internal auditors on every issue that is significant for the audit work.

The Internal Audit Unit does not judge the work/decision of the employees; the objective is to evaluate the decision-making process and the corresponding results.

The Internal Audit Unit is responsible for the following:

- Evaluates, reviews and audits the IAS and its efficiency;
- Reviews the processes for the providing financial and management reporting the Board of Directors;
- Ensures the implementation of policies and procedures;
- Ensures the adequacy of the risk identification and management procedures;
- Participates and monitor the regular and ad-hoc stock-takes;
- Audits the accounting and IT systems;
- Reviews the controls to safeguard the Company's assets;
- Performs scheduled, unscheduled and surprise audits;
- Reviews the IRO as in force based on the decisions of the Board of Directors and current legislation;
- Monitors the implementation of the IRO and the Company's Articles of Association, as well as the applicable legislative framework;
- Reviews the compliance with the commitments stated in the press releases issued for the stock market;
- Reviews the business relationship and intercompany transactions with Subsidiaries;
- Reports to the Audit Committee any instances of conflict of interest;
- Submits quarterly progress reports the Board of Directors;
- Participates in the General Meeting of the Shareholders.

Finally, following an approval by the Board of Directors, Internal Audit Unit is obliged to provide any information requested by the respective supervisory authorities, cooperate with and assist them with their monitoring and supervising responsibilities.

There are certain stages to be followed during the audit process:

- Assessment of enterprise risks.
- Planning of long/short term audits.
- Audit preparation.
- Performing the audit.
- Communicating the results.
- Archiving.
- Following up on the implementation of the recommendations.

The methodology and the presentation of the results is performed as follows:

- Discussion with the auditee on issues identified during the audit;
- Report issues to the supervisors of the auditee;
- Issuance of the audit report with final observations, recommendations;
- The auditees should provide comments on the issues formally; furthermore, if they are unable to implement a recommendation, they must justify the reasons of their inability;

- If the auditees do not respond on the issues within the predefined deadlines, all recommendations should be considered as agreed and corrective actions should be performed;
- Perform a follow up on the implementation of the corrective actions within a predefined timeframe;
- In case no action has been taken a formal notice is issued;
- Finally, management is notified if, even after the issuance of the formal notice, no action has been taken.

The Internal Audit Unit has established an Internal Audit Charter approved by the Board of Directors, following a proposal of the Audit Committee. The implementation of the regulation is monitored, controlled and assessed by the Internal Audit Unit.

F. Internal Audit System Evaluation

In accordance with the Law 4706/2020 as well as the decision 1/891/30.9.2020 of the Hellenic Capital Market Commission, as in force, an evaluation procedure of the IAS is predicted, while the time that the evaluation was carried out, as well as the details of the person who carried it out, must be included in this statement.

However, at present the Company has not completed the relevant evaluation as according to the decision 2/917/17.6.2021 of the Hellenic Capital Market Commission, the first evaluation of the IAS can be completed by March 31st, 2023 with a reference date of December 31st, 2022 and reference period from the entry into force of article 14 of Law 4706/2020, i.e. on 17.7.2021.

G. Statement of the Board of Directors regarding the Internal Audit System

The Company applies an Internal Audit System that covers efficiently its activities and ensures its effective operation in the context of its business strategy.

The Board of Directors reviewed the Company's main risks, as well as the effectiveness of its Internal Audit System for the closed fiscal year.

The Audit Committee is an important mechanism that supports the review and the evaluation of the Internal Audit System performed by the Board of Directors. In this context, the Audit Committee took into consideration information received by management, the Internal Audit Unit and the independent external auditor and shared its opinions and recommendations with the Board of Directors, which further assessed the same in the context of the review of the Internal Audit System.

It should be noted that the Internal Audit System and the Risk Management provide reasonable, but not absolute security, as they are designed to reduce the probability of occurrence of the relevant risks and mitigate their impact. However, they cannot preclude such risks from materializing.

H. Evaluation of the impact of non-audit services provided by an audit firm on the objectivity and effectiveness of the statutory audit

The external certified auditors of PricewaterhouseCoopers S.A. (PwC) also provided during the year 2021, non-audit services to the Company and the affiliated companies of the Group. The relevant non-audit services were provided in accordance with the applicable European Directive (Directive 2006/43 / EC of the European Parliament and of the Council of 17 May 2006, as amended by Directive 2014/56 / EU of 16 April 2014 and Regulation (EU) 537/2014 of the European Parliament and of the Council) and national (Law 4449/2017, as in force) legislation, while no non-audit services have been provided which are prohibited according to article 5 par. (1) of Regulation (EU) No 537/2014.

PwC is independent of the Company and its subsidiaries in accordance with the Code of Conduct for Professional Auditors of the Council of International Standards on Auditors (Code of ECHR) and the ethical requirements of Regulation (EU) no. 537/2014 and Law 4449/2017 related to the control of financial statements.

PwC also follows it's global PwC Independence Policy, which is based on the SBS Code.

The Frigoglass Group, respectively, implements a policy for monitoring the independence of the external auditor and the use of the external auditor for authorized non-audit services, including a monitoring mechanism regarding the maximum fee limit for authorized non-audit services.

Any permissible non-audit service provided by the external certified auditor, regardless of the size of the assignment, is approved in advance by the Audit Committee, based on a defined scope of pre-approved services. The above policy explicitly defines the process of control and approval of the independence mechanism of the external certified auditor by the Audit Committee for the authorized non-audit services.

At the beginning of each financial year, the Audit Committee, based on a proposal of the Group's Chief Financial Officer, determines and approves the budget for the current financial year, setting maximum fee limits for each category of services of the Company and the Frigoglass Group. Following the approval of the budget, the Group's Chief Financial Officer shall ensure that the Frigoglass Group's entities are informed of the budgetary amount allocated to them. It is noted that the above budget includes, for reasons of an integrated presentation of the fees paid to the statutory auditors, the auditors' fees for the statutory audit of the financial statements, although these are decided and approved in accordance with the law by the competent auditing bodies.

The nature and level of all services provided by the external auditor are factors taken into account by the Audit Committee when it annually reviews the independence of the external auditor.

In view of the above, the Company considers that the above mentioned non-audit services provided by PwC during the year 2021 did not affect or had any impact on the objectivity and effectiveness of statutory audit.

4.9. Sustainable Development

A. Company and sustainability

Sustainability is a central element of the Company's business strategy and is firmly embedded in its culture, operations and products. The Company operates in a sustainable way, creates value and takes measures to minimize the impact, focusing on the provision of quality and innovative products, while understanding that the promotion of corporate interest and competitiveness is closely linked to its sustainability.

The Company is fully committed to applying a strict Code of Business Ethics and Conduct in all activities and employees, as well as to comply with local laws and regulations and to follow policies and procedures to enhance transparency and prevent fraud, corruption, bribery or any conduct contrary to the Code of Business Conduct. Complies with applicable environmental laws and regulations and is a signatory to the United Nations Global Compact (UNGC). The Company cooperates with customers, business partners and suppliers to promote sustainable development, innovation and the creation of solutions that bring mutual benefits and allow the mutual development to all parties involved.

The Company's sustainability policy is based on a set of guiding principles, specifically, upholding high professional standards, transparency, trust and justice, fostering a culture of partnership and cooperation, valuing the long-term relationships with our customers and suppliers, and leading by example to create a more sustainable future. In addition, the sustainability policy has been developed in accordance with the Code adopted by the Company.

Sustainability is determined by the impact of the Company's activities on the environment and the wider community and is measured on the basis of non-financial factors related to the environment, social responsibility and governance ("**ESG**" factors) which are economically significant for the Company and the collective interests of key stakeholders, such as employees, customers, suppliers, local communities as well as other important stakeholders.

Publications on the management and performance of the Company on sustainable development issues are available to the Company's shareholders and stakeholders.

B. Corporate Governance and sustainability

The governance of sustainability issues and matters is a fundamental consideration, as the Company continues its efforts in embedding sustainability principles into the decision-making process and operations as a whole. Aiming to reinforce the governance of sustainability issues across the organisation, elements are incorporated into the decision-making process to ensure that sustainability management begins at the highest level.

The Company's leadership has the ultimate accountability of the Company's sustainability programs and performance. In partnership with leadership, the Sustainability Director leads the design, development, execution and continuous improvement of the sustainability strategy, goals and initiatives. Supported by working committees throughout the locations of the Company's operations, the sustainability working group address and manage sustainability matters across all the functions and locations. Collaboratively, they engage with stakeholders, mobilise the organisation and collaboration across departments. The implementation and measurement of the various sustainability initiatives and processes ensures the alignment with business strategies and operational objectives.

These committees are responsible for ensuring that the Company is making systematic progress on its sustainability strategy as well as addressing risks, communicating results and working towards embedding sustainability within the organisation.

The Company approaches sustainability, focusing its efforts and resources on four, complementary and mutually supported areas: Marketplace, Environment, Workplace and Community. The Company manages and monitors its performance against its focus areas in two ways:

- Key performance indicators: The Company defines short- or long-term targets for improvement that relate with each sustainability pillar. Respective KPIs are determined, established by the corresponding internal teams and monitored throughout the year.
- Actions and progress: The Company develops actions and initiatives that correspond to each sustainability target and constantly monitors their progress, seeking to improve performance in relation to the four sustainability pillars.

C. Reporting and communication of sustainability performance

The Company communicates its approach on sustainability, progress and achievements through its annual sustainability report which is prepared in accordance with GRI Standards, “Core option” and the Code. The report covers all operations and sites where the Company has operational control, such as manufacturing facilities and sales offices, as well as subsidiary companies (unless stated otherwise) and reports the organisation’s approach on its sustainability pillars and the associated material issues through the description of its management approach and performance against key performance indicators. Adhering to the Group Reporting Initiatives (GRI) Standards ensures that the contents of the report are relevant, consistent and comparable.

4.10 Transactions with related parties

The Company has taken all necessary measures so that the Board of Directors has the necessary information to base its decisions regarding transactions between related parties as well as transactions of the Company's subsidiaries with related parties. In this context, the Company has adopted the Regulation for the Management of Transactions of the Company with Affiliated Parties.

In view of the above, the Company must monitor the transactions with the related parties and notify them to the competent bodies and the shareholders, ensuring the transparency, the independent financial management, the accuracy and correctness of its transactions, and the smooth execution of them. The transfer of resources, services or commitments, regardless of whether a price is charged, is considered as a transaction between affiliated companies.

All transactions of the Company with related parties must be carried out independently, based on the existing legal restrictions and formalities, and in accordance with the current prevailing buying and trade conditions, just as if the transactions were carried out with a third party independent with the Company.

Every affiliated party follows regulations regarding the transparency, the independent financial administration, the accuracy and the correctness of its transactions.

In the context of dealing with business and legal risks that may activate licensing and publicity mechanisms for certain transactions of the Company, which are described in detail in the Regulation for the Management of Transactions of the Company with Affiliated Parties.

4.11 Explanation of the reasons for non-compliance with specific practices of the Code for the year 2021

By 31.12.2021 the Company has adopted and fully complied with all the special practices of the Code. However, mainly due to the time of entry into force of the Code, the Company has not fully adopted the following practices of the Code by 31.12.2021 while it is already in the process of compliance:

1. The Company, until 31.12.2021 has not complied with the practice 2.3 of the Code according to which the Company must have a framework for filling positions and succession of members of the Board of Directors as well as a succession plan of the Chief Executive Officer.

The reason for non-compliance is due to the narrow time frame from the issuance and adoption of the Code. Currently the Company is already at the stage of compliance with the above practice and the establishment of both a framework for filling positions and succession of the members of the Board of Directors and a succession plan of the Chief Executive Officer.

According to the Company's schedule, the Company's compliance with the above special practice of the Code will be fully completed after the evaluation of the Board of Directors and its Committees and certainly by the end of 2022.

2. The special practice 2.4.13 of the Code stipulates that the maturity of the stock option rights is defined for a period of not less than three (3) years from the date of their granting to the executive member of the Board of Directors.

Complying with this new practice of the Code, the Company based on the new Remuneration Policy approved by virtue of the Extraordinary General Meeting dated 14.12.2021, provides that the stock option rights of the executive member under any stock option plan after the implementation of the new Remuneration Policy will not mature before the completion of three years from the date of their granting, as long as the employment relationship continues. It is clarified, however, that until the adoption of the new Remuneration Policy, based on the existing since 2007 stock option plan, over a three-year performance evaluation period, 1/3 of the acquired rights vested in one year from the date of granting, 1/3 vested in two years from the date of granting and 1/3 in three years from the date of granting.
However, it is clarified that until 31.12.2021 the executive member of the Board of Directors has not exercised any of the above-mentioned mature stock option rights that have been granted in the past.

5) Risks and Uncertainties

The Group's business, financial condition, cash flows and operating results have been and may continue to be negatively impacted by the COVID-19 pandemic.

The COVID-19 pandemic and related response measures have had and may continue to have an adverse effect on global economic conditions, as well as our business, results of operations, cash flows and financial condition.

The measures taken by governments in response to contain or mitigate the pandemic, have had, and may continue to have, a negative impact on our customers' demand for our products as well as disruptions in supply chain. Related at least in part to the COVID-19 pandemic, global commodities prices showed significant volatility during the year putting pressure on our cost base.

The extent to which the COVID-19 pandemic may negatively affect our business, financial condition, cash flows and operating results will depend on future developments that are uncertain and cannot be predicted, including the duration of the pandemic and actions taken by governments and other parties to contain the impact.

Frigoglass continues to manage all factors under its control to maintain prudent liquidity in view of the uncertainty, while supporting initiatives that secure the long-term growth of our business.

The Group is exposed to a number of risks relating to its business.
The principal risks and uncertainties outlined below are the ones the Company has identified on the date the **2021** Financial Statements were published, and could threaten its business model and future performance.

In addition, our audit report is expected to contain a material uncertainty paragraph relating to going concern. Please refer to Note 4.1 to our 2021 Financial Statements and the Independent Auditor's Report.

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

Principal Risks

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

Changes in general economic conditions directly affect consumer confidence and spending, as well as the general business environment and levels of business investment, all of which may directly affect our customers and, consequently, their demand for our products. In addition, consumer demand may be impacted by potential changes in consumer lifestyle, nutritional preferences and health-related concerns. Concerns over volatility of commodity prices, energy costs, inflation, geopolitical issues, and the availability and cost of financing might contribute to increased volatility and diminished expectations for the economy and global markets going forward. These factors, combined with declining global business, deteriorating consumer confidence, and rising unemployment, might precipitate an economic slowdown. Continued weakness in consumer confidence and declining income and asset values in many areas have resulted in previous years, and may continue to result, in reduced spending on our customers' products and, thereby, reduced or postponed demand from customers for our products. Despite the role that our ICMs have in generating sales growth for our customers, they constitute capital expenditure for our customers, and in periods of economic slowdown, our customers may reduce their investments in efforts to preserve cash. Adverse economic conditions may cause our customers to forego or postpone new purchases in favor of repairing existing equipment. Any of the factors above could lead to reduced demand for our ICM products, or reductions in the prices of our products, or both, which would have a negative effect on the business, financial condition, results of operations and cash flows.

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

The Group derives a significant amount of its revenues from a small number of large multinational customers. For the year ended **December 31, 2021**, our five largest customers accounted for **67% and 77%** of our net sales revenue in ICM and Glass Operations, respectively. The loss of any large customer, a decline in the volume of sales to these customers or the deterioration of their financial condition could adversely affect our business, results of operations, financial condition and cash flows.

CCH, our largest customer, accounted for **39**% of the net sales revenue in our ICM Operations and approximately **32%** of the net sales revenue of our Glass Operations for the year ended **December 31, 2021**. Our relationship with CCH is governed by the terms of a five-year supply agreement expiring in December 31, 2025 under which CCH purchases ICM units and relevant spare parts from us at prices and quantities negotiated annually. The contract does not include an exclusive supplier clause. With respect to our other ICM customers, sales agreements are typically negotiated on an annual basis and do not include an exclusive supplier for ICM and spare parts. In our Glass Operations, glass container sales are primarily based on short-term fixed price contractual arrangements with various bottlers, which are negotiated annually. We cannot assure that we will successfully be able to renew our agreements with customers on a timely basis, or on terms reasonably acceptable to us or at all. Failure to renew or extend our sales agreements with customers, for any reason, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

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

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

A substantial portion of our international operations are in emerging markets, such as Nigeria and Russia, which experience their own unique risks and from time to time experience major changes in their policies and regulations.

The governments of Nigeria and Russia, as well as those of other emerging markets, exert significant influence over the economy, amending their policies and regulations and leading to measures including interest rate hikes, application of exchange controls, changes in taxation policies, imposition of price controls, currency devaluation, capital controls and restrictions on imports. Those changes may have a negative impact on our operations since they affect various factors such as interest rates, monetary policies, foreign exchange controls and limitations on remittances abroad, fluctuations in exchange rates, inflation and deflation, social instability, price fluctuations, crimes and non-enforcement of the law, political instability, and volatility in domestic economic and capital markets.

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

In particular, we have been impacted by the conflict between Ukraine and Russia. For a detailed discussion, please refer to section "6 Events after Balance Sheet Date and Other Information" of this report.

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

The Group operates internationally and generates a significant percentage of its revenue in currencies other than the euro, its reporting currency. As a result, our financial position and results of operations are subject to currency translation risks. We also face transactional currency exchange rate risks if sales generated in one foreign currency are accompanied by costs in another currency. Net currency exposure from sales denominated in non-euro currencies arises to the extent that we do not incur corresponding expenses in the same foreign currencies.
In 2021, more than **50**% of our net sales revenue was denominated in currencies other than the euro, mainly the Nigerian naira, the U.S. dollar, the Indian rupee, the South African rand, the Russian ruble and the Romanian leu. We are therefore subject to foreign currency exchange rate risk on cash flows related to sales, expenses, financing and investing transactions conducted in currencies other than the euro. Our subsidiaries with functional currencies other than the euro use natural hedging to limit their exposure to foreign currency risk.

In countries where the local currency is, or may become, convertible and/or monies can become transferable only within prescribed limits or for specified purposes, it may be necessary for us to comply with exchange control requirements and to ensure that all relevant permits are obtained before profits from our subsidiaries in these countries can be repatriated. We may be required to repatriate monies at exchange rates that differ from market terms and/or rates used for currency translation for our financial statements. Foreign exchange controls may result in major negative impacts on our business operations, financial and operating results, due to restrictions on the ability to repatriate profits and on the free flow of monies between our subsidiaries and other restrictions on export and import activities, including as a result of sanctions.

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

Our ICM Operations are subject to intense competition from regional competitors in specific markets. We generally compete based on price, design, the quality of service, product features, maintenance costs and warranties. In Europe, we believe that our main competitors in the ICM market are Metalfrio Solutions, UBC Group and Ugur, which are local manufacturers, most of which have low-cost manufacturing capabilities and compete with us on price. Although our customers that operate in Europe are price sensitive, they also take into account other factors such as the product's lifetime, energy consumption, serviceability and aesthetics. In Asia and Africa, our primary competitors are Sanden Intercool, Western Refrigeration, Haier and Metalfrio Solutions and customers are also price sensitive. Western Refrigeration is the key competitor in the Indian market. In the Middle East the main competitors are Everest Industrial, Sanden Intercool, Western Refrigeration, Ugur and Metalfrio Solutions.

In Glass Operations, our main competitor in terms of glass container manufacturers in West Africa is Glass Force and Sun Glass. We also compete with manufacturers of other forms of rigid packaging, principally plastic containers (PET) and aluminum cans, on the basis of quality, price, service and consumer preference. We also compete against manufacturers of non-rigid packaging alternatives. We believe that the use of glass bottles for alcoholic and non-alcoholic beverages in emerging markets is primarily subject to cost considerations.

Our Glass Operations are subject to limited competition due to our long history of operating in Nigeria. Furthermore, our Glass Operations in Nigeria and our ICM Operations in Russia and India benefit from significant barriers to entering or importing into those markets as a result of import duties and protective tariffs.

Any rise in competitive trends which result in pricing pressure and any inability on our part to respond, could negatively affect our profit margin and, consequently, our financial results and cash flows in future periods.

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

Frigoglass aims to improve the performance, usefulness, design and other physical attributes of its existing products, as well as to develop new products to meet customers' needs. To remain competitive, we must develop new and innovative products on an on-going basis. We invest significantly in the research and development of new products, including environmentally friendly and energy-efficient ICM platforms. These expenditures may not result in commercially viable products that will be accepted by the market at the time of their completion or at all. As a result, our business is exposed to risks associated with developing new products and technologies such as (a) achieving energy consumption levels that match customer expectations, (b) cost optimization, (c) developing new refrigeration technologies before the competition does and (d) developing innovative ICMs whose performance and unexpected technical problems can be monitored online. We cannot guarantee that we will be able to implement new technologies, or that we will be able to launch new products successfully. Our failure to develop successful new products may impact relationships with customers and cause existing as well as potential customers to choose to purchase used equipment or competitors' products, rather than invest in new products manufactured by us, which could have a material adverse effect on our business, financial condition and results of operations.

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

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

The primary raw materials relevant to our ICM Operations are steel, copper, plastics and aluminum. These raw materials are commodities, many of which are sold at prices linked to the U.S. dollar. Occasionally, the purchase prices of some of these key raw materials increase significantly, also increasing our expenses. Our Glass Operations also require significant quantities of raw materials, especially soda ash (natural or synthetic), cullet (recycled glass), limestone and glass-sand. Increases in the price of raw materials can also be caused by suppliers' concentration that could intensify in the future and develop for the raw materials that we use. Any significant increase in the price of raw materials in the Glass Operations could negatively impact our operations, financial condition and results of operations.

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

Energy costs affect our production and transport costs. As a result of the conflict between Russia and Ukraine, energy costs have recently surged. Moreover, the manufacturing process of our Glass Operations depends on the constant operation of furnaces due to the long time required for the furnaces to reach the right temperature to melt glass. Consequently, the glass manufacturing plants in Nigeria use a continuous power supply and require a significant amount of electricity, natural gas, fuel oil and other energy sources to operate. Substantial increases in the price of natural gas and other energy sources could have a material adverse impact on our results of operation or financial condition, particularly if it is not able to pass on to customers the entire amount of such price increases or reduce other costs to offset higher energy costs.

In addition, for the impact identified over the increased tension between Ukraine and Russia, please refer to section "6 Events after Balance Sheet Date and Other Information" of this report.

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

The sale of our products involves a risk of product liability claims against us by our customers and third parties. While our quality management system provides for, among other things, in process control systems, we cannot exclude the possibility that some of our products or product batches will not meet all agreed specifications or quality requirements. A successful product liability claim or series of claims against us in excess of our product liability insurance, or outside the scope of coverage of our product liability insurance, or payments for which we are not indemnified or have not otherwise made provisions could have a material adverse effect on our business, financial condition and results of operations. From time to time, we may also experience voluntary or court-ordered product recalls. We expend
considerable resources in connection with product recalls, which typically include the cost of replacing parts and the labor required to remove and replace any defective part.

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

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

Our operations and properties, as well as our products, are subject to extensive international, EU, national, provincial and local laws, regulations and standards,

including relating to environmental, health and safety protection. These laws, regulations and standards govern, among other things: emissions of air pollutants and greenhouse gases; water supply and use; water discharges; waste management and disposal; noise pollution; natural resources; product safety; workplace health and safety; the generation, storage, handling, treatment and disposal of regulated materials; asbestos management; climate change; and the remediation of contaminated land, water and buildings. The scope of these laws, regulations and standards varies across the different countries in which we operate. We require numerous environmental, health and safety permits issued by regulators to conduct our operations, including air permits, water and trade effluent discharge permits, water abstraction permits and waste authorizations. Failure to comply with these permits, laws and regulations, or to obtain and maintain the required permits, could subject us to criminal, civil and administrative sanctions and liabilities, including fines and penalties, as well as operational constraints or shutdowns. Moreover, our business operations are energy intensive, which results in the air emission of nitrogen oxides, sulfur dioxide and combustion products such as greenhouse gases. Significant capital
investment may be necessary at some sites to comply with future air emission restrictions.

In addition, public expectations for reduction in greenhouse gas emissions could result in increased energy, transportation and raw material costs and may require that we make additional investments in facilities and equipment. As a result, the effect of climate change could have a long-term adverse impact on our business and results of operations.

In addition, we are exposed to claims alleging injury or illness associated with asbestos and other materials present or used at production sites or associated with use of the products that we manufacture or sell.

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

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

We are currently involved in certain litigation proceedings, and we anticipate that we will be involved in litigation matters from time to time in the future. The risks inherent in our business expose us to litigation, including personal injury, environmental litigation, litigation with contractual counterparties, intellectual property litigation, tax litigation and product liability lawsuits. We cannot predict with certainty the outcome or effect of any claim, regulatory investigation or other litigation matter, or a combination of these.

6) Events after Balance Sheet Date and Other Information

Subsequent events – Russia and Ukraine conflict

The increased tension between Ukraine and Russia led to a military conflict in February 2022. Large-scale economic sanctions have been imposed on Russia by the US, the UK and the EU as well as other countries and counter sanctions have been imposed by the Russian government in response. Frigoglass operates a production facility in Russia through its Commercial Refrigeration subsidiary, Frigoglass Eurasia LLC.
Following the fire incident in our Romanian plant in June 2021, the Russian facility represents the Group's main production facility in Europe.

For the year ended 31 December 2021, the Russian and Ukrainian markets accounted for 14.5% and 2.4% of Group's sales, respectively. The subsidiary in Russia also had significant exports (finished and semi-finished goods) to other countries and to the Group's other subsidiaries in 2021. In addition, the subsidiary in Russia accounts for 20% of Group's 2021 asset base. The Group also purchases raw materials in Russia, representing around 23% of total purchases of the Commercial Refrigeration segment in 2021, which are consumed by the Russian subsidiary. Given the duration and extent of the conflict, the Group is facing supply chain disruptions in the movement of goods and in the importation of raw materials and is putting appropriate plans in place to maintain its operating activities in the country. Finally, the subsidiary in Russia maintains credit facilities with banks, including international and Russian state-owned banks, which are primarily on-demand.
As of December 31, 2021, the Russian subsidiary had €34 million gross debt.

As sanctions and border restrictions were announced, the Russian subsidiary implemented plans to maintain its business operations in Russia in compliance with applicable laws and is monitoring the situation so as to develop additional appropriate contingency plans in case that additional restrictions are imposed. The Group also closely monitors exchange risks relating to Ruble-denominated transactions. There can be no assurance that future restrictions will not exacerbate further our supply chain in ICM in Europe.

Given the ongoing uncertainty stemming from, and the unknown duration of, the conflict between Russia and Ukraine conflict and the international response thereto, our Management believes that it is still too early to quantify the impact that this evolving geopolitical crisis will have on Group's performance. Management is however continuously assessing all the developments in order to undertake initiatives timely and reduce any adverse impact to the Group. Additionally, refer to note 4.1.6. "Going concern basis of accounting" that described certain short to medium term impacts that may result from the conflict between Russia and Ukraine.

Compensation related to Fire Incident at facility in Romania

Frigoglass has reached an agreement with the co-insurance scheme for a €42m compensation related to the property damage claim including inventory in February 2022. By the date on which the 2021 Financial Statements were approved, we had already received an irrevocable amount of €25m (€15m in 2021 and €10m in 2022) from the insurance companies. The remaining €17m will be paid subject to the proof of the actual expenditures related to the reconstruction phase of the building and the purchases of equipment. In relation to the additional business interruption claim, Frigoglass is working closely with the insurance representatives and the loss adjusters in order to timely complete the insurance compensation procedure.
For more details see **Note 20**.

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

7) Related Party Transactions

The related party transactions of the Company, in the sense used in IAS 24, are listed in the following table:

in € 000's	Year ended	31.12.2021	
Consolidated:	**Sales of Goods**	**144.280**	Coca-Cola HBC AG Group
	Purchases of Goods & Services	**2.657**	Coca-Cola HBC AG Group & A.G. Leventis (Nigeria) Plc.
	Receivables	**11.427**	Coca-Cola HBC AG Group

Parent Company:	**Income from Services fees**	**Expenses from Services fees**	**Receivables**	**Payables**	**Loans Payable**	**Interest expense**
Frigoglass Cyprus Ltd	-	-	-	-	1.054	113
Frigoglass South Africa Ltd	739	-	3.123	-	-	-
Frigoglass (Guangzhou) I.C.E. Co. ,Ltd.	-	-	-	190	-	-
Frigoglass Indonesia PT	283	-	235	-	-	-
Frigoglass East Africa Ltd.	-	-	18	-	-	-
Frigoglass Romania SRL	7.359	-	831	4.224	-	-
Frigoglass Eurasia LLC	4.438	-	1.003	373	-	-
Frigoglass India PVT.Ltd.	609	154	6.543	249	-	-
Frigoglass Hungary Kft	-	-	1	-	-	-
Frigoglass Sp Zoo	-	-	2	-	-	-
3P Frigoglass Romania SRL	50	-	61	-	-	-
Frigoglass Global Ltd.	-	-	2.275	-	-	-
Frigoglass Industries (Nig.) Ltd	109	-	153	-	-	-
Beta Glass Plc.	316	-	444	-	-	-
Frigoglass Finance B.V.	-	-	-	331	-	-
Frigoinvest Holdings B.V.	-	-	-	-	52.919	3.613
Total	**13.903**	**154**	**14.689**	**5.367**	**53.973**	**3.726**
Coca-Cola HBC AG Group / Revenue from Services of ICM's	5.386	-	1.179	-	-	-
Grand Total	**19.289**	**154**	**15.868**	**5.367**	**53.973**	**3.726**

The fees of Management:	**Consolidated**		**Parent Company**	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Board of Directors Fees	**415**	**270**	**415**	**270**
Wages & other short term employee benefits	2.806	2.345	2.215	1.886
Other long term employee benefits	668	543	583	458
Post employment benefits	406	560	366	520
Total fees	**3.880**	**3.448**	**3.164**	**2.864**

8) Research and Development

The main objectives of the Research and Development (R&D) function are to develop innovative, pioneering cooler solutions for Group's customers.

R&D focuses on developing products along the guiding principles of standardization and simplification, as well as increased customization.

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

Frigoglass operates a Research and Development (R&D) center located in Romania and those which are located in Greece and India support the one located in Romania.

9) Explanatory report of the BoD in accordance with article 4 para. 7 & 8 of Law 3556/2007

A. Structure of the Company's share capital

The Company's share capital amounts to **Euro 21.378.865** divided among **356.314.416 shares** with a nominal value **of Euro 0,06 each**.
All the shares are registered and listed for trading in the Securities Market of the Athens Exchange.
Each ordinary share entitles the owner to one vote and carries all the rights and obligations set out in law and in the Articles of Association of the Company.
The liability of the shareholders is limited to the nominal value of the shares they hold.

B. Limits on transfer of Company shares

The Company shares may be transferred as provided by the law and the Articles of Association provide no restrictions as regards the transfer of shares.

C. Significant direct or indirect holdings in the sense of Presidential Decree 51/1992

On 31.12.2021 the following shareholders held more than 5% of the total voting rights of the Company:

- Truad Verwaltungs A.G. 48,55%
- Alpha Bank S.A 5,95%

D. Shares conferring special control rights

None of the Company shares carry any special rights of control.

E. Limitations on voting rights

The Articles of Association make no provision for any limitations on voting rights.

F. Agreements among Company shareholders

The Company is not aware of any agreements among shareholders entailing limitations on the transfer of shares or limitations on voting rights, nor is there any provision in the Articles of Association providing the possibility of such agreements.

G. Rules governing the appointment and replacement of members of the Board of Directors and the amendment of the Articles of Association deviating from those provided by Law 4548/2018

The rules set out in the Articles of Association of the Company on the appointment and replacement of members of the Board of Directors and the amendment of the provisions of the Articles of Association do not differ from those provided by Law **4548/2018**.

H. Authority of the Board of Directors or certain of its members to issue new shares or to purchase the own shares of the Company, pursuant of Law 4548/2018.

According to the provisions of article 24 par. 1 sub. b' and c' of Law 4548/2018, the General Meeting by its own decision, which is subject to the disclosure formalities of the article 13 of Law 4548/2018, may authorize the Board of Directors to increase the share capital by its own decision.

Also, according to the provisions of article article 113 of Law 4548/2018, by a resolution of the General Meeting passed under an increased quorum and majority in accordance with the provisions of articles 130 par. 3 and 4 and 132 par. 2 of Law 4548/2018, a programme can be established for the offer of shares to the Directors and to company personnel, as well as to personnel of affiliated companies, in the form of stock options, according to the more specific terms of such resolution, a summary of which is subject to the publicity formalities of article 13 of Law 4548/2018.
The par value of the shares offered may not exceed, in total, one tenth (1/10) of the paid-up capital on the date of the resolution of the General Meeting. The Board of Directors issues a decision regarding every other related detail which is not otherwise regulated by the General Meeting and, depending on the number of beneficiaries who have exercised their options, the Board of Directors decides on the corresponding increase of the Company's share capital and on the issuing of new shares.

According to the provisions of article 49 of Law 4548/2018, subject to prior approval by the General Meeting, the Company may acquire its own shares, under the responsibility of the Board of Directors, provided that the par value of the shares acquired, including the shares previously acquired and still held by the Company, does not exceed one tenth (1/10) of its paid-up share capital. The resolution of the General Meeting must also set the terms and conditions of the acquisitions, the maximum number of shares that may be acquired, the effective period of the approval granted, which may not exceed 24 months, and, in the case of acquisition for any consideration, the maximum and minimum range of such consideration.

I. Significant agreements put in force, amended or terminated in the event of a change in the control of the Company, following a public offer

The Company has no agreements which are put in force, amended or terminated in the event of a change in the control of the Company following a public offer.

Our outstanding notes and certain of our existing credit facility agreements, provide, as it is common in such arrangements, for a right of lending banks or noteholders, to an early repayment under certain conditions and/or the termination of the respective agreements in the event of change in the control of the Company, though such right is not specific to instances where the change of control in the Company results from a public offer.

The parent company and the subsidiaries do not hold any treasury shares.

J. Significant agreements with members of the Board of Directors or employees of the Company

The Company has no significant agreements with members of the Board of Directors or its employees providing for the payment of compensation, especially in the case of resignation or dismissal without good reason or termination of their period of office or employment due to of a public offer.

10) Non-Financial Performance Review – Sustainability

1. Business model

1.1. Business overview

Frigoglass is a strategic partner to the world's leading beverage brands.

We are one of the global leaders in Ice Cold Merchandisers (ICM), providing our customers with a complete range of innovative merchandising solutions, which uniquely position and promote their brands to consumers around the world. Frigoglass supplies Ice Cold Merchandisers (beverage coolers) to soft drinks and alcoholic beverage companies. Our market-leading products combined with our commitment for consistent, superior after-sales support, have allowed us to build and continuously develop long-standing partnerships with our customers, who include leading beverage companies in more than 100 countries that we serve globally. Our innovative coolers enhance our customers' beverage branding at the point of sale, drive impulse consumption and maximize merchandising opportunities. We are committed to providing increasingly environmentally friendly product solutions, which enable our customers to meet their ambitious sustainability and carbon emission reduction targets. Frigoglass is also a principal supplier of glass bottles and complimentary packaging solutions in the high-growth markets of West Africa. These markets present an attractive long-term investment opportunity for our customers and as such, we remain committed to supporting them in capitalizing on this opportunity.

1.2. Global presence

With its footprint, Frigoglass is well established in the more mature European markets while it is evolving and establishing its position in emerging markets. We support our customers through manufacturing facilities in six countries and an extensive network of sales and after-sales representatives.

In our Glass business, we are focused on the markets of West Africa. We aim to create value for our customers by building on our position as a leading supplier of glass bottles and complementary packaging solutions in West Africa.

Cool Operations:

Europe	
Production Plants & Sales offices:	Romania, Russia
Sales offices:	Norway, Poland, Germany, Hungary, Switzerland, Greece

Cool Operations:

Asia & Africa	
Production Plants & Sales offices:	India, Indonesia, South Africa
Sales offices:	Kenya, Nigeria

Glass Operations:

Africa	
Production Plants & Sales offices:	Nigeria

1.3. Key objectives and strategy

In 2021, Frigoglass remained focused on its strategic priorities and continued creating value-adding, innovative, cold merchandising solutions for its customers around the world.

1.3.1. Customer focus

In Frigoglass, we put the customer in the center of our business model. During the last years, we have redefined our ICM Commercial Vision and have taken a number of steps to further improve our Customer Focus. Three pillars support our ICM Commercial Vision:

1. **Build on successful partnerships:** Maintain strong partnership with our Global Accounts to serve them with a differentiated offering in line with regional requirements.
2. **Optimize route-to-market approach:** Integrate our customers' requirements into our products and serve them with great value, while Innovation & Sustainability remain key pillars for any new development.
3. **Enhance commercial capabilities to strengthen customer relationships:** Create a strong and ambitious commercial organization and culture as enabler of our go-to-market strategy and reach our targets. Split Sales teams per Global Account to increase focus and reflect customers' needs.

In 2021, our Glass division recorded significant growth across all operations, as the recovery of the demand started in the last quarter of 2020 continued in 2021. Despite restrictions related to the pandemic, we managed to complete successfully our furnace rebuild ahead of schedule in record time, 74 days glass to glass, which boosted our installed capacity by 35,000 tons per year and increased our capability with NNPB (Narrow Neck Press and Blow) technology enabling the production of lightweight glass bottles. This significant investment in our Agbara plant underscores our commitment to serving the needs of our customers across West Africa, enabling them to reach consumers with an environmentally responsible packaging solution.

Glass container volume increased by 35% compared to 2020 and 2% compared to 2019 levels. The double-digit volume growth reflects increased orders from breweries, spirits, pharmaceutical and cosmetics customers. Our plastic crates operation delivered 34% volume growth following our initiatives to expand our customer base. Our metal crowns operation recorded double-digit volume growth capitalizing on last year's (2020) market share gains.

In 2021, there was a disruption across global supply chains, and we were impacted most with steel shortages affecting our metal crowns operations during the first half of the year and with extended shipping delays and severe port congestion in Apapa port.

1.3.2. Innovation leader

Development update

In 2021, we focused product development resources mainly on our Sustainability targets, the launch of the new cabin platform, cost optimization and supply security, since it has been affected by the COVID-19 pandemic.

Our R&D made substantial progress on ideas and designs to improve further the energy efficiency of the cooling circle in combination with less heat losses and energy consuming components. The products' energy consumption during use in the market will be one

important contributor in the Scope 3 emissions and our upcoming SBTi plan, so proactive research to that direction is imperative.
In parallel, the new ICOOL 2.0 and Max/Plus range of coolers based on the new common cabin platform was introduced. Apart from aesthetical innovations we introduced also a number of features for energy optimization and lower maintenance.
Energy labelling for all commercial refrigerators was introduced in March 2021, presenting our low energy consuming products directly to the end consumer. In the coming years technology advancement at competitive cost will help us reach top energy rating levels.
Since the raw material availability and logistics have been heavily impacted by COVID-19 situation globally, we ran projects on securing supplies with the least possible cost impact. Our supply base and quality supported considerably on the successful outcome of these projects.

Market penetration

2021 was the second year that affected by the COVID-19 pandemic, but also a year when we had the unfortunate fire incident at our commercial manufacturing facility in Romania. Despite these two challenges, we successfully executed our plans.
In Europe, we have launched the ICOOL2 range of TCCC exclusive products building on the success of the first generation whilst offering significant benefits in sustainability and more importantly impulse creation. We have also continued to be the key strategic partner to the leading Coca-Cola bottlers in Europe and we have expanded our cooperation with others.
In addition, we have introduced the new Max range of products for breweries and the generic market successfully replacing the Smart range in Europe.
In India, we successfully expanded our cooperation with a key soft drink customer and a large number of local distributors enhancing the penetration of our offering in the local market.
In Africa, we continued our cooperation with all our customers, assisting them with on-time deliveries as the markets adapted and reopened following the gradual lift of COVID-19 related restrictions.
It is also worth highlighting that in our consumer appliances business we have successfully renewed the product portfolio creating a solid foundation for further business growth both in our traditional markets and new ones.
Finally, we expanded our service business (Frigoserve) in Switzerland and South Africa.

Research & Development

In 2021 we maintained the ISO17025 quality system of our labs as well as the Safety Accreditations of our Strategic Customers and third parties, securing their status as internationally recognized independent labs. As such, our in-house test results have full validity, which allows us to avoid transportation of samples to external labs, thus reducing time to commercialization and outbound freight, consequently total emissions.

2. Management approach on key non-financial and sustainability aspects

At Frigoglass, our approach to key non-financial sustainability aspects is underpinned by a set of guiding principles; in specific, upholding high professional standards, being transparent, trusted and fair, fostering a culture of partnership and collaboration, valuing the long-term relationships with our customers and suppliers, and leading by example to create a more sustainable future.

2.1. Focus areas

The group-wide framework on non-financial issues focuses on four areas, which are complementary and mutually supportive.

Marketplace

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

Environment

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

Workplace

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

Community

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

Frigoglass approach, the specific policies and the outcomes of those policies as well as Key Performance Indicators associated with the above focus areas are presented in chapters: 5. Marketplace, 6. Environment, 7. Workplace

3. Material issues and engagement with our stakeholders

3.1. Material issues

For us at Frigoglass, engaging in sustainability means aligning with the needs and expectations of our stakeholders - customers, consumers, employees and shareholders around the globe.

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

Our top material issues are following:

1. Sustainable product design
2. Regulatory compliance
3. Product energy and material efficiency
4. Economic performance
5. Information security
6. Use of recyclable materials
7. Product lifecycle impact assessment
8. Customer satisfaction
9. Ethical business conduct and culture
10. Product solutions, connectivity and IoT
11. Occupational health and safety
12. Sustainable sourcing and supply chain
13. Inclusion, diversity and equal opportunities

3.2. Stakeholder engagement

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

Our ongoing engagement with our stakeholders helps us understand:

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

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

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

4. Principal risks and their management

In 2021, we continued the implementation of the risk management identification process across our operations, which was an upgrade of our Operational Risk Management tool and update of our reporting system to better assess potential risks and develop mitigation actions.

Frigoglass CEO and the Executive Committee oversee the risk and opportunity identification process, which includes regulatory reviews, carbon emission and energy use data collection, as well as consultation with both suppliers and customers. Data collection is used to identify where climate change and other risks and opportunities exist across the company. Specifically, data on carbon emission and energy are used to assess energy efficiency opportunities at a number of our plants, as well as help us set our carbon emission target. Customers' consultation has been guiding our research and development efforts to produce more energy efficient ICMs.

The updated Operational Risk Management program consists of four major assessment categories. For each of them a series of issues and potential risks have been outlined to allow us to have an accurate overview of the risks at asset level i.e. in each individual plant. Under this program, climate change has been recognized as a key risk that relates to both business continuity and environmental management. Annual Environmental, Health and Safety audits have been carried out in each plant by third parties.

These audits assess how effectively this risk is managed in relation to the program's goals and more specifically:

- The level of risk,
- The measures being taken to address these risks and
- The opportunities to reduce these risks.

These audits have also been used as an opportunity to identify additional potential risks. The findings from the annual audits have been compiled and shared with the Executive Committee for their further assessment and action planning.

Frigoglass has used a risk assessment process to prioritize the identified risks and opportunities, based on the following criteria:

- Meeting regulatory obligations
- Meeting customer expectations with respect to energy efficiency and climate change
- Impacts on reputation
- Impacts on business continuity

The identified risks have been categorized in five groups, and more specifically, as risks resulting from:

- Changes in climate-related regulations
- Changes in physical climate parameters
- Changes from other climate-related developments
- Increasing digitization and Internet of Things (IoT)
- Global pandemic – COVID-19

4.1. Risks resulting from changes in climate-related regulations

Description
Increasing reporting obligations imposed by regulators may require changes to how we collect and report data today.
Potential impact
Increased operational cost
Impact magnitude
Low-medium
Estimated implications
The financial implications of emissions reporting obligations are associated with the cost to collect, check, collate and accredit emissions data across all of Frigoglass businesses and report in the required format. This could be quite a complex task given that Frigoglass operates in some jurisdictions that may have very different reporting requirements.
Management method
Frigoglass started collecting emission data in 2010 and continues to annually collect, check, collate and accredit emissions data to feed into the development and tracking of emissions reduction targets across the business. In addition, the level of reporting for each operation is continually being improved to increase the accuracy of the collected data on all three emission scopes. It is anticipated that collecting emissions data regularly in structured manner will reduce any risks associated with future emission reporting obligations.

Description
Participation in the EU Emissions Trading System (ETS) and introduction of similar schemes in the future may have a flow-on impact on the cost of business inputs such as electricity and fuels.
Potential impact
Increased operational cost
Impact magnitude
Low-medium
Estimated implications
Existing and future regulations on GHG emissions and a trading scheme will serve to monetise the environmental cost of GHG emissions and will increase the cost of traditional fossil fuel-based energy usage including electricity, stationary and transport fuel as well as refrigerant gas for both Frigoglass and our suppliers. This could lead to an increase in costs associated with our raw materials and components as well as direct increases in energy costs for our production facilities.
Management method
We use three methods to manage emissions and associated costs: 1) Measuring energy consumption and emissions 2) Managing operational costs by analysing collected data, identifying energy efficiency projects and implementing them across our operations. This has included dematerialising our supply chain and products (e.g., modular product design, fewer item codes and a higher degree of standardization, more efficient component selection) 3) Investment in research and development to produce ICMs that use natural refrigerants and consume minimum possible power It is anticipated that by implementing these management measures, we will be able to offset the increase in costs associated with the implementation of a carbon price and will be an industry leader with respect to natural refrigerants.

Description
Changes to refrigerant regulation, including phasing out or banning of different refrigerant gases.
Potential impact
Increased operational cost
Impact magnitude
Low-medium

Estimated implications
Frigoglass is fully equipped in all its plants to produce with HFC-free refrigerants. Should additional changes to refrigerant types be required, it is estimated that costs of the magnitude of €3 million will be needed to upgrade production facilities.
Management method
Frigoglass is investing in research and development into alternative refrigerants and in 2021 approx. 75% of our ICM placements worldwide were with Hydrocarbon (HC) refrigerants.

4.2. Risks resulting from changes in physical climate parameters:

Description
Greater variability of temperature including high temperature which may lead to production downtime.
Potential impact
Reduction/disruption in production capacity
Impact magnitude
High
Estimated implications
Temperature extremes could reduce revenue by disrupting production. Production costs may increase due to increased electricity load for additional cooling of production sites and increased energy costs where energy providers need to upgrade their infrastructure to guarantee supply during periods of extreme weather. The financial implications could range from small increases in operational costs to significant costs related to plant shut down as a result of damage from extreme weather events. The financial costs of production disruptions from weather-related events is estimated 1.3% of total spending.
Management method
Frigoglass has an Operational Risk Management program, which includes new standards as well as a regularly updated, structured and detailed reporting system to identify and address risks associated with climate change. The major risk categories we have identified are site construction, safety measures, and critical hazards while some of the issues included in these groups are business continuity, environmental management and health & safety, among others. The potential impacts from changes in temperature extremes are considered under the Operational Risk Management program where critical thresholds on business continuity are reached. Regarding managing certainty of supply, our regular supplier assessment ensures that we continually identify those suppliers that are able to provide materials to different manufacturing sites around the world, ensuring a certain degree of resilience in the availability of the materials and components required for manufacture of products. Diversification of our suppliers is another means of addressing the risk of climate impacts across our supply chain. On the market side we manage risk of production capacity disruption through possibility to supply same and/or similar products from different manufacturing sites.

Description
Increase in average temperature over longer time frames which may lead to increased operation and production costs associated with cooling in factories. Additional impacts to personnel may be expected
Potential impact
Increased operational cost
Impact magnitude
Medium
Estimated implications
Change in average temperature will increase the production costs within our factories and those of our suppliers, due to increased cooling requirements. Should temperatures exceed tolerable ranges, productions may need to cease, which would reduce raw material supply and potentially impact on Frigoglass ability to meet customer orders. This would result in a loss of revenue of max 10%
Management method

Currently factories operate within the acceptable temperature tolerance range. However, the risk of increased average temperatures is incorporated into our Operational Risk Management program. Heat risk to personnel is currently considered within the health and safety category of our Operational Risk Management Program. Should temperatures increase beyond acceptable tolerance levels, Frigoglass will implement facility upgrades to ensure that production can continue uninterrupted.

4.3. Risks resulting from changes from other climate-related developments:

Description
Damage to the reputation of Frigoglass as a provider of environmentally-friendly technologies by its customers and investors if the company fails to meet compliance requirements or is seen to be insufficiently managing all business risks associated with climate change.
Potential impact
Reduced demand for goods/ services
Impact magnitude
High
Estimated implications
The loss of Frigoglass reputation as a supplier of environmentally friendly technologies would have a significant financial impact as we could lose a large proportion of our customer base to other suppliers.
Management method
We manage reputation risk by maintaining our leadership in technology and innovation through funding of our research hubs in Europe and Asia to ensure that our technology meets our customers' needs for energy efficiency, natural refrigerants and IoT-enabled ICMs. The latter allows for more efficient control of the ICMs' operation and servicing.

Description
Expectations of major customers with respect to environmental performance (from a design and use perspective)
Potential impact
Reduced demand for goods/ services
Impact magnitude
High
Estimated implications
The financial implication of not being able to provide our customers with both supply chain management information as well as innovative emissions and energy-related solutions pose a significant financial loss (up to 50% of sales) to Frigoglass if these customers move to other suppliers who can provide the required information, products and solutions.
Management method
As a technology and innovation leader in our sector, with research and development hubs in Europe, Asia and Africa, we are best positioned to provide global beverage companies with the most advanced product range to reduce their carbon footprint and address the rapidly rising energy costs. The innovations we develop then flow through to our capital investment strategies in our plants in order to equip manufacturing sites with the capability and capacity to manufacture newer models to meet the increasing demand, as well as supplier sourcing strategies to ensure the appropriate components are available in expected quantities and meet our supplier quality standards. In addition, Frigoglass has been collecting and reporting on carbon emission data since 2010 and continues to improve and refine its emissions data. It also reports on a range of sustainability indicators that would be of interest to our customers.

4.4. Risks resulting from increasing digitization and Internet of Things (IoT):

Description
The increasing integration of digital solutions in every aspect of our operations greatly enhances our connectivity, efficiency and the quality of our services. As digital processes are now an integral part of our operations, so is the responsibility to protect company, clients and personal data.
Potential impact
The impact is twofold, mainly on disruption of operations through IT system shutdown (e.g. Cyber attack) and/ or data theft.
Impact magnitude
Low to medium
Estimated implications
Implications from risks related to data security and IT can be multifold. There can be damage of our Brand reputation, our stakeholders' trust and relationships with our partners. Disruptions of operational and supply chain processes may be expected as well. This would lead to potential financial losses through revenue loss or other hidden costs and/or legal consequences in form of monetary fines and regulatory sanctions.
Management method
Data security within the organization follows the ISO 27001 standard for information security management, which covers key areas of management, technical and physical controls, legal, compliance and business continuity management. It is safeguarded through respective processes and controls. A dedicated IT function oversees the integrity of our IT systems and processes, running regular vulnerability scans for identification of potential areas of weakness of our IT systems. We have strict access control policies across the organization and the employee training on proper data use and IT system functionalities is part of the Frigoglass Academy Agenda of online trainings. Finally we have contingency planning procedures to ensure the company's continuity of operations in cases of IT system outages.

4.5. Global pandemic COVID-19

Globalization has increased the risk of infectious disease spread that may easily reach pandemic levels. Such phenomena among others may disrupt trade and cause general consumer unrest. This in turn has direct effect across the complete value chain of our operations.

As a company operating in multiple regions, sourcing from a range of local and global suppliers and selling to more than 100 countries, we were able to adjust with as high flexibility as possible to the adverse conditions that COVID-19 global pandemic caused in the period of 2020-'21.

We used our diversified sourcing locations to dampen the difficulties of raw material availability. Our various production locations, streamlined product ranges and standardized components allowed us to shift productions to specific plants as needed so that the operations are disturbed to the minimum possible extent. Following our H&S policy we increased the measures against further spread of the virus throughout all operations locations and with all our business partners and subcontractors, while following local governmental guidelines on work procedures (work from home, business travel ban, remote meetings etc). The IT infrastructure has been adjusted accordingly to match the new way of work.

As an outcome of the various actions the impact of the pandemic on the operations has been kept to a minimum. In parallel, the pipeline of new developments has been kept to ensure business continuity in the post-Covid era.

5. Marketplace

5.1. Economic performance and impact

Ensuring economic growth forms an integral part of Frigoglass' sustainable development. We aim to ensure that economic value is created on a constant basis and distributed among all stakeholders. At the same time we strive to fulfil the company's social and environmental responsibilities to the greatest possible extent. We are committed to achieving long-term economic growth, as well as generating and distributing broader economic value for our stakeholders.

Economic value is distributed through various means:

- Payments to our employees
- Payments to our suppliers and business partners
- Payments to our providers of capital
- Government taxes
- Community investments

In pursuit of value creation, considerable effort has been put forward and several initiatives have been implemented which are directly related to it.
The financial performance of the group is presented in detail in 2021 Financial Statements.

5.2. Fair business practices

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

- Code of Business Conduct and Ethics
- Labor policy
- Environmental policy
- Human Rights policy
- Speak-up policy
- Quality policy
- Health & Safety policy
- Data protection policy (GDPR)
- Cyber Security policy
- Anti-bribery policy

5.3. Responsible procurement and supplier assessment

Given the nature of our business model and our commercial relationships, responsible procurement is a particularly important matter for Frigoglass.
As a global corporation with plants operating in several countries, we always strive to establish honest working relationships with our suppliers which adhere to the principles

of sustainable development. An audit process is in place for our largest and most important suppliers, as well as for all our new suppliers. Our objective is to continuously include a wider range of criteria into our supplier assessment processes and audit forms. This refers not only to operational issues, such as the mitigation of supply chain constraints, but also to sustainability aspects such as:

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

Since 2018 Frigoglass has entered a new chapter in Corporate Social Responsibility journey by launching a sustainable initiative to monitor social and environmental performance.
We work together with our key Strategic & Cost Leverage Suppliers, which represent about 50% of our Annual Raw Material Spend to help them actively engage in completing and improving their annual reviews within this program.
We focus on introducing more suppliers to platforms that support business transparency in sustainability and provide an easy way to understand their performance against four key areas: Environment, Labour rights, Ethics, Sustainable procurement.

5.3.1. The Frigoglass Supplier Code

Our business relationships with suppliers are underpinned by the Supplier Code, which Frigoglass has put forward. In this code, Frigoglass lays out the standards and principles to which we expect our suppliers to adhere. Ethics, labour and human rights, health & safety but also the environment are integral parts of our Supplier Code. Every new party, defined by Frigoglass as Supplier or Business Partner, is required to sign the Supplier Code thus committing themselves to complying with its defined principles.
Compliance covers all activities throughout all Suppliers' premises and operations, including their own supply chain, whilst contracts may also contain specific provisions addressing these issues. By requiring our suppliers to comply with the requirements as outlined in the Supplier Code, Frigoglass helps "cascade" good practice throughout its supplier base and minimise its indirect negative impacts. By doing so, it is not only protecting its own reputation, but also the reputation of its suppliers – some of whom might be vulnerable to consumer activism. Suppliers are achieving a level of performance
that is in line with our customers' own requirements (for example, requirements about supplier environmental performance). As part of our risk management strategy, compliance with the Frigoglass Supplier Code is subject to audit by Frigoglass or an independent third party. We have also revised our supplier auditing to give more weight to sustainability-related factors. In cases where Suppliers fail to comply with the requirements addressed in this Code, Frigoglass reserves the right to renegotiate and/or terminate an agreement.

New supplier audits	2015 - 2021
% of new suppliers assessed on sustainability criteria	100%
Instances of identified actual or potential negative impact on the assessment criteria	0

We assess a wide range of suppliers representing annual purchases of over 90% of our total group spent. Out of those over 50% have been audited on-site in the last 3 years. As part of our responsible procurement strategy, we run training programs on the sustainability criteria we place on our suppliers. As per Group target, in 2021 all our buyers completed the Sustainable Procurement training. Every new buyer of Frigoglass receives this obligatory training, as part of the standard employment process. In addition, we regularly conduct risk analysis on key purchasing categories to ensure security of supply. When we identify suppliers with high probability of non-compliance with our Supplier Code of Conduct, we manage supply chain risk by proactively finding potential suppliers with higher probability to comply.

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

6. Environment

At Frigoglass, we are engaged in the preservation and conservation of the global environment and as such, we remain committed to reducing the environmental impact of our business. We closely monitor the impact of our products, processes, supply chain and operations on the environment and take concrete measures to minimize it. We follow environmentally conscious and sustainable business practices, which directly inform our corporate strategy and drive our approach to innovation. In the previous years, we made considerable progress towards minimizing the environmental impact of our products, rationalizing our manufacturing processes and improving the efficiency of our operations.
We also systematically enhance environmental awareness throughout the company providing regular education of our employees on related subjects through our e-learning platform, the “Frigoglass Academy”.

6.1. Product environmental stewardship

As a global manufacturer of beverage coolers, we are committed to designing and producing innovative products, which are energy efficient with minimum environmental impact. ICMs make a significant proportion of our customers’ carbon footprint. Since 2010 we have reduced our fleet’s carbon footprint by more than 55%. Offering energy efficient solutions still remains an integral part of our product strategy and one of our main competitive advantages.

Glass operations, on the other hand, are characterized by energy intensive production and require large quantities of raw materials. Therefore, in these operations our primary goal is to recycle and reuse as many materials as possible. Another important goal for Glass is to continue innovating on lightweight bottle production, which again leads to use fewer Raw materials and helps us to meet our primary goal.

6.1.1. Improving environmental performance across our ICM range

Continuously improving the environmental performance of our coolers is one of our top priorities, which is aligned with our customers' expectations and upcoming global regulations. During the previous years, our efforts to this front have been intense and have yielded substantial results.

- In close collaboration with our customers and suppliers, we gradually convert our product portfolio into a fleet of coolers with environmentally friendly refrigerants. The share of our so-called "Eco range" has grown considerably in the last years, maintaining a level of 80% of our total ICM sales, apart from 2021 where the share dropped to 75% due to relative increase of sales to customers in Asia. Certain markets, such as South East Asia and India do not have yet the necessary infrastructure to support the transition to Hydrocarbon refrigerants, which is the reason that inhibits us from our 100% target of Eco-coolers sales.

Evolution of green ICM sales in relation to total ICM sales	2017	2018	2019	2020	2021
	70%	82%	82%	82%	75%

- In all our plants we have the manufacturing capability to use environmentally friendly refrigerants, so that we can quickly address potential future changes in refrigerant regulation and efficiently roll out new products.

6.1.2. Assessing the lifecycle of our ICMs

There are several factors affecting the lifecycle assessment (LCA) for an average cooler, some of which are:

- Considerably reduced cooler energy consumption that leads to higher in-use energy efficiency over the product's life time
- Reduced emissions factors of relevant countries of ICM placement, which positively affects in-use energy efficiency as well

Our last LCA analysis shows that the process with the most important environmental impact remains to be the product use in the market. In specific, around 70% of the impact comes from product use, 20% from raw materials and their sourcing, while the remaining 10% includes manufacturing, recycling and outbound transportation. The results indicate that all our actions in product development are focused on the right processes and areas that mostly affect the total CO_2 footprint of the product.

6.1.3. Production of optimised bottles in our glass operations

In 2021 we were able to maintain the use of more than 65% cullet in the production of green bottles thanks to continued efforts to secure additional cullet from multiple sources. We continued our collaboration with Wecyclers, a recycling company that aims to power social change by allowing people in low-income communities to capture value from their waste to generate additional cullet for re-use in our glass furnaces. However, there remains a lot of work to do to increase the availability of cullet for flint and amber bottles in particular as we have to import these glass colours from neighboring countries in order to maintain consistent supplies. Despite the challenges we were able to achieve 45% cullet usage for amber bottles and 30% cullet usage for flint bottles and jars and we remain committed to our goal of achieving a minimum of 50% average recycled content across all three glass colours by 2025. We have also made modifications to our packaging specifications to enhance our customer experience, enabling us to maintain glass weight savings, but still ensuring safe product transportation for domestic and export customers alike. A significant proportion of our production is returnable bottles, which are heavier than non-returnable or one-way containers, but have considerable benefits for the environment. These containers are heavier to withstand multiple trips in large glass bottles floats, and can be used more than 25 times before being recycled as cullet and reused as part of our raw materials to make new bottles and jars.

6.2. Energy efficiency of operations

Over the last years we have realized several investments, aiming to protect the environment and enhance the energy efficiency of our plants. Our investments covered a wide spectrum of processes, ranging from simple process optimizations to sophisticated equipment upgrades in our production facilities. Below we highlight some of these investments in our plants:

- Replacement of plant illumination with high efficiency LED lighting and motion sensors for automated operation. Installation of skylight sheets on roof top to replace illumination through day light
- Disconnection of devices from power, when production stops, to avoid quiescent consumption
- Installation of lower energy consumption machines in high consuming areas of the manufacturing process e.g. metal processing
- Advancement of leakage detection systems e.g. in water, air, refrigerants
- Automation of heating and ventilation systems in the shop floor as well as separation of heating routing to dedicated operations for more efficient consumption control
- Additional building insulation to reduce heat losses
- Automation of the air compressors operation for more efficient consumption control
- Solar panel installation to support powering IT servers and other lower energy consuming operations

Also on the product side, we have made extended efforts to optimize the design, standardize the parts, and reduce the weight of materials and packaging e.g. pallets. Those actions led mainly to reduction of material use, better warehouse arrangements and space usage optimization as well as logistics that are more efficient.

In addition, as part of our environmental management system, all our operation facilities are certified as per ISO14001, apart from one that is undergoing relevant preparation to be certified as well.

6.2.1. Environmental protection expenditures

In our efforts to continuously enhance the sustainable character of our operations, every year we are allocating approximately 1% of our ICM sales revenue to projects related to improving energy efficiency in operations and reducing our environmental impact. As a result, we have never received grievances about the environmental impact of our operations as long as we monitor them.

6.3. Resource management and efficiency

At Frigoglass, we recognized early that our ICM operations are material-intensive. Since 2010, we have been monitoring and reporting on our material use, with the objective to keep rates of material consumption over produced volume at low levels, despite varying product mix. Furthermore, our Procurement cooperates with strategic suppliers to ensure that stock of raw materials is maintained at warehouses close to the plants. This helps avoid sub-optimal freights (e.g. by air) while still enables us to satisfy our customers' needs for shorter delivery times. The following table shows the material quantities used in the last 4 years:

Tons of materials used in Cool operations

Tons of materials	Metals				Glass			
	2018	**2019**	**2020**	**2021**	**2018**	**2019**	**2020**	**2021**
Europe	14.619	16.522	8.117	8.500	5.275	7.650	3.976	3.200
Asia	5.250	6.900	5.022	7.111	1.147	1.321	761	1.315
Africa	1.977	1.789	1.705	1.753	971	1.196	2.212	1.269
Total	**21.846**	**25.211**	**14.843**	**17.364**	**7.392**	**10.167**	**6.950**	**5.784**

Tons of materials	Plastics				Refrigerants			
	2018	**2019**	**2020**	**2021**	**2018**	**2019**	**2020**	**2021**
Europe	2.399	2.436	1.855	1.300	25	35	21	15
Asia	1.327	877	729	952	26	17	14	23
Africa	0	183	174	178	3	4	6	2
Total	**3.726**	**3.496**	**2.758**	**2.430**	**54**	**56**	**41**	**40**

Tons of materials	Insulation				Paint			
	2018	**2019**	**2020**	**2021**	**2018**	**2019**	**2020**	**2021**
Europe	1.913	2.287	1.202	1.126	87	101	27	27
Asia	731	1.071	613	814	19	18	12	15
Africa	341	373	410	226	2	4	5	2
Total	**2.984**	**3.731**	**2.225**	**2.166**	**108**	**123**	**44**	**44**

Material consumption intensity in Cool operations

	2017	**2018**	**2019**	**2020**	**2021**
Tons of total material consumption	35.362	36.110	42.784	26.860	27.829
kg of materials / ICM standard unit sales	56,1	54,4	53,7	55,7	69,3

The evolution of our material consumption demonstrates the payoff of our strategies, with steady year by year reduction of the materials used per ICM standard unit sale.
2020 and 2021 however have presented exceptional circumstances for the global market with the COVID-19 pandemic as well as specifically for Frigoglass, with the fire in our key production plant in Romania, which did not allow us to maintain the material efficiency of previous years. Once Romania plant is re-built we except to return to 2019 levels of material intensity.
In Glass operations, materials consumption is mainly based on recycled cullet and therefore this part of our business is by definition very material efficient.

Tons of materials used in Glass operations

Tons of materials	Silica sand				Cullet			
	2018	2019	2020	2021	2018	2019	2020	2021
Africa	89.722	91.213	71.772	93.528	82.869	86.684	64.905	91.907
Total	**89.722**	**91.213**	**71.772**	**93.528**	**82.869**	**86.684**	**64.905**	**91.907**

Tons of materials	Soda ash				Limestone powder			
	2018	2019	2020	2021	2018	2019	2020	2021
Africa	23.642	23.949	19.088	24.823	21.978	22.322	17.844	23.171
Total	**23.642**	**23.949**	**19.088**	**24.823**	**21.978**	**22.322**	**17.844**	**23.171**

Tons of materials	Other			
	2018	2019	2020	2021
Africa	5.577	5.995	4.353	6.582
Total	**5.577**	**5.995**	**4.353**	**6.582**

Material consumption intensity in Glass operations

	2017	2018	2019	2020	2021
Tons of total material consumption	297.921	223.788	230.163	177.962	240.011
kg of materials / Tons of production	1,36	1,30	1,26	1,30	1,27
% of recycled input materials (cullets)	41%	37%	38%	36%	38%

In our Glass operations material intensity remained at similar low levels of previous years. It did not further reduce because we tried to maintain a significant proportion of returnable bottles, which are heavier than non-returnable or one-way containers, but have considerable benefits for the environment. Considering the fact that we have kept also a high share of recycled cullet in the material consumption, the overall effect has been more environmental-friendly than any year before.

6.4. Water consumption management

Water is a key input of our manufacturing process, especially in Glass operations, and we recognize its scarcity. We are committed to making every effort to avert water losses in the

production processes through water recycling and reuse, both in our Cool and Glass operations.
In our ICM operations, used water is being properly treated according to the required specifications for discharge back into the sewage system.
In our Glass operations, we have set procedures for leakage avoidance and maximum recycling. Especially in our Effluent Treatment plant in Nigeria, where we utilize the latest advances in water treatment technologies, we have achieved over 95% water recycling and reuse in our operations. The remaining 5% mostly evaporates during the process, while a negligible part is being treated and discharged in the sewage system.

6.5. Waste management and control

In our ICM operations, hazardous and non-hazardous waste is generated from the manufacturing process of coolers.
Reducing waste from production, without undermining the effectiveness of the process, is a key priority for Frigoglass.

In 2021, waste generation was reduced further as result of the lower production compared to 2020 while recycling rates remained again at very high levels, over our base target of 90%.

Tons of general waste generated in Cool operations

	2016	**2017**	**2018**	**2019**	**2020**	**2021**
General waste	4.554	4.721	5.327	6.233	4.176	3.716,5
Recycled general waste	4.022	4.043	4.681	5.746	4.065	3.593
% Recycled waste	*88,3%*	*85,6%*	*87,9%*	*92,2%*	*97,3%*	*96,7%*

At Frigoglass, we respect local legislation and comply with internal policies governing the handling of hazardous waste. No hazardous waste is shipped internationally, whilst all is collected from the plants by authorized agencies using their own transportation methods for further disposal and/or recycling.

Tons of hazardous waste generated in Cool operations

	2016	**2017**	**2018**	**2019**	**2020**	**2021**
Hazardous waste	43,2	34,8	34,8*	33,6*	25,5	21,2
% change	- 3%	- 19%	- 0,2%	- 3,4%	- 24,1%	-16,8%

* Accounting only for hazardous waste associated with production activities.

In 2021, we continued to reduce the generation of hazardous waste associated with our production activities even further reducing it by 17% in relation to 2020.

In our Glass operations, both general and hazardous waste are of negligible quantities. General waste is fully recyclable, while hazardous waste comes mainly in form of machinery oil and water contaminated with oil, and is all properly discharged by authorized companies.

7. Workplace

At Frigoglass, our people are our greatest asset. We believe that our long-term success depends on our ability to attract, develop and maintain an engaged workforce. We implement a long-term strategy that focuses on finding and retaining talent, promoting their development whilst supporting and safeguarding their rights. We always strive to attract highly qualified personnel, respect their aspirations and ensure their continued professional growth. We also pay special attention to providing a healthy, safe and supportive working environment. We always operate with the highest ethical standards and promote diversity in the workplace.

The following table refers to Frigoglass permanent employees in operational sites and Head Offices for 2020 and 2021 (not including seasonal staff):

	Permanent employees		Managerial		Non-Managerial	
	2020	**2021**	**2020**	**2021**	**2020**	**2021**
Head offices	106	111	51	53	55	58
Nigeria	793	839	76	81	717	758
India	236	238	14	15	222	223
Indonesia	174	169	10	10	164	159
Romania	774	601	18	19	756	582
Russia	844	825	16	18	828	807
South Africa	171	231	9	12	162	219
Total	**3,098**	**3.014**	**194**	**208**	**2,904**	**2,806**

We are always looking for ways to attract qualified personnel, to respect their aspirations and we remain committed to their continued professional growth. The data below reports on the diversity of our people in operational sites and Head Offices for 2021:

2021	Male	Female	<30	31-40	41-50	>51
Head offices	74	37	5	27	53	26
Nigeria	812	27	102	210	250	277
India	235	3	22	128	77	11
Indonesia	145	24	10	79	74	6
Romania	415	186	95	157	181	168
Russia	713	112	142	370	223	90
South Africa	182	49	50	98	63	20
Total	**2.576**	**438**	**426**	**1,069**	**921**	**598**
	85%	*15%*	*14%*	*35%*	*31%*	*20%*

Our main areas of focus include maintaining employee satisfaction by creating an inclusive, diverse and safe working environment, promoting their training and development, and encouraging proactiveness in the workplace. We strive to provide an engaging and motivating environment that empowers our people to give their best and develop their full potential.

Due to the pandemic in the period of 2020-'21 we did not manage to follow our plan to certify more operation sites according to SA8000, the Social Responsibility Standard, and

ISO27001, the international standard for information security management systems. This remains within our targets to pursue as soon as the situation allows.

7.1. Labour practices and human rights

Respect for human rights is a fundamental value of Frigoglass. Some countries, where Frigoglass operates, are identified as presenting higher risk of labour and human rights violations. In these locations, we regularly evaluate our standards and procedures for identifying, preventing and mitigating adverse labour practices and adverse human rights impacts in our operations and value chain.

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

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

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

At Frigoglass, we aim to provide competitive compensation to our employees, based on a structured remuneration process. We offer wages, which are well above the local law, always complying with all national laws on overtimes and working hours. In the case of significant operational changes, our employment contracts contain at least one week's notice to employees, unless otherwise required by local laws.

7.2. Diversity and equal opportunity

We aim to foster an inclusive environment where our people can meet and exceed their expectations, regardless of race, gender, or socioeconomic background, and conversely benefit from diversity to deliver the highest value to our stakeholders. Diversity and inclusion are a vital part of our corporate culture. During the recruitment process, we undertake a number of steps to ensure workforce diversity without any form of discrimination based on gender identity, ethnicity, national origin, age, disability, marital status or any other characteristics protected by law. We do not tolerate any form of harassment, abuse or exploitation.

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

We provide non-discriminatory, fair employee compensation, and firmly believe that talent diversity has a direct impact on our success. We embrace diversity and celebrate our people's unique qualities, differences and similarities, so much that our success is

attributed to it. Diversity is part of our culture that drives creativity and leads to innovative solutions for our customers. We are proud that there have been no recorded incidents of discrimination during the reporting period. Our internal audits and whistleblowing procedures are aiming at maintaining zero incident levels.
Frigoglass is committed to promoting gender diversity and equality in the workplace. We strive to provide equal job and advancement opportunities for men and women in our operations. Our goal is to become more gender balanced and gradually increase the representation of women in leadership positions.

The table below demonstrates our progress towards gender diversity in leadership positions throughout the past years (operational sites and Head Offices).

Governance personnel	2019		2020		2021	
	Male	Female	Male	Female	Male	Female
Head offices	6	0	6	0	6	0
Nigeria	74	7	67	9	73	8
India	14	0	14	0	15	0
Indonesia	6	4	6	4	7	3
Romania	12	4	14	4	16	3
Russia	12	4	12	4	14	4
South Africa	7	3	8	2	8	4
Total	**131**	**22**	**127**	**23**	**139**	**22**
	85,6%	***14,4%***	***84,7%***	***15,3%***	***86,3%***	***13,7%s***

7.3. Occupational health and safety

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

- Provide compulsory training on health and safety (H&S) issues to employees as well as to external partners working at our facilities;
- Offer healthcare programs to all our employees;
- Provide personal protective equipment and follow procedures of handling chemicals and hazardous materials in all our plants, which are regularly inspected and updated;
- Cooperate closely with clinics and/ or hospitals located in the vicinity of our plants;
- Conduct regular risk analysis on H&S issues and implement appropriate measures for controlling risks.

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

- Identify and record potential hazards
- Identify the groups of employees exposed to those hazards

- Evaluate the severity of hazards
- Identify measures to mitigate risk
- Implement corresponding measures
- Re-evaluate and revise previously conducted risk assessments

In 2021 over 85% of our operational sites were certified per OHSAS 18001/ISO45001. In line with our commitment to workplace health and safety, we target to obtain Occupational health & safety certification for Indonesia operations soon too. In all our plants, we also implement a concrete and comprehensive safety management system, which is subject to strict approval processes. As part of this system, we closely monitor the accident frequency rates in all our plants and we are constantly working towards minimising them.

The above efforts have brought significant improvements in our health and safety performance, demonstrated through decreasing trends in injury rates throughout the past years. Specifically in 2021, injury frequency rate per 1000 hours of work was 0,33% and severity rate 0,73% (the latter has been negatively affected by the fire case in our Romania operations and does not represent our usual severity rate levels).

7.4. Employee training and career development

At Frigoglass we recognize the importance of employee training and development. We continuously try to provide our people with opportunities to grow professionally and resources to advance their career. The company ensures that all employees are equipped with the right mix of knowledge, skills and abilities to fulfil their job requirements. Frigoglass systematically invests in employee training, providing a wide range of training opportunities. We view employee training and development as an essential element of our success, as it effectively aligns action with objectives. The company puts emphasis on the development of technical skills and is committed to supporting employee professional advancement. We also provide training on ethical issues, such as anti-corruption, anti-competitive behaviour and human rights, which aim at further promoting an equal and fair working environment. The average hours of recorded training per employee in 2020 amounted to around 4hrs, which is considerably low and attributed to the Covid-19 pandemic situation as well.

2021 was the fourth year of operation of the “Frigoglass Academy”, the online platform that provides a wide range of training courses to our people. The program addresses all our permanent employees with computer access and part of those currently lacking access. The program offers extensive training on our Code of Business Conduct, Values and core operating policies i.e. Human Rights, Labor, Environment, Speak-up and Health & Safety.

Performance reviews are also a key component of employee development. At Frigoglass, reviews take place twice a year and give our people the opportunity to provide and receive feedback through individual guidance. 100% of our supervisory and managerial level employees receive annual performance reviews based on pre-determined and agreed-upon performance criteria. Career development needs and actions are often tackled through informal meetings and mentoring, while we always listen closely to our workforce’s views on how their career goals can be met.

The new hires and employee turnover in operational sites and Head Offices for 2021 are presented in the tables below:

2021	Total new hires	% workforce
Head offices	19	16,8%
Nigeria	159	10,5%
India	18	3,5%
Indonesia	1	0,6%
Romania	488	80,7%
Russia	790	74,5%
South Africa	170	44,3%
Total	**1.645**	**37,7%**

2021	Voluntary turnover	Total turnover, including dismissals
Head offices	8	12
Nigeria	29	84
India	10	16
Indonesia	4	6
Romania	218	384
Russia	272	381
South Africa	11	19
Total	**552**	**902**

11) Consolidated disclosures pursuant to Art. 8 Taxonomy Regulation

1. Article 8 Taxonomy Regulation

The Taxonomy Regulation is a key component of the European Commission's action plan to redirect capital flows towards a more sustainable economy. It represents an important step towards achieving carbon neutrality by 2050 in line with EU goals as the Taxonomy is a classification system for environmentally sustainable economic activities.
In the following section, we as a non-financial parent undertaking present the share of our group turnover, capital expenditure (Capex) and operating expenditure (Opex) for the reporting period 2021, which are associated with Taxonomy-eligible economic activities related to the first two environmental objectives (climate change mitigation and climate change adaptation) in accordance with Art. 8 Taxonomy Regulation and Art. 10 (2) of the Art. 8 Delegated Act.

2. Our activities

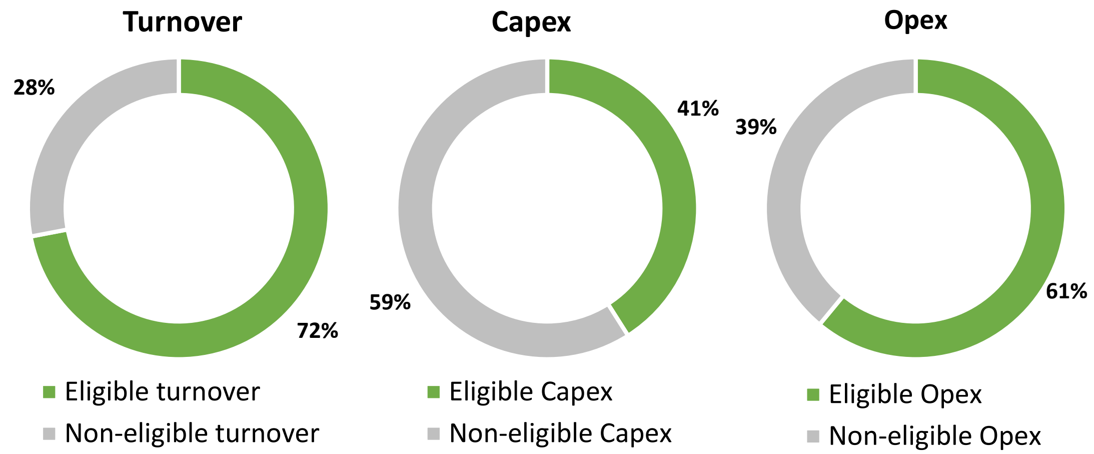

Table 1: Proportion of Taxonomy-eligible and Taxonomy-non-eligible economic activities in total turnover, Capex and Opex:

	Total (€ mn)	Taxonomy-eligible economic activities (%)	Taxonomy-non-eligible economic activities (%)
Turnover	**384.3**	72	28
Capital expenditure (Capex)	**14.1**	41	59
Operating expenditure (Opex)	**7.5**	61	39

Table 2: Details by economic activity – Turnover (voluntary disclosure)

Eligible activities	Turnover (€ mn)
3.5 Manufacture of energy efficiency equipment for buildings	220.7
7.3 Installation, maintenance and repair of energy efficiency equipment	57.8
Sum of eligible activities	278.5
Non-eligible activities	105.8
Total	**384.3**

Table 3: Details by economic activity – Capex, Opex

Eligible activities	Capex (€ mn)	Opex (€ mn)
3.5 Manufacture of energy efficiency equipment for buildings	4.9	4.5
7.3 Installation, maintenance and repair of energy efficiency equipment	0.4	0.1
Individually eligible Capex/Opex	0.5	-
Sum of eligible activities	5.8	4.6
Non-eligible activities	8.3	2.9
Total	**14.1**	**7.5**

Definitions

Taxonomy-eligible economic activity means an economic activity that is described in the delegated acts supplementing the Taxonomy Regulation (i.e. the Climate Delegated Act as of now) irrespective of whether that economic activity meets any or all of the technical screening criteria laid down in those delegated acts.

Taxonomy-non-eligible economic activity means any economic activity that is not described in the delegated acts supplementing the Taxonomy Regulation.

Taxonomy-aligned economic activity means an economic activity that complies with all of the following requirements:

- the economic activity contributes substantially to one or more of the environmental objectives;
- it does not significantly harm any of the environmental objectives;
- it is carried out in compliance with the minimum safeguards; and
- it complies with technical screening criteria in the delegated acts supplementing the Taxonomy Regulation (i.e. Climate Delegated Act as of now).

Taxonomy-eligible economic activities

We have examined the relevant Taxonomy-eligible economic activities based on our activities as an Ice Cold Merchandiser (ICM) and glass bottle manufacturer and assigned them to the following economic activities in accordance with Annex I and II of the Climate Delegated Act. The table below indicates for which environmental objective the activities qualify as eligible:

Table 3: Taxonomy-eligible economic activities

Eligible economic activity	Description	NACE code	Climate change mitigation	Climate change adaptation
3.5 Manufacture of energy efficiency equipment for buildings	Manufacture of non-domestic cooling and ventilation equipment	C28.2.5	✓	✓
7.3 Installation, maintenance and repair of energy efficiency equipment	Repair of machinery	C33.1.2	✓	✓

Allocation of turnover, Capex and Opex to one environmental objective

Frigoglass is mainly concerned by the objective of climate change mitigation. It was determined that activity 3.5 and activity 7.3 should be allocated to climate change mitigation as the contribution to climate change adaptation is of minor importance and the Taxonomy does not allow double counting.

Relevant judgement on the Taxonomy-eligibility of our activities

Activity 3.5

The description of activity 3.5 in Annex I to the Climate Delegated Act includes activities associated with several NACE codes related to the manufacturing of cooling equipment. In addition, activity (i) described in the "substantial contribution to climate change mitigation" of the technical screening criteria fits the activities of Frigoglass. Thus, we defined our "Manufacture of non-domestic cooling and ventilation equipment" activity as Taxonomy-eligible.

Activity 7.3

The description of activity 7.3 in Annex I to the Climate Delegated Act includes activities associated with several NACE codes related to the installation, maintenance or repair of energy efficiency equipment. Thus we defined our "repair of machinery" activity as Taxonomy-eligible.

Core business activities and external turnover

Our assessment of Taxonomy-eligible activities is focused on economic activities that generate revenue through the provision of goods or services on a market. In this context, Frigoglass, as an Ice Cold Merchandiser (ICM) and glass bottle manufacturer assess our business by our contribution to provide low-energy, recyclable and low carbon products.

Therefore activities 3.5 and 7.3 represent the core business activities which we evaluate against the Taxonomy Regulation.

Activities using external personnel and subcontractors

Taxonomy-eligibility is given when one of our activities meets the description of an economic activity laid down in the Climate Delegated Act. In this context, it is irrelevant whether we use our own personnel or external personnel (e.g. temporary workers) to carry out this activity. In certain circumstances where we determine and control the circumstances in which the activity is carried out, we also consider activities performed by a subcontractor as our own activities.

Taxonomy-non-eligible economic activities

We consider the entire activity of “Manufacture of hollow glass” (C23.1.3) as a Taxonomy-non-eligible economic activity since the economic activity is not described in the delegated acts supplementing the Taxonomy Regulation.

3. Our KPIs and accounting policies

The key performance indicators (“KPIs”) include the turnover KPI, the Capex KPI and the Opex KPI. For the reporting period 2021, the KPIs have to be disclosed in relation to our Taxonomy-eligible and Taxonomy-non-eligible economic activities (Art. 10 (2) of the Art. 8 Delegated Act).

The specification of the KPIs is determined in accordance with Annex I of the Art. 8 Delegated Act. We determine the Taxonomy-eligible KPIs in accordance with the legal requirements and describe our accounting policy in this regard as follows:

Turnover KPI

Definition

The proportion of Taxonomy-eligible economic activities in our total turnover has been calculated as the part of net turnover derived from products and services associated with Taxonomy-eligible economic activities (numerator) divided by the net turnover (denominator), in each case for the financial year from 01.01.2021 to 31.12.2021.

The denominator of the turnover KPI is based on our consolidated net turnover in accordance with IAS 1.82(a).

For further details on our accounting policies regarding our consolidated net turnover, see Note 2. Summary of Significant Accounting Policies.

The numerator of the turnover KPI is defined as the net turnover derived from products and services associated with Taxonomy-eligible economic activities, i.e.

- Activity 3.5 “Manufacture of energy efficiency equipment for buildings” generates net turnover from the sale of ICMs.
- Activity 7.3 “Installation, maintenance and repair of energy efficiency equipment” generates net turnover from the installation, maintenance and repair of ICMs.

Reconciliation

Our consolidated net turnover can be reconciled to our Consolidated Financial Statements see Primary Financial Statements, Income Statement.

Capex KPI

Definition

The Capex KPI is defined as Taxonomy-eligible Capex (numerator) divided by our total Capex (denominator).

Total Capex consists of additions to tangible and intangible fixed assets during the financial year, before depreciation, amortisation and any re-measurements, including those resulting from revaluations and impairments, as well as excluding changes in fair value. It includes acquisitions of tangible fixed assets (IAS 16) and intangible fixed assets (IAS 38). Additions resulting from business combinations are also included. Goodwill is not included in Capex, as it is not defined as an intangible asset in accordance with IAS 38.

For further details on our accounting policies regarding CAPEX, see Note 2. Summary of Significant Accounting Policies.

The numerator consists of the following categories of Taxonomy-eligible Capex:

i. Capex related to assets or processes that are associated with Taxonomy-eligible economic activities (“category a”). We consider that assets and processes are associated with Taxonomy-eligible economic activities when they are essential components necessary to execute an economic activity. Consequently, all Capex related to our Taxonomy-eligible activities and Capex invested into energy efficiency equipment and technologies for our Taxonomy non-eligible activities (i.e Glass operations) are considered in the numerator of the Capex KPI.
ii. Capex that are part of a “Capex plan” to upgrade a Taxonomy-eligible economic activity to become Taxonomy-aligned or to expand a Taxonomy-aligned economic activity require an assessment of Taxonomy-alignment of our activities (“category b”). As for the reporting period 2021 we only report on Taxonomy-eligible economic activities; we have not prepared a Capex plan in the sense of the EU taxonomy.
iii. Capex related to the purchase of output from Taxonomy-eligible economic activities and individual measures enabling certain target activities (usually our non-eligible activities) to become low-carbon or to lead to greenhouse gas reductions (“category c”). They are also considered as Taxonomy-eligible Capex when the purchased output/individual measure meets the description of its respective economic activity (cf. further explanations below).

Reconciliation

Our total Capex can be reconciled to our consolidated financial statements,
Note 6 – Tangible Assets and Note 8 Intangible assets
They are the total of the movement types (acquisition and production costs)

- additions and
- additions from business combinations

for intangible assets, property, plant and equipment and investment properties.

Further explanations

Allocation keys

The entirety of Capex, as defined above, allocated to each Taxonomy-eligible activity is attributed to Taxonomy-eligible Capex.

Individually Taxonomy-eligible Capex

The numerator of the Capex KPI also includes those Taxonomy-non-eligible activities' Capex that are related to the purchase of output from Taxonomy-aligned economic activities and certain individual measures enabling the target activities to become low-carbon or to lead to greenhouse gas reductions. These individual investments refer to economic activities listed in the delegated acts supplementing the Taxonomy Regulation (i.e. Climate Delegated Act as of today). The related Capex is Taxonomy-eligible if the purchased output/individual measure meets the description of its respective economic activity.

We have identified the following economic activities in the Climate Delegated Act resulting in Capex which can be considered as individually Taxonomy-eligible purchased output/measures:

Description of the individually Taxonomy-eligible purchased output/measure	**Respective economic activity (Annex I to Climate Delegated Act)**
All replacement, maintenance and repair of the energy efficiency equipment in our existing buildings	7.3 Installation, maintenance and repair of energy efficiency equipment

Opex KPI

Definition

The Opex KPI is defined as Taxonomy-eligible Opex (numerator) divided by our total Opex (denominator).

Total Opex consists of direct non-capitalised costs that relate to research and development, building renovation measures, short-term lease, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment.

This includes:

- Maintenance and repair and other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment were determined based on the maintenance and repair costs allocated to our internal cost centres. The related cost items can be found in various line items in our income statement, including production costs (maintenance in operations), sales and distribution cost (maintenance logistics) and administration cost (such as maintenance of IT-systems). This also includes building renovation measures.
  In general, this includes staff costs, costs for services, and material costs for daily servicing as well as for regular and unplanned maintenance and repair measures. These costs are directly allocated to our PP&E including an appropriate allocation of overhead costs.

This does not include expenditures relating to the day-to-day operation of PP&E such as: raw materials, cost of employees operating the machine, electricity or fluids that are necessary to operate PP&E. Direct costs for training and other human resources adaptation needs are included in both, the denominator and the numerator of the Opex KPI.
With regard to the numerator, we refer to the corresponding statements on the Capex KPI.

Further explanations
With regard to the use of allocation keys, we refer to the corresponding statements on the Capex KPI.

Yours Faithfully,

The Board of Directors

ACTIVITY REPORT OF THE AUDIT COMMITTEE

FOR THE FISCAL YEAR 2021

ACTIVITY REPORT OF THE AUDIT COMMITTEE FOR THE FISCAL YEAR 2021

The Audit Committee (hereinafter the "**Committee**") of the company under the name "FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS" (hereinafter the "**Company**") prepared, in accordance with the provisions of article 44 of Law 4449/2017, as amended by Law 4706/2020, and the relevant guidelines of the Hellenic Capital Market Commission, this report on issues related to its operation for the closed fiscal year 2021 (01.01.2021 - 31.12.2021).

By virtue of the Extraordinary General Meeting of the Company's shareholders dated 14.12.2020, the Committee was elected and appointed as independent, consisting of a total of three (3) members and specifically of two (2) independent members of the Board of Directors and by one (1) third party (non-member of the Board of Directors). The composition of the Committee, which was formed into a body by virtue of its decision dated 22.12.2020, is the following:

Chairman: George Samothrakis –third party (non-member of the Board of Directors) and independent

Member: Zulikat Wuraola Abiola – independent non-executive member of the Board of Directors

Member: Stephen Bentley – independent non-executive member of the Board of Directors

All the members of the Committee are independent and meet all the independence criteria and qualifications of par. 1 and 2 of article 9 of Law 4706/2020, as in force.

In particular and regarding the Committee's activities during the closed fiscal year 2021 (01.01.2021 - 31.12.2021):

A. Meetings and agenda

According to its terms of reference, the Committee shall meet whenever this is deemed necessary and in no circumstances less than four (4) times a year. It must also hold at least two (2) meetings attended by the Company's regular auditor, without the presence of the members of the management. Minutes, which are signed by all members of the Committee, are kept for each meeting.

The Committee held a total of six (6) meetings during 2021, with all its members attending all meetings, and the internal auditors informing the Committee on the pertinent matters. At most of its meetings, and following invitation from the Committee, key executives in charge of the administration and management of corporate affairs and business activities were also present.

The relevant minutes were kept for all meetings of the Committee that took place in 2021, and during these meetings the following issues were examined, inter alia:

	Dates of the meetings of the Committee- 2021	Items
1	16th of March 2021	**Meeting with the External Auditors** -Review of the progress of the external audit during 2020, including: - Audit results - Critical accounting policies - Specific issues on the Company's internal control environment -Overview of the Financial Statements for the year that ended on December 31st, 2020 -Preparation of a report to the Board of Directors for the drafting and auditing of the Financial Statements for the year ended December 31, 2020 **Internal Audit / Controls, Compliance & Ethics (CC&E)** **-**Presentation of the main findings from the audits carried out during Q4 2020 -Presentation of the progress of open observations from previous audits until Q1 2021, in total and by region -Update on the current open cases of the Whistleblowing program -Presentation of the progress of the 2021 non-audit fees, based on the received AFS (Approval for Services) by PricewaterhouseCoopers ("PwC"), compared to the pre-approval given by the Committee in December 2020, for the services to be rendered in 2021
2	16th of June 2021	**Romania** -Update by the Group's CFO in relation to the fire incident in the Romanian factory, the compensation process along with the financial impact **Internal Audit / Controls, Compliance & Ethics (CC&E)** -Update regarding the progress of the Internal Audit Plan for 2021 -Approval of the annual audit plan of the Internal Audit Unit -Preparation of the Committee's annual action plan -Update on the whistleblowing program -Presentation of the progress of the non-audit fees during 2021, based on the received AFS (Approval for Services) by PwC, compared to the pre-approval given by the Committee in December 2020, for the services to be rendered in 2021 **Other issues** -Approval of the Activity Report of the Committee for the Fiscal Year 2020 -Update on the project for the implementation of the Corporate Governance Law 4706/2020
3	15th of July 2021	-Approval of the Internal Audit Charter of the Internal Audit Unit -Approval of the Company's Internal Regulation of Operation -Approval of amendments to the Code of Business Conduct and Ethics and the "Speak Up" Policy of the Company
4	2nd of August 2021	**Meeting with the External Auditors** -Presentation by the external auditors (PWC) of the overview of H1 2021 and the relevant audit report -Review and approval of the H1 2021 Financial Statements by the Committee

		-Preparation of a report to the Board of Directors for the drafting and auditing of Semi-Annual Financial Statements for 2021 **Internal Audit / Controls, Compliance & Ethics (CC&E)** -Update regarding the implementation actions of Law 4706/20 on Corporate Governance
5	14th of September 2021	**Internal Audit / Controls, Compliance & Ethics (CC&E)** -Update regarding the progress of the Internal Audit Plan for 2021 -Presentation by region and in total of the completion rates of agreed actions of internal audits, for the referenced quarter -Update on the whistleblowing program -Presentation of the progress of the non-audit fees during 2021, based on the received AFS (Approval for Services) by PwC, compared to the pre-approval given by the Committee in December 2020, for the services to be rendered in 2021 **Other issues** -Implementation of Law 4706/2020 on Corporate Governance -Presentation of a summary of the key amendments affecting the Committee -Estimation of the Group's liquidity
6	14th of December 2021	**Meeting with the External Auditors** - Committee update by the external auditor (PWC) on the annual statutory audit program, the deadlines for the completion of the audit and the publication of the financial information -Update on the significant audit areas, which will be covered taking into account the main business and financial risks of the Group -The Committee submitted proposals for other important audit areas, which altogether can be summarized as follows: - Evaluation of the "going concern" application. - Application of IFRS 19 "Employees' benefits". - Uncertainties and Post Balance Sheet events. - Significant judgements, assumptions and estimates during the preparation of the financial statements. - Financial impact of the COVID 19 pandemic. - Fair value of assets. - Evaluation of assets recoverability. - Adequacy of significant risks' disclosure. - Material affiliated parties' transactions - Significant extraordinary transactions. **Internal Audit / Controls, Compliance & Ethics (CC&E)** -Update regarding the progress of the Internal Audit Plan for 2021 -Presentation by region and in total, of the completion rates of agreed actions of internal audits, for the referenced quarter -Update on the whistleblowing program -Presentation of the progress of the non-audit fees during 2021, based on the received AFS (Approval for Services) by PwC, compared to the pre-approval given by the Committee in December 2020, for the services to be rendered in 2021. Additionally, the estimated non-audit fees of 2022 were presented -Presentation and approval of the proposed audit plan for 2022, taking into account the risks arising from the 2021 Risk Management exercise

		Annual Financial statements The Committee was briefed by the Finance Department on the progress of the financial statements preparation and in particular the following were discussed thereon: - European Common Enforcement Priorities 2021 - European Single Electronic Format-ESEF - Disclosures of article 8 of Taxonomy regulation - The deadline for the F/S publication **Other issues** -Law 4706/2020 - Audit of Internal Audit System -Estimation of the Group's liquidity

B. External Audit / Financial Information Procedure

The Committee during 2021 has mainly focused on:

- The process of financial information and the evaluation of the financial statements of the Company in terms of their accuracy, completeness and consistency. In particular, it was verified that the financial statements were in accordance with the relevant framework concerning their content and preparation process, as well as, their compliance with the respective publication rules and the ability of all interested parties to have direct, unhindered and uninterrupted access to them.
- The announcements concerning the financial performance of the Company and the review of main points of the financial statements that contain significant judgments and estimates of the management.
- The provision of additional services to the Company by the auditing company to which the statutory auditor belongs. The definition and determination of the terms of cooperation and the remuneration of the statutory auditor, through the proposal made during the Annual General Meeting of the Company as well as the selection criteria (provision of high quality services, determination of a fair, reasonable and competitive fee etc.).
- The confirmation of the independence of the statutory auditor, the objectivity and effectiveness of the audit process, based on the relevant professional and regulatory requirements. The auditor, following the Committee's invitation, has confirmed his independence and the absence of any external direction, directive or influence in the performance of his duties. The monitoring and ensuring of completeness, objectivity and effectiveness of the audit is a key priority for the Committee.
- The process of carrying out the statutory audit of the separate and consolidated financial statements of the Company, as well as the content of the main and the supplementary report submitted by the statutory auditor.

It is noted that in 2021, the Committee met twice (2) with the external auditors, in monitoring the process of the relevant audit of the financial statements. Part of these meetings took place without the presence of the Company's executives.

C. Sustainable Development Policy

Sustainable development is an integral part of the Company's operation during the last years. It is a key parameter in shaping the development strategy and supports important business platforms in the fields of business, innovation and the environment.

The Committee places special emphasis on the Company's sustainable development policy. In light of the above, the Committee noted that during the fiscal year 2021 the Company is fully committed to the implementation of a strict code of conduct in all operations and employees, as well as to compliance with local laws and regulations. The Company also complies with current environmental legislation and regulations. Collaborates with its customers, business partners and suppliers in order to promote sustainable development, innovation and the creation of solutions that enable their mutual development.

The Company's sustainability policy is based on a set of guidelines, through the observance of high professional standards, which are transparent, reliable and fair, the cultivation of a culture of cooperation and the evaluation of long-term relationships with its customers and suppliers.

It approaches sustainability and corporate social responsibility by focusing its efforts and resources on four complementary and mutually supportive sectors: Market, Environment, Workplace and Community.

During the year, the Company's performance was improved across all sustainability sectors. The Company has implemented various additional measures to improve energy efficiency and reduce environmental impact. The staff worldwide was systematically trained through regular training on the "Frigoglass Academy" platform. Finally, the local communities of the areas where the Company operates, were supported with targeted programs that improve the well-being and development of the people.

The award from EcoVadis - a leading corporate social responsibility rating agency - placing it at the highest available Platinum recognition level rating, represents the acknowledgement of responsible business practices in relation to the Environment, Work, Fair Business Practices and Sustainable Agreements.

The above focus areas are presented in detail in the 2021 Sustainability Report.

D. Internal Audit and Risk Management System / Internal Audit Unit

The Committee also dealt with the following:

- Overseeing the Company's internal audit and the effectiveness of the Company's Internal Audit System and risk management in order to ensure that the major risks (e.g. risk of fluctuations in raw material prices, credit risk, liquidity risk, currency risk, interest rate risk, capital adequacy risk, risks due to capital controls etc.) are identified, dealt with and disclosed publicly in a proper manner.
- Ensuring the independence of the Internal Audit Unit, the monitoring of its proper functioning in accordance with international standards for the professional implementation of internal audit, as well as the compliance with applicable legal and regulatory framework (e.g Law 4706/2020, as in force today).
- Its updating in relation to the work of the Internal Audit Unit and its reports and the evaluation, the adequacy and the effectiveness of its work.
- The delivery of reports of the Internal Audit Unit to the Board of Directors
- Informing the Board of Directors of the areas in which the Committee, in the course of its work, considers that there are significant issues and the monitoring of its response.
- The review of the Internal Audit Charter.
- The identification of potential cases of conflicts of interest during the Company's transactions with affiliated parties or any unusual transactions that have not taken place under the normal market conditions and the submission to the Board of Directors of relevant reports.

- Ensuring the existence of procedures enabling the Company's personnel to confidently express concerns about possible financial reporting violations or irregularities in matters of financial information or other matters affecting the operation of the business, which should be properly investigated and treated.
- The approval of the annual audit plan of the Internal Audit Unit. Audited, evaluated and approved the annual audit plan of the Internal Audit Unit for the year 2022.

It is noted that during the exercise of its duties, the Committee had and continue to have uninterrupted and full access to all information it needs and the Company provides the Committee with the necessary infrastructure and space to effectively perform its duties.

George Samothrakis

Chairman of the Audit Committee of Frigoglass S.A.I.C.

Independent auditor's report

To the Shareholders of "Frigoglass SAIC"

Report on the audit of the separate and consolidated financial statements

Our opinion

We have audited the accompanying separate and consolidated financial statements of Frigoglass S.A.I.C. (Company and Group) which comprise the separate and consolidated statement of financial position as of 31 December 2021, the separate and consolidated income statement and statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the separate and consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects the separate and consolidated financial position of the Company and the Group as at 31 December 2021 , their separate and consolidated financial performance and their separate and consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union and comply with the statutory requirements of Law 4548/2018**.**

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs), as they have been transposed into Greek Law. Our responsibilities under those standards are further described in the section "Auditor's responsibilities for the audit of the separate and consolidated financial statements" of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty relating to going concern

We draw attention to Notes 2.1 and 4.1.6 to the financial statements, which describe the factors the Company and the Group have considered with respect to the applicability of the use of the going concern assumption in the preparation of the financial statements. As described in Notes 2.1 and 1.1.6, the Group's subsidiary in Russia, which currently represents the main production facility in Europe, following the fire incident in the Romanian plant in June 2021, is facing supply chain disruptions on the movement of raw materials and finished goods, as a result of sanctions that have been imposed on Russia by the US, the UK, the EU and other countries as well as by counter sanctions that have been imposed by the Russian government in response. The Russian subsidiary also maintains lines of credit with international and Russian state-owned banks, that are primarily on demand. The unsuccessful renewal of certain lines of credit, by the Russian subsidiary, and the ability of the subsidiary to effectively deal with the supply chain disruptions, given the ongoing, and unknown duration of the uncertainty stemming from the Russia and Ukraine conflict, may impact the ability of the Group to meet its financial commitments and therefore impact its overall financial position. This indicates the existence of a material uncertainty that may cast significant doubt on the Company's and the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Independence

During our audit we remained independent of the Company and the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) that has been transposed into Greek Law, and the ethical requirements of Law 4449/2017 and of Regulation (EU) No 537/2014, that are relevant to the audit of the separate and consolidated financial statements in Greece. We have fulfilled our other ethical responsibilities in accordance with Law 4449/2017, Regulation (EU) No 537/2014 and the requirements of the IESBA Code.

We declare that the non-audit services that we have provided to the Company and its subsidiaries are in accordance with the aforementioned provisions of the applicable law and regulation and that we have not provided non-audit services that are prohibited under Article 5(1) of Regulation (EU) No 537/2014.

The non-audit services that we have provided to the Company and its subsidiaries during the year ended 31 December 2021, are disclosed in the Note 29 to the separate and consolidated financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate and consolidated financial statements of the year under audit. These matters were addressed in the context of our audit of the separate and consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Going concern basis of accounting	
(Refer to " Risks and Uncertainties" section of the Board of Directors' Report, and to Note 4 "Critical accounting estimates and judgments" and Note 15 "Non-current & current borrowings" of the financial statements) *(Refer to the section in this Independent auditor's report titled "Material uncertainty relating to going concern")* In 2021, although the Group experienced a gradual recovery from the COVID-19 pandemic, COVID-19 continues to be a source of uncertainty for the near term. Furthermore the Russia-Ukraine conflict that commenced in February 2022, creates an ongoing uncertainty of unknown duration. The Group operates a production facility in Russia which currently represents the main production facility in Europe following the fire incident at the Commercial Refrigeration facility of the Group's	We performed the following procedures to understand the Group's review process with respect to the going concern accounting basis: • We obtained the Group's assessment of the ability to deal any liquidity issues. This analysis included management's assessment with respect to their current expectations of the impact of the ongoing Russia-Ukraine conflict. • We tested the underlying calculations of the liquidity forecasts and found them to be mathematically accurate. • We agreed the assumed cash flows to the business plan, tested key assumptions to underlying documentation, such as growth rates, debt agreements and third-party data, where available.

Key audit matter	How our audit addressed the key audit matter
subsidiary in Romania in June 2021. As explained in the Board of Director's report and in the financial statements, the Russia-Ukraine conflict, the sanctions imposed on Russia, as well as the counter sanctions imposed by Russia in response, have caused supply chain disruptions and challenges in the smooth operation of the subsidiary. Additionally, the Russian subsidiary maintains credit facilities with international and Russian state-owned banks, which are primarily on-demand. To support the adoption of the going concern basis of accounting, the Group has prepared a liquidity forecast based on cash flow projections for the foreseeable future relating to the next 12 months, from the date of approval of these financial statements. These cash flow projections include assumptions regarding cash generated from operations, scheduled investments, debt repayments, insurance proceeds and available credit facilities. We focused on this area due to the significant level of management judgement involved and the complexity of corroborating the assumptions that underpin the ability of the Group to maintain an adequate level of liquidity to continue its operations in the foreseeable future relating to the next 12 months, from the date of approval of these financial statements.	• We assessed and discussed with management the plans to mitigate potential liquidity shortfalls. • We found the input to be based on appropriate data and that the assumptions were substantiated to support management's current plans and expectations, noting the continued significant uncertainty stemming from the Russia-Ukraine conflict. • We evaluated management's assessment as regards material uncertainties with respect to the going concern basis of accounting. Finally, we assessed the adequacy of disclosures related to going concern in the "Risks and Uncertainties" section of the Board of Directors' Report and in Note 4 "Critical accounting estimates and judgments and Note 13 "Non-current & current borrowings" of the financial statements. Our conclusions are presented in the section of this Independent auditor's report titled "Material uncertainty relating to going concern".
Impairment assessment of property, plant and equipment *(Refer to Note 4 "Critical accounting estimates and judgments" of the financial statements)* At 31 December 2021, property, plant and equipment for the Group amount to €93.9mn and is presented at cost less accumulated depreciation and any impairment. Management tests non-financial assets subject to depreciation for impairment whenever there are relevant indications of potential impairment in accordance with International Accounting Standard 36 (IAS 36 -	We evaluated management's overall impairment testing process, including the process for identifying indicators for impairment, preparation of impairment testing models as well as their review and approval. The key assumptions assessed included, the revenue growth rates, margin trends and discount rates. We discussed extensively with management, the suitability of the impairment model and

Key audit matter	How our audit addressed the key audit matter
Impairment of Assets). As a result of the deterioration of the macroeconomic environment due to the impact of COVID-19, the Group proceeded with an impairment assessment of the recoverable amount for the cash generating units (CGUs) that were significantly affected and reported losses as a result of the impact of COVID-19. An impairment assessment has been performed for the CGU relating to the Ice Cold Merchandisers (ICM) operations in India. This is a key audit matter for our audit given that management in determining the recoverable amount of the CGU (as the higher of fair value less costs to sell and value-in-use), exercised judgement in calculating the future cash flows of the CGU, e.g. expectations on market developments and discount rates applied to discount the future cash flow forecasts. In the year ended 31 December 2021, no impairment charge was recognized for Property, plant and equipment with respect to the Group's operations in India.	reasonableness of the assumptions and with the support of our valuation specialists we performed the following procedures: • Performed benchmarking of key assumptions in management's valuation models with market trends and assumptions made in the prior year. • Testing the mathematical accuracy of the cash flow models and agreeing relevant data to approved business plans. • Assessing the reliability of management's forecast through a review of actual performance against previous forecasts. • Assessing the sensitivity of impairment tests to changes in significant assumptions Based on our procedures, we noted no exceptions on the impairment test and consider management's key assumptions to be within a reasonable range.
Impairment assessment of investments in subsidiaries *(Refer to Note 4 "Critical accounting estimates and judgments" and Note 9 "Investments in subsidiaries" of the financial statements)* At 31 December 2021, the Company has an investment in Frigoinvest Holdings B.V. of €60mn, which holds the Group's subsidiaries in the ICM and Glass segments. This investment is accounted for at cost adjusted for any impairment incurred and is tested for impairment when indications exist that its carrying value may not be recoverable in accordance with International Accounting Standard 36 (IAS 36 - Impairment of Assets). As a result of the deterioration of the macroeconomic environment due to the impact of the COVID-19 pandemic and the fire incident at the	We evaluated management's overall impairment testing process, including process for identifying indicators for impairment, preparation of impairment testing models as well as their review and approval. The key assumptions assessed per case included the revenue growth rates, margin trends and discount rates. We discussed extensively with management the suitability of the impairment model and reasonableness of the assumptions and with the support of our valuation specialists we performed the following procedures:

Key audit matter	How our audit addressed the key audit matter
Commercial Refrigeration facility of the Group's subsidiary in Romania, the Company proceeded with the assessment of impairment of the recoverable amount of its investment based on value in use calculations using discounted cash flows, resulting in the recoverable amount being higher than the carrying amount. Additionally, given the ongoing Russia-Ukraine conflict, management undertook a further analysis with respect to the key assumptions in the aforementioned cash flows, based on management's current expectations of the impact from this conflict, on the cash flows. The recoverable amount of the investments in subsidiaries is determined based on value in use calculations, which requires the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a one-year period and cash projections for four additional years. Management also conducted a sensitivity analysis of the key assumptions. This is a key audit matter for our audit given that management, in determining the recoverable amount exercised judgement in calculating the future cash flows, e.g. expectations on market development and discount rates applied to discount the future cash flow forecasts. In the year ended 31 December 2021 no impairment charge was recognized with respect to the Company's investment in subsidiary.	• Performed benchmarking of key assumptions in management's valuation model with market trends and assumptions made in the prior year. • Testing the mathematical accuracy of the cash flow models and agreeing relevant data to approved business plans. • Assessing the reliability of management's forecast through a review of actual performance against previous forecasts. • Assessing the sensitivity of impairment tests to changes in significant assumptions. • In addition, we examined management's analysis of key assumptions, incorporating the estimated impact of the Russia-Ukraine conflict into the calculations. Based on our procedures, we noted no exceptions on the impairment test and consider management's key assumptions to be within a reasonable range.
Uncertain tax positions *(Refer to Note 4 "Critical accounting estimates and judgments" and Note 21 "Income tax" of the financial statements).* The Group operates in a complex multinational tax environment which gives rise to uncertain tax positions in relation to corporate income tax, transfer pricing and indirect taxes. The Group establishes provisions based on management's judgements of the probable amount of the liability.	We evaluated the related accounting policy for provisioning for tax exposures and found it to be appropriate. In conjunction with our local tax specialists, we evaluated management's judgements in respect of estimates of tax exposures and contingencies in order to assess the adequacy of the Group's tax provisions.

Key audit matter	How our audit addressed the key audit matter
This area is considered as a key audit matter, given the number of judgements involved in estimating the provisions relating to uncertain tax positions and the complexities of dealing with tax rules and regulations in numerous jurisdictions.	In order to understand and evaluate management's judgements, we considered the status of current tax authority audits and enquiries, the outcome of previous tax authority audits, judgmental positions taken in the tax results and tax estimates for the year being audited, as well as recent developments in the tax environments in which the Group operates. We assessed management's key assumptions, in particular on cases where there had been significant developments with tax authorities, noting no significant deviation from our expectations. From the evidence obtained and in the context of the financial statements, taken as a whole, we consider the provisions in relation to uncertain tax positions as at 31 December 2021 to be appropriate. The disclosures in the financial statements are adequate and consistent with the requirements of relevant accounting standards.

Other Information

The members of the Board of Directors are responsible for the Other Information. The Other Information, which is included in the Annual Report in accordance with Law 3556/2007, is the Statements of Board of Directors members, the Board of Directors Report, the Activity Report of the Audit Committee and the Alternative Performance Measures ("APMs")(but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report.

Our opinion on the separate and consolidated financial statements does not cover the Other Information and except to the extent otherwise explicitly stated in this section of our Report, we do not express an audit opinion or other form of assurance thereon.

In connection with our audit of the separate and consolidated financial statements, our responsibility is to read the Other Information identified above and, in doing so, consider whether the Other Information is materially inconsistent with the separate and consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We considered whether the Board of Directors Report includes the disclosures required by Law 4548/2018 and the Corporate Governance Statement required by article 152 of Law 4548/2018 has been prepared.

Based on the work undertaken in the course of our audit, in our opinion:

- The information given in the Board of Directors' Report for the year ended at 31 December 2021 is consistent with the separate and consolidated financial statements.
- The Board of Directors' Report has been prepared in accordance with the legal requirements of articles 150,151,153 and 154 of Law 4548/2018.
- The Corporate Governance Statement provides the information referred to items c and d of paragraph 1 of article 152 of Law 4548/2018.

In addition, in light of the knowledge and understanding of the Company and Group and their environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Board of Directors' Report and Other Information that we obtained prior to the date of this auditor's report. We have nothing to report in this respect.

Responsibilities of Board of Directors and those charged with governance for the separate and consolidated financial statements

The Board of Directors is responsible for the preparation and fair presentation of the separate and consolidated financial statements in accordance with International Financial Reporting Standards, as adopted by the European Union and comply with the requirements of Law 4548/2018, and for such internal control as the Board of Directors determines is necessary to enable the preparation of separate and consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate and consolidated financial statements, the Board of Directors is responsible for assessing the Company's and 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 Board of Directors either intends to liquidate the Company and Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's responsibilities for the audit of the separate and consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the separate and 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 separate and 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 separate and 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 Company's and Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of Board of Directors' 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 Company's and 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 separate and 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 Company and Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the separate and consolidated financial statements, including the disclosures, and whether the separate and 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 Company and 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate and consolidated financial statements of the year under audit and are therefore the key audit matters. We describe these matters in our auditor's report.

Report on other legal and regulatory requirements

1. Additional Report to the Audit Committee

Our opinion on the accompanying separate and consolidated financial statements is consistent with our, as per article 11 of Regulation (EU) 537/2014 required, Additional Report to the Audit Committee of the Company.

2. Appointment

We were first appointed as auditors of the Company by the decision of the annual general meeting of shareholders on 30/6/1999. Our appointment has been renewed annually by the decision of the annual general meeting of shareholders for a total uninterrupted period of appointment of 22 years.

3. Operating Regulation

The Company has an Operating Regulation in accordance with the content provided by the provisions of article 14 of Law 4706/2020.

4. Assurance Report on the European Single Electronic Format

We have examined the digital files of ABC (hereinafter referred to as the "Company and Group"), which were compiled in accordance with the European Single Electronic Format (ESEF) defined by the Commission Delegated Regulation (EU) 2019/815, as amended by Regulation (EU) 2020/1989 (hereinafter "ESEF Regulation"), and which include the separate and consolidated financial statements of the Company and the Group for the year ended 31 December 2021, in XHTML format "2138003J1IUF4RSQ4K72-2021-12-31-en.xhtml" , as well as the provided XBRL file "2138003J1IUF4RSQ4K72-2021-12-31-en.zip" with the appropriate marking up, on the aforementioned consolidated financial statements.

Regulatory framework

The digital files of the European Single Electronic Format are compiled in accordance with ESEF Regulation and 2020 / C 379/01 Interpretative Communication of the European Commission of 10 November 2020, as provided by Law 3556/2007 and the relevant announcements of the Hellenic Capital Market Commission and the Athens Stock Exchange (hereinafter "ESEF Regulatory Framework").

In summary, this Framework includes the following requirements:

- All annual financial reports should be prepared in XHTML format.
- For consolidated financial statements in accordance with International Financial Reporting Standards, the financial information stated in the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the Statement of Cash Flows should be marked-up with XBRL 'tags', according to the ESEF Taxonomy, as in force. The technical specifications for ESEF, including the relevant classification, are set out in the ESEF Regulatory Technical Standards.

The requirements set out in the current ESEF Regulatory Framework are suitable criteria for formulating a reasonable assurance conclusion.

Responsibilities of the management and those charged with governance

The management is responsible for the preparation and submission of the separate and consolidated financial statements of the Company and the Group, for the year ended 31 December 2021, in accordance with the requirements set by the ESEF Regulatory Framework, as well as for those internal controls that management determines as necessary, to enable the compilation of digital files free of material error due to either fraud or error.

Auditor's responsibilities

Our responsibility is to plan and carry out this assurance work, in accordance with no. 214/4 / 11.02.2022 Decision of the Board of Directors of the Hellenic Accounting and Auditing Standards Oversight Board (HAASOB) and the "Guidelines in relation to the work and the assurance report of the Certified Public Accountants on the European Single Electronic Format (ESEF) of issuers with securities listed on a regulated market in Greece" as issued by the Board of Certified Auditors on 14/02/2022 (hereinafter "ESEF Guidelines"), providing reasonable assurance that the separate and consolidated financial statements of the Company and the Group prepared by the management in accordance with ESEF comply in all material respects with the current ESEF Regulatory Framework.

Our work was carried out in accordance with the Code of Ethics for Professional Accountants of the International Ethics Standard Board for Accountants (IESBA Code), which has been transposed into Greek Law and in addition we have fulfilled the ethical responsibilities of independence, according to Law 4449/2017 and the Regulation (EU) 537/2014.

The assurance work we conducted is limited to the procedures provided by the ESEF Guidelines and was carried out in accordance with International Standard on Assurance Engagements 3000, "Assurance Engagements other than Audits or Reviews of Historical Financial Information". Reasonable assurance is a high level of assurance, but it is not a guarantee that this work will always detect a material misstatement regarding non-compliance with the requirements of the ESEF Regulation.

Conclusion

Based on the procedures performed and the evidence obtained, we conclude that the separate and consolidated financial statements of the Company and the Group for the year ended 31 December 2021, in XHTML file format "2138003J1IUF4RSQ4K72-2021-12-31-el.xhtml", as well as the provided XBRL file "2138003J1IUF4RSQ4K72-2021-12-31-en.zip" with the appropriate marking up, on the aforementioned consolidated financial statements have been prepared, in all material respects, in accordance with the requirements of the ESEF Regulatory Framework.

Athens, 13 April 2022
The Certified Accountant Auditor

PricewaterhouseCoopers S.A.
Certified Auditors – Accountants
268, Kifissias Avenue
152 32 Halandri

SOEL Reg. No 113

Konstantinos Michalatos
SOEL Reg. No 17701

FRIGOGLASS S.A.I.C.
Commercial Refrigerators

Annual Financial Statements
for the period 1 January to 31 December 2021

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FRIGOGLASS S.A.I.C.
Statement of Financial Position
in € 000's

	Note	Consolidated			Parent Company		
		31.12.2021	31.12.2020	01.01.2020	31.12.2021	31.12.2020	01.01.2020
			Restated Note 33			Restated Note 33	
Assets:							
Property, plant & equipment	6	93.861	106.698	129.439	2.106	2.447	2.467
Right-of-use assets	7	3.710	4.178	5.312	958	1.301	997
Intangible assets	8	11.196	11.990	11.973	1.889	1.978	2.461
Investments in subsidiaries	9	-	-	-	60.005	60.005	60.005
Deferred tax assets	30	220	240	2.984	-	-	-
Other long term assets		171	366	2.067	62	79	77
Total non current assets		**109.158**	**123.472**	**151.775**	**65.020**	**65.810**	**66.007**
Inventories	10	104.317	81.164	107.250	-	-	-
Trade receivables	11	66.078	55.115	97.523	1.853	1.474	5.199
Other receivables	12	42.508	21.815	28.791	14.916	16.477	18.136
Current tax assets		3.193	2.502	3.880	-	-	-
Cash & cash equivalents	13	79.207	70.243	54.170	1.752	2.460	1.402
Total current assets		**295.303**	**230.839**	**291.614**	**18.521**	**20.411**	**24.737**
Total Assets		**404.461**	**354.311**	**443.389**	**83.541**	**86.221**	**90.744**
Liabilities:							
Non current borrowings	15	258.237	252.655	223.458	53.973	50.359	29.554
Lease Liabilities	7	3.745	4.027	3.419	658	1.005	523
Deferred tax liabilities	30	17.733	15.050	18.149	-	-	-
Retirement benefit obligations	31	4.366	4.055	3.578	2.915	2.505	2.184
Other long term liabilities		-	2.732	2.327	-	2.141	1.908
Provisions	32	4.948	3.975	4.326	-	-	-
Total non current liabilities		**289.029**	**282.494**	**255.257**	**57.546**	**56.010**	**34.169**
Trade payables		70.102	42.180	81.450	3.183	3.944	4.130
Other payables	14	54.576	39.382	59.253	11.020	7.029	24.496
Current tax liabilities		8.258	9.559	11.666	-	-	-
Current borrowings	15	66.985	59.702	60.259	-	-	-
Lease Liabilities	7	1.274	2.095	2.059	366	353	497
Total current liabilities		**201.195**	**152.918**	**214.687**	**14.569**	**11.326**	**29.123**
Total Liabilities		**490.224**	**435.412**	**469.944**	**72.115**	**67.336**	**63.292**
Equity:							
Share capital	16	21.379	35.544	35.544	21.379	35.544	35.544
Share premium	16	(33.744)	(33.801)	(33.801)	(33.744)	(33.801)	(33.801)
Other reserves	17	(35.332)	(37.465)	(10.319)	30.153	25.874	25.758
Accumulated losses		(87.820)	(91.882)	(75.380)	(6.362)	(8.732)	(49)
Equity attributable to equity holders of the parent		**(135.517)**	**(127.604)**	**(83.956)**	**11.426**	**18.885**	**27.452**
Non-controlling interests		49.754	46.503	57.401	-	-	-
Total Equity		**(85.763)**	**(81.101)**	**(26.555)**	**11.426**	**18.885**	**27.452**
Total Liabilities & Equity		**404.461**	**354.311**	**443.389**	**83.541**	**86.221**	**90.744**

The primary financial statements should be read in conjunction with the accompanying notes.

FRIGOGLASS S.A.I.C.

Income Statement

in € 000's

	Note	Consolidated		Parent Company	
		Year ended		Year ended	
		31.12.2021	31.12.2020	31.12.2021	31.12.2020
			Restated Note 33		Restated Note 33
Revenue from contracts with customers	5	**384.268**	**333.238**	**6.995**	**6.247**
Cost of goods sold	29	(317.019)	(273.405)	(5.573)	(4.992)
Gross profit		**67.249**	**59.833**	**1.422**	**1.255**
Administrative expenses	29	(20.424)	(16.914)	(14.091)	(12.676)
Selling, distribution & marketing expenses	29	(16.647)	(19.211)	(3.558)	(3.282)
Development expenses	29	(2.477)	(2.853)	-	-
Other operating income	18	2.797	1.878	12.823	14.812
Other gains/<losses> - net	18	464	139	-	(3.720)
Impairment of Right-of-use assets	7	-	(1.925)	-	-
Operating Profit / <Loss>		**30.962**	**20.947**	**(3.404)**	**(3.611)**
Finance costs	19	(25.289)	(12.633)	(3.847)	(3.855)
Finance income	19	558	232	-	-
Finance costs - net		**(24.731)**	**(12.401)**	**(3.847)**	**(3.855)**
Profit / <Loss> before Income Tax, Restructuring & Fire Costs		**6.231**	**8.546**	**(7.251)**	**(7.466)**
<Losses> / Gains from Restructuring activities & Fire	20	6.836	(1.225)	-	(594)
Profit / <Loss> before income tax		**13.067**	**7.321**	**(7.251)**	**(8.060)**
Income tax expense	21	(12.468)	(16.228)	(116)	(68)
Profit / <Loss> for the period		**599**	**(8.907)**	**(7.367)**	**(8.128)**
Attributable to:					
Non-controlling interests		6.274	7.040	-	-
Shareholders		**(5.675)**	**(15.947)**	**(7.367)**	**(8.128)**
		Amounts in €			
Basic & Diluted Earnings / <Loss> per share, after taxes attributable to the shareholders	22	(0,0160)	(0,0449)	(0,0207)	(0,0229)
EBITDA	23	**49.238**	**42.157**	**(2.285)**	**(2.310)**

The primary financial statements should be read in conjunction with the accompanying notes.

FRIGOGLASS S.A.I.C.
Statement of Comprehensive Income
in € 000's

	Consolidated	
	Year ended	
	31.12.2021	31.12.2020
		Restated Note 33
Profit / <Loss> for the period	**599**	**(8.907)**
Other Compehensive Income/Expenses:		
Items that will be reclassified to Profit & Loss in subsequent periods:		
Currency translation difference to company's shareholders	(2.146)	(27.262)
Currency translation difference to non controlling interest	(1.339)	(15.809)
Currency translation differences	**(3.485)**	**(43.071)**
Items that will be reclassified to Profit & Loss in subsequent periods	**(3.485)**	**(43.071)**
Items that will not be reclassified to Profit & Loss in subsequent periods:		
Actuarial Gains/ <Losses> - Net of Taxes	(194)	(555)
Items that will not be reclassified to Profit & Loss in subsequent periods	**(194)**	**(555)**
Other comprehensive income / <expenses> net of tax	**(3.679)**	**(43.626)**
Total comprehensive income / <expenses> net of tax	**(3.080)**	**(52.533)**
Attributable to:		
- Non-controlling interests	4.935	(8.769)
- Shareholders	(8.015)	(43.764)
	(3.080)	**(52.533)**

	Parent Company	
	Year ended	
	31.12.2021	31.12.2020
		Restated Note 33
Profit / <Loss> for the period	**(7.367)**	**(8.128)**
Other compehensive income / <expenses>:		
Items that will not be reclassified to Profit & Loss in subsequent periods:		
Actuarial Gains/ <Losses> - Net of Taxes	(194)	(555)
Items that will not be reclassified to Profit & Loss in subsequent periods	**(194)**	**(555)**
Total comprehensive income / <expenses> net of tax	**(7.561)**	**(8.683)**

The primary financial statements should be read in conjunction with the accompanying notes.

in € 000's

	Consolidated						
	Share Capital	Share premium	Other reserves	Accumulated <losses>	Total	Non - Controlling Interests	Total Equity
Balance at 01.01.2020 (as it was published)	**35.544**	**(33.801)**	**(10.319)**	**(76.264)**	**(84.840)**	**57.401**	**(27.439)**
Decision of the IFRS Interpretations Committee (“IC”) - Way of measuring the provision of the Staff Leaving Indemnity provision (refer to Note 33)	-	-	-	884	**884**	-	**884**
Balance at 01.01.2020 (Restated)	**35.544**	**(33.801)**	**(10.319)**	**(75.380)**	**(83.956)**	**57.401**	**(26.555)**
Profit / <Loss> for the period (restated N.33)	-	-	-	(15.947)	**(15.947)**	7.040	**(8.907)**
Other Comprehensive income / <expenses> net of tax	-	-	(27.262)	(555)	**(27.817)**	(15.809)	**(43.626)**
Total comprehensive income / <expenses> net of taxes	**-**	**-**	**(27.262)**	**(16.502)**	**(43.764)**	**(8.769)**	**(52.533)**
Dividends to non-controlling interests	-	-	-	-	**-**	(2.129)	**(2.129)**
Share option reserve	-	-	116	-	**116**	-	**116**
Total Transactions with owners in their capacity as owners	**-**	**-**	**116**	**-**	**116**	**(2.129)**	**(2.013)**
Balance at 31.12.2020 (Restated)	**35.544**	**(33.801)**	**(37.465)**	**(91.882)**	**(127.604)**	**46.503**	**(81.101)**
Balance at 01.01.2021	**35.544**	**(33.801)**	**(37.465)**	**(91.882)**	**(127.604)**	**46.503**	**(81.101)**
Profit / <Loss> for the period	-	-	-	(5.675)	**(5.675)**	6.274	**599**
Other Comprehensive income / <expenses> net of tax	-	-	(2.146)	(194)	**(2.340)**	(1.339)	**(3.679)**
Total comprehensive income / <expenses> net of taxes	**-**	**-**	**(2.146)**	**(5.869)**	**(8.015)**	**4.935**	**(3.080)**
Dividends to non-controlling interests	-	-	-	-	**-**	(1.684)	**(1.684)**
Share capital decrease (Note 16)	(14.218)	-	4.395	9.823	**0**	-	**0**
Shares issued to employees exercising share options	53	57	(162)	108	**56**	-	**56**
Share option reserve	-	-	46	-	**46**	-	**46**
Total Transactions with owners in their capacity as owners	**(14.165)**	**57**	**4.279**	**9.931**	**102**	**(1.684)**	**(1.582)**
Balance at 31.12.2021	**21.379**	**(33.744)**	**(35.332)**	**(87.820)**	**(135.517)**	**49.754**	**(85.763)**

The devaluation of the Naira has resulted in a significant decrease of Group’s equity.

Exchange rate € / Naira at **31.12.2020** was **465,87** and at **31.12.2021** was **480,35**.

The primary financial statements should be read in conjunction with the accompanying notes.

FRIGOGLASS S.A.I.C.

Statement of Changes in Equity

in € 000's

	Parent Company				
	Share Capital	Share premium	Other reserves	Accumulated <losses>	Total Equity
Balance at 01.01.2020 (as it was published)	**35.544**	**(33.801)**	**25.758**	**(933)**	**26.568**
Decision of the IFRS Interpretations Committee ("IC") - Way of measuring the provision of the Staff Leaving Indemnity provision (refer to Note 33)	-	-	-	884	**884**
Balance at 01.01.2020 (Restated)	**35.544**	**(33.801)**	**25.758**	**(49)**	**27.452**
Profit / <Loss> for the period (restated N.33)	-	-	-	(8.128)	**(8.128)**
Other Comprehensive income / <expenses> net of tax	-	-	-	(555)	**(555)**
Total comprehensive income / <expenses> net of taxes	**-**	**-**	**-**	**(8.683)**	**(8.683)**
Share option reserve	-	-	116	-	**116**
Total Transactions with owners in their capacity as owners	**-**	**-**	**116**	**-**	**116**
Balance at 31.12.2020 (Restated)	**35.544**	**(33.801)**	**25.874**	**(8.732)**	**18.885**

	Share Capital	Share premium	Other reserves	Accumulated <losses>	Total Equity
Balance at 01.01.2021	**35.544**	**(33.801)**	**25.874**	**(8.732)**	**18.885**
Profit / <Loss> for the period	-	-	-	(7.367)	**(7.367)**
Other Comprehensive income / <expenses> net of tax	-	-	-	(194)	**(194)**
Total comprehensive income / <expenses> net of taxes	**-**	**-**	**-**	**(7.561)**	**(7.561)**
Share capital decrease **(Note 16)**	(14.218)	-	4.395	9.823	**0**
Shares issued to employees exercising share options	53	57	(162)	108	**56**
Share option reserve	-	-	46	-	**46**
Total Transactions with owners in their capacity as owners	**(14.165)**	**57**	**4.279**	**9.931**	**102**
Balance at 31.12.2021	**21.379**	**(33.744)**	**30.153**	**(6.362)**	**11.426**

The primary financial statements should be read in conjunction with the accompanying notes.

FRIGOGLASS S.A.I.C.
Cash Flow Statement
in € 000's

	Note	Consolidated Period ended 31.12.2021	Consolidated Period ended 31.12.2020	Parent Company Period ended 31.12.2021	Parent Company Period ended 31.12.2020
			Restated		Restated
Profit / <Loss> for the period		**599**	**(8.907)**	**(7.367)**	**(8.128)**
Adjustments for:					
Income tax expense		12.468	16.228	116	68
Depreciation		18.276	19.285	1.119	1.301
Provisions		3.271	1.995	327	503
Provisions for non cash employee share based payments		46	116	46	116
Fire & Restucturing costs	**20**	(11.552)	1.225	-	594
Impairment of Right-of-use assets		-	1.925	-	-
Finance costs, net	**19**	24.731	12.401	3.847	3.855
Loss/<Profit> from disposal of property, plant & equipment	**18**	(478)	(328)	-	-
Changes in working capital:					
Decrease / (increase) of inventories		(27.219)	15.604	-	-
Decrease / (increase) of trade receivables		(10.983)	33.034	(269)	3.725
Decrease / (increase) of intergroup receivables		-	-	1.191	910
Decrease / (increase) of other receivables		(12.098)	2.497	248	683
Decrease / (increase) of other long term receivables		16	4	16	(1)
(Decrease) / increase of trade payables		27.673	(33.964)	(757)	(186)
(Decrease) / increase of intergroup payables		-	-	37	(12.807)
(Decrease) / increase of other current & non current liabilities		5.387	(17.824)	1.418	(4.660)
Restructuring Costs		-	(1.099)	-	(1.099)
Less:					
Income taxes paid		(11.140)	(11.171)	-	-
(a) Cash flows from /(used in) operating activities		**18.997**	**31.021**	**(28)**	**(15.126)**
Cash flows from investing activities					
Purchase of property, plant and equipment	**6**	(12.888)	(11.298)	(118)	(392)
Purchase of intangible assets	**8**	(1.236)	(2.805)	(209)	(209)
Advance Insurance Compensation due to fire	**20**	15.000	-	-	-
Proceeds from disposal of property, plant & equipment		487	367	-	-
Proceeds from disposal of subsidiary		1.458	-	-	-
(b) Net cash flows(used in) /from investing activities		**2.821**	**(13.736)**	**(327)**	**(601)**
Net cash generated from operating and investing activities (a) + (b)		**21.818**	**17.285**	**(355)**	**(15.727)**
Cash flows from financing activities					
Proceeds from borrowings	**15**	111.513	409.153	3.350	20.200
<Repayments> of borrowings	**15**	(100.249)	(372.650)	(3.350)	(2.650)
Interest paid	**15**	(19.315)	(16.740)	(112)	(248)
Issuance cost - Bond		-	(8.594)	-	-
Payment of Lease Liabilities	**15**	(2.700)	(2.104)	(351)	(517)
Dividends paid to non-controlling interests		(1.684)	(592)	-	-
Proceeds from issue of shares to employees		110	-	110	-
(c) Net cash flows from/(used in) financing activities		**(12.325)**	**8.473**	**(353)**	**16.785**
Net increase/(decrease) in cash and cash equivalents (a) + (b) + (c)		**9.493**	**25.758**	**(708)**	**1.058**
Cash and cash equivalents at the beginning of the period		**70.243**	**54.170**	**2.460**	**1.402**
Effects of changes in exchange rate		(529)	(9.685)	-	-
Cash and cash equivalents at the end of the period		**79.207**	**70.243**	**1.752**	**2.460**

The primary financial statements should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

Note 1. General Information

These financial statements include the financial statements of the Parent Company FRIGOGLASS S.A.I.C. (the “Company”) and the Consolidated financial statements of the Company and its subsidiaries (the “Group”). The names of the subsidiaries are presented in **Note 9** of the financial statements.

FRIGOGLASS S.A.I.C. and its subsidiaries are engaged in the manufacturing, trade and distribution of commercial refrigeration units and packaging materials for the beverage industry. The Group has manufacturing plants and sales offices in Europe, Asia and Africa.

The Company’s’ shares are listed on the Athens Stock Exchange.

The address of its registered office is:

15, A. Metaxa Street
GR 145 64, Kifissia
Athens, Greece

The company’s web page is: **www.frigoglass.com**

The financial statements have been approved by the Board of Directors on **11 April 2022** and are subject to the approval of the Shareholders General Assembly.

Note 2. Summary of Significant Accounting Policies

The significant accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

2.1 Basis of Preparation

These financial statements have been prepared by management in accordance with International Financial Reporting Standards (IFRS) and IFRIC interpretations as adopted by the European Union and issued by the IASB.
The financial statements have been prepared on a historical cost basis.

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in **Note 4**.
The financial statements have been prepared in accordance with the going concern basis of accounting.

However as described in **Note 4.1.6. "*Going concern basis of accounting*",** the Frigoglass Group and specifically the operations of its subsidiary in Russia, Frigoglass Eurasia LLC, have been significantly impacted by the Russia and Ukraine conflict, that may impact the ability of the Frigoglass Group to meet its financial commitments and there may be an impact on the Group's financial condition overall. These significant uncertainties facing the Group and the circumstances resulting therefrom could, depending on further developments, cast doubt on the applicability of the going concern assumption used in the preparation of these financial statements.

Differences that may exist between the figures of the financial statement and those of the notes are due to rounding.
Wherever it was necessary, the comparative figures have been reclassified in order to be comparable with the current year's presentation.

Impact of change in accounting policy following IFRIC Agenda Decision for IAS 19
The IFRS Interpretations Committee (IFRIC) issued in May 2021 the final Decision on the agenda entitled "Attributing Benefits to Periods of Service in accordance with International Accounting Standard (IAS) 19", which includes guidance on how to attribute benefits in periods of service on a specific program of defined benefits.
Based on the above Decision, the way in which the basic principles of IAS 19 were generally applied for similar plans in Greece in the past changed and consequently, in accordance with IASB Due Process Handbook (par. 8.6) entities that prepare their financial statements in accordance with IFRS are required to amend their accounting policies accordingly.
Until the issuance of the IFRIC Decision, the Company applied IAS 19 distributing the benefits defined by the respective law (article 8 of L. 3198/1955, L.2112 / 1920, and where

applicable, its amendment L.4093 / 2012) in the period from recruitment until the date of retirement of employees.

The application of this final Decision by the Company, has as a result the attribution of the retirement benefits in the final 16 years before the date of retirement of employees in accordance with the applicable legal framework and taking into account the additional contractual obligations of the Company in accordance with its remuneration policy.

As a result, the application, by the Company, of the above Decision led to a change in accounting policy.

Management having considered the guidance provided by IASB's "IFRS Practice Statement 2 Making Materiality Judgements", have determined that the impact of the application of the above IFRIC Decision in the comparative period is material for the line items of the statement of financial position affected (Retirement benefit obligation and Retained earnings) and therefore applied it retrospectively from the beginning of comparative period.

The effect of the application of the IFRIC Agenda Decision is presented in the **Note 33** of the financial statements.

2.2 Consolidation Principles and Business Combinations

a) Subsidiaries

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

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless there is evidence of impairment. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

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

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

b) Changes in ownership percentages

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

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

c) Business combinations

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

- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued by the group,

- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

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

Acquisition-related costs are expensed as incurred.

The excess of the

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

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

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

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

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

2.3 Segment reporting

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

2.4 Foreign currency translation

2.4.1 Functional and presentation currency

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

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

2.4.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss, within financial expenses.

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

2.4.3 Group companies

The results and financial position of all group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

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

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

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

2.5 Property plant and equipment

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

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

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

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

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

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

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are included in the income statement.
Assets under construction are recorded as part of property, plant and equipment at cost.
Depreciation on these assets commences when the assets are available for use.

2.6 Intangible assets

2.6.1 Research Expenses

Research expenditure is recognised as an expense as incurred.

2.6.2 Development Expenses

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

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

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

2.6.3 Computer software

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

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognized as intangible assets when the criteria specified in **2.6.2** are met. Directly attributable costs that are capitalized as part of the software include employee costs.

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

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

2.6.4 Patterns and Trademarks

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

These costs may be acquired externally.

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

2.7 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested for impairment annually, more frequently if events or changes in circumstances indicate that their carrying amount may not be recoverable. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately, for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash flows from other assets or group of assets (cash-generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.8 Financial assets

(i) Classification

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

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

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

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

(ii) Recognition and derecognition

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

(iii) Measurement

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

Debt instruments

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

(iv) Impairment

From 1 January 2018, the Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group currently does not hold any debt instruments. For the accounting policy related to trade receivables and cash and cash equivalents, refer to notes **2.10** and **2.11** respectively. For a description of the Group's impairment policies refer to **Note 3 – Impairment – Trade Receivables.**

2.9 Inventories

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

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

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

2.10 Trade receivables

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

2.11 Cash and cash equivalents

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

2.12 Share capital

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

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

2.13 Borrowings

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

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

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

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

2.14 Current and Deferred income taxes

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

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

The deferred income tax that arises from initial recognition of an asset or liability in a transaction other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss, is not accounted for.

Deferred tax assets are recognised to the extent that future taxable profit, against which the temporary differences can be utilised, is probable.

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

Deferred income taxation is determined using tax rates that have been enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realised, or the related deferred income tax liability is settled. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

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

2.15 Trade Payables

Trade payables are recognised initially at fair value and subsequently measured at amortized cost using the effective interest method. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

2.16 Employee benefits

2.16.1 Post-employment obligations

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

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

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

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

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

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

2.16.2 Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date or when an employee accepts voluntary redundancy in exchange for these benefits.

The group recognises termination benefits at the earlier of the following dates: (a) when the group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of terminations benefits. Benefits falling due more than 12 months after balance sheet date are discounted to present value.

2.16.3 Profit-sharing and bonus plans

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

2.16.4 Share-based payments

Frigoglass issues equity-settled share-based payments to its senior managers and members of the Executive Committee in the form of an employee stock option plan. The employee stock option plan is measured at fair value at the date of grant.

The fair value of options granted is recognized as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions.

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company transfers the appropriate amount of shares to the employee. The proceeds received net of any directly attributable transaction costs are credited directly to share capital (nominal value) and share premium when the options are exercised.

2.17 Provisions

Provisions are recognised when a) the Group has a present legal or constructive obligation as a result of past events, b) it is probable that an outflow of resources will be required to settle the obligation, c) and the amount can be reliably estimated.

The provisions for restructuring costs include fines related to the premature ending of lease agreements, personnel redundancies as well as provisions for restructuring activities that have been approved and communicated by Management. These costs are recognised when the Group has a present legal or constructive obligation. Personnel redundancies are expensed only when an agreement with the personnel representatives is in place or when employees have been informed in advance for their redundancy.

Provisions are not recognised for future operating losses related to the Group's ongoing activities.

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

In the case that a Group entity expects a provision to be reimbursed from a third party, for example under an insurance contract, the reimbursement is recognised as a separate asset provided that the reimbursement is virtually certain.

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

Provisions are measured at the present value of the expenditures that, according to the management's best estimations, are expected in order to settle the current obligation at the balance sheet date. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense.

2.18 Revenue recognition

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

The Group recognises revenue, other than interest and dividend income and other such income from financial instruments recognised in accordance with IFRS 9, upon transfer of promised goods or services to customers in amounts that reflect the consideration to which the Group expects to be entitled in exchange for those goods or services based on the following five step approach:

- Step 1: Identify the contracts with customers
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

(ii) Sales of goods

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

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

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

(iii) Sales of services

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

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

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

(iv) Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit impaired. For credit impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).
Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

(v) Dividend income

Dividend income are recognised as other income in profit or loss (whether relating to interim dividends or final dividends) is recognised when the right to receive payment is established.

2.19 Dividend distribution

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

2.20 Government Grants

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

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

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

2.21 Leases

Information for leases where the Group is a lessee.

The group leases various offices, warehouses, equipment and vehicles. Rental contracts are typically made for fixed periods of 2 to 5 years but may have extension options as described below.

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

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

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right of use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

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

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

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

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

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

a) the amount of the initial measurement of lease liability

b) any lease payments made at or before the commencement date less any lease incentives received

c) any initial direct costs, and

d) restoration costs at the expense of the lessee in order to disassemble and remove the underlying asset, to restore the premises where it has been located, or to restore the underlying asset to the condition provided by the terms and conditions of the lease.

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

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

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

Information for leases where the Group is a lessor

Lessors continue to classify leases as operating or finance leases.

Lease income from operating leases where the group is a lessor is recognised in income on a straight line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as an expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

There were no instances whereby the Group was a lessor.

2.22 New standards, amendments to standards and interpretations:

Certain new standards, amendments to standards and interpretations have been issued that are mandatory for periods beginning on or after **1 January 2021.**
The Group's evaluation of the effect of these new standards, amendments to standards and interpretations is as follows:
None of the standards and interpretations issued is expected to have a significant effect on the Consolidated or the Parent Company financial statements.

Standards and Interpretations effective for the current financial year

IFRS 16 (Amendment) 'Covid-19-Related Rent Concessions'
The amendment provides lessees (but not lessors) with relief in the form of an optional exemption from assessing whether a rent concession related to COVID-19 is a lease modification. Lessees can elect to account for rent concessions in the same way as they would for changes which are not considered lease modifications.

Standards and Interpretations effective for subsequent periods

IFRS 16 (Amendment) 'Covid-19-Related Rent Concessions' (effective for annual periods beginning on or after 1 April 2021)

The amendment extends the application period of the practical expedient in relation to rent concessions by one year to cover rental concessions that reduce leases due only on or before 30 June 2022.

IAS 16 (Amendment) 'Property, Plant and Equipment – Proceeds before Intended Use' (effective for annual periods beginning on or after 1 January 2022)
The amendment prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also requires entities to separately disclose the amounts of proceeds and costs relating to such items produced that are not an output of the entity's ordinary activities.
IAS 37 (Amendment) 'Onerous Contracts – Cost of Fulfilling a Contract' (effective for annual periods beginning on or after 1 January 2022)
The amendment clarifies that 'costs to fulfil a contract' comprise the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts. The amendment also clarifies that, before a separate provision for an onerous contract is established, an entity recognises any impairment loss that has occurred on assets used in fulfilling the contract, rather than on assets dedicated to that contract.
IFRS 3 (Amendment) 'Reference to the Conceptual Framework' (effective for annual periods beginning on or after 1 January 2022)
The amendment updated the standard to refer to the 2018 Conceptual Framework for Financial Reporting, in order to determine what constitutes an asset or a liability in a business combination. In addition, an exception was added for some types of liabilities and contingent liabilities acquired in a business combination. Finally, it is clarified that the

acquirer should not recognise contingent assets, as defined in IAS 37, at the acquisition date.

IAS 1 (Amendment) 'Classification of liabilities as current or non-current' (effective for annual periods beginning on or after 1 January 2023)

The amendment clarifies that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date. The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability. The amendment has not yet been endorsed by the EU.

IAS 1 (Amendments) 'Presentation of Financial Statements' and IFRS Practice Statement 2 'Disclosure of Accounting policies' (effective for annual periods beginning on or after 1 January 2023)

The amendments require companies to disclose their material accounting policy information and provide guidance on how to apply the concept of materiality to accounting policy disclosures. The amendments have not yet been endorsed by the EU.

IAS 8 (Amendments) 'Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates' (effective for annual periods beginning on or after 1 January 2023)

The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. The amendments have not yet been endorsed by the EU.

IAS 12 (Amendments) 'Deferred tax related to Assets and Liabilities arising from a Single Transaction' (effective for annual periods beginning on or after 1 January 2023)

The amendments require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. This will typically apply to transactions such as leases for the lessee and decommissioning obligations. The amendments have not yet been endorsed by the EU.

Annual Improvements to IFRS Standards 2018–2020 (effective for annual periods beginning on or after 1 January 2022)

IFRS 9 'Financial instruments'

The amendment addresses which fees should be included in the 10% test for derecognition of financial liabilities. Costs or fees could be paid to either third parties or the lender. Under the amendment, costs or fees paid to third parties will not be included in the 10% test.

IFRS 16 'Leases'

The amendment removed the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 of the standard in order to remove any potential confusion about the treatment of lease incentives.

Note 3. Financial Risk Management

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, commodity price risk and interest rate risk), credit risk, liquidity risk and capital risk. The Group's risk management programme focuses on the volatility of financial markets and seeks to minimise potential adverse effects on the Group's cash flows.

Group Treasury carries out risk management under policies approved by the Board of Directors. Group Treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's subsidiaries. The Board of Directors has approved the Treasury Policy, which provides the control framework for all treasury and treasury-related transactions. The Group Treasury does not perform speculative transactions or transactions that are not related to the Group's operations.

Market Risk

I) Foreign currency risk

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

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

The following tables presents the sensitivity of the Group to reasonable possible shifts in exchange rates, based on a historical volatility over a 12-months period. Calculations are based on each subsidiaries exposure of having monetary assets and liabilities in currencies other than their functional currencies. The sensitivity analysis determines the potential gains and losses in the income statement arising from the Group's foreign exchange positions as a result of the corresponding percentage increase and decrease in the Group' foreign currencies relative to the Euro and US dollar.

Exchange risk sensitivity 31 December 2021

		EUR weakens against local currency	EUR strengthens against local currency
	% historical volatility over a 12-month period	**(Gain)/loss in income statement € million**	**(Gain)/loss in income statement € million**
USD/EUR	5.7%	0.3	-0.3
ZAR/EUR	13.1%	-1.9	1.9
NAIRA/EUR	8.1%	3.7	-3.6
RUB/EUR	10.0%	-0.5	0.5
INR/EUR	5.7%	-0.5	0.5
Other		0.1	-0.1
Total		**1.2**	**-1.1**

		USD weakens against local currency	USD strengthens against local currency
	% historical volatility over a 12-month period	**(Gain)/loss in income statement € million**	**(Gain)/loss in income statement € million**
ZAR/USD	14.5%	-0.7	0.5
Other		0.1	-0.1
Total		**-0.6**	**0.4**

Exchange risk sensitivity 31 December 2020

		EUR weakens against local currency	EUR strengthens against local currency
	% historical volatility over a 12-month period	**(Gain)/loss in income statement € million**	**(Gain)/loss in income statement € million**
USD/EUR	7.8%	0.4	-0.4
ZAR/EUR	16.1%	-2.3	2.3
NAIRA/EUR	17.5%	9.6	-9.3
RUB/EUR	19.6%	-0.3	0.3
INR/EUR	8.4%	-0.7	0.7
Other		0.1	-0.1
Total		**6.8**	**-6.6**

		USD weakens against local currency	USD strengthens against local currency
	% historical volatility over a 12-month period	**(Gain)/loss in income statement € million**	**(Gain)/loss in income statement € million**
ZAR/USD	16.6%	-0.8	0.6
Other		0.8	-0.6
Total		**0.0**	**0.0**

II) Commodity price risk

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

III) Interest rate risk

The Group’s income and operating cash flows are substantially independent of changes in market interest rates since the Group does not hold any interest bearing assets other than short-term time deposits. Exposure to interest rate risk on liabilities is limited to cash flow risk from changes in floating rates. The Group continuously reviews interest rate trends and the tenure of financing needs. The Group’s policy is to minimize interest rate cash flow risk exposures on long-term financing.

For the interest rate risk sensitivity analysis refer to **Note 19.**

Credit risk

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

I) Risk management

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

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

The Group has a significant concentration of credit risk with specific customers which comprise large international Groups with high quality credit ratings. Refer to **Note 11** for the credit ratings of the customers.

II) Security

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

III) Impairment

Trade receivables

The Group has only one type of financial assets that are subject to the expected credit loss model that is trade receivables for sales of goods and from the provision of services.

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates.

The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past experience, existing market conditions as well as forward looking estimates at the end of each reporting period.

Management has assessed receivable balances of subsidiaries and has determined that these receivable do not require an impairment provision. The analysis of the provision is presented in **Note 11**.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables.

Liquidity risk

The Group actively manages liquidity risk to ensure there is adequate cash reserves and available funding, through committed and uncommitted banking facilities, to meet its obligations when due. For information relating to the undrawn banking facilities refer to **Note 15**.

Group Treasury manages liquidity risk also by maintaining access to the debt and equity capital markets, and by continuously monitoring working capital and forecasted and actual cash flows. For the maturity analysis of financial liabilities refer to **Note 28.**

Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders as well as maintain an optimal capital structure to reduce the cost of capital.

The Group maintains a credit rating with S&P Global Ratings and Moody's Investor Service.

Rating Agency	Publication Date	Rating	Outlook
Moody's Investor Service	18 March 2022	Caa2	Negative
S&P Global Ratings	11 March 2022	CCC	Negative
Moody's Investor Service	30 July 2021	Caa1	Stable
S&P Global Ratings	18 December 2020	B-	Stable

Note 4. Critical Accounting Estimates and Judgements

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

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

4.1 Critical accounting estimates and assumptions

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

4.1.1 Income Taxes

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

4.1.2. Estimated impairment of investments

The Group's investments in subsidiaries are tested for impairment when indications exist that a subsidiary's carrying value may not be recoverable. The recoverable amount is determined by value in use calculations, which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by Management covering a one-year period and cash projections for four additional years. At the year end, the Company has an investment in Frigoinvest Holdings B.V. of **€60** m, which holds the Group's subsidiaries in the ICM and Glass segments which represent the two identifiable, separate cash generating units.

As a result of the deterioration of the macroeconomic environment due to the impact of COVID-19 pandemic and the fire incident at the facilities in Romania, the Parent Company proceeded with the assessment of impairment of the recoverable amount of its investment based on value in use calculations using discounted cash flows. Cash flow estimates have been updated to reflect the impact of the above. Based on the calculations Management expects that the Group will return to pre-crisis levels in **2025**. The recoverable amount was higher than the carrying amount. Management performed a sensitivity analysis of key assumptions (revenue growth rate, discount rate) from which no impairment arises.

Additionally, given the ongoing Russia and Ukraine conflict, Management undertook a further analysis with respect to the key assumptions in the aforementioned cash flow estimates, based on its current expectations of the impact from this conflict, on the cash flows. From this analysis no impairment arises.

4.1.3. Estimation of useful lives of fixed assets

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

4.1.4. Estimated impairment of property, plant & equipment and right of use assets

The Group's property, plant & equipment is tested for impairment when indications exist that its carrying value may not be recoverable. The recoverable amount of the property, plant & equipment is determined under IAS 36 at the higher of its value in use and fair value less costs of disposal. When the recoverable amount is determined on a value in use basis, the use of assumptions is required.

As a result of the deterioration of the macroeconomic environment due to the impact of COVID-19 pandemic, the Group proceeded with the assessment of impairment of the recoverable amount for the cash generating units (CGUs) that were significantly affected and reported losses as a result of the pandemic.

Specifically, in 2021, Group Management having assessed the results for each subsidiary, identified indications of impairment for the subsidiary **Frigoglass India PVT Ltd.** and prepared value in use calculations based on discounted cash flows. The recoverable amount was higher than the carrying amount and consequently, no impairment loss was recognized.

The calculations used cash flow estimates based on financial budgets approved by Management covering a one-year period and cash flow projections for four additional years, taking into account management's objective estimates and judgments regarding the future results of the cash-generating. These estimates and judgments include assumptions about revenue growth rates, direct costs and discount rates. Management after considering the key impacts from the COVID-19 pandemic has concluded that no material impact is expected on projected revenue.

Management additionally performed a sensitivity analysis of key assumptions (revenue growth rate, discount rate) and concluded that no impairment arises.

4.1.5. Export Expansion Grants Receivables

A significant component of the Export Expansion Grants receivable, in Nigeria have been outstanding for more than 1 year and it is expected that they will be settled through Promissory Notes (PNs) to be issued by Debt Management Office (DMO). Management does not expect any losses from the non-recoverability of these grants. For more information refer to **Note 12.**

4.1.6. Going concern basis of accounting

In 2021, the Group experienced a gradual recovery from the COVID-19 pandemic as evidenced by its performance. However, COVID-19 continues to be a source of uncertainty for the near term and could potentially lead to further economic disruption.

On June 5, 2021 a fire incident occurred at Group's commercial refrigeration manufacturing facility in Timisoara, Romania. The fire caused severe damage, primarily to the plant's production area affecting part of the building installations, machinery and inventories located in the production area. The total damage relating to the destroyed tangible assets and inventories is evaluated (Net book value) at €13.4m (Note 20).
Management has reached an agreement with the co-insurance scheme for a €42m compensation related to the property damage claim including inventory. In relation to the business interruption claim, Management is working closely with the insurance representatives and the loss adjusters in order to timely complete the insurance compensation procedure. It is expected that the facility will be reconstructed and fully operational at the beginning of 2023. Due to the fire incident, customers' demand was satisfied from the Group's production facility in Russia and a temporary limited assembly line was established in Romania.

The increased tension between Russia and Ukraine led to a military conflict in February 2022. Economic sanctions have been imposed on Russia by the US, the UK and the EU as well as other countries and counter sanctions have been imposed by the Russian government in response. Frigoglass operates a production facility in Russia through its Commercial Refrigeration subsidiary, Frigoglass Eurasia LLC. As noted previously, the Frigoglass subsidiary in Russia currently represents the Group's main production facility in Europe following the fire incident in the Romanian plant in June 2021 and 20% of Group's total assets as of 31 December 2021.
The markets of Russia and Ukraine accounted for 14.5% and 2.4% of Group's sales in 2021, respectively. The subsidiary in Russia had significant exports to other countries including other entities of the Group in 2021. Purchases of raw materials in Russia represent approximately 23% of total purchases of the Commercial Refrigeration segment in 2021, which are consumed by the Russian subsidiary. Currently, our subsidiary in Russia is facing supply chain disruptions on movements of products and the import of raw materials and is putting appropriate plans in place to maintain its operating activities in the country. Furthermore, Management continues to monitor the situation closely and continually develops contingency plans in case of potential imposition of new restrictions.

The Group's subsidiary in Russia maintains credit facilities with banks, including international and Russian state-owned banks which are primarily on-demand. As of December 31, 2021, Frigoglass Eurasia LLC had €34 million gross debt (and total undrawn facilities to a maximum of €16 million), out of which €20 million are expected to be rolled over in 2022 and €10 million are expected to be repaid.

When adopting the going concern basis of accounting, the Group has, among other things, prepared a liquidity forecast based on cash flow projections for the foreseeable future relating to the next 12 months, from the date of approval of these financial statements.

These cash flow projections include assumptions regarding cash generated from operations, scheduled investments, debt repayments, insurance proceeds and available credit facilities.

The cash flow projections were revised to incorporate management's current assessment of the impact of the conflict between Russia and Ukraine.

The assumptions used in the revised cash flow projections take into consideration, inter alia, the adverse effects on cash generation and decline in revenue in the ICM segment primarily in the Russia and Ukraine markets, delays in cash inflows due to supply chain disruption impacting the Group's subsidiary in Russia and an increase in cash outflows due to increases in raw material and transportation costs as well as stretched credit terms from the suppliers. Such assumptions also include debt roll-overs with respect to on-demand facilities in line with past practices of our lenders.

Notwithstanding management's objective assessment and the revised cash flow projections that have been prepared, Management and the Directors recognize that the circumstances described above combined with the ongoing uncertainty stemming from, and the unknown duration of, the Russia and Ukraine conflict may impact the ability of the Frigoglass Group to meet its financial commitments and there may be an impact on the Group's financial condition overall.
The Board of Directors and Management are constantly monitoring the situation and are considering all options to enhance liquidity and preserve the Group's financial position. However, the significant uncertainties facing the Group and the circumstances resulting therefrom could, depending on further developments, cast doubt on the applicability of the going concern assumption used in the preparation of these financial statements.

Assuming however that (a) there will be no further substantial deterioration of the external environment, including but not limited to the conflict between Russia and Ukraine, (b) Frigoglass Eurasia LLC will be able to renew a significant part of its existing credit facilities, (c) the Group will be able to utilise certain of the available cash balances in its Nigerian glass operations, and after taking into account that the Group's other material debt maturities expire in 2025, Management considers that the Group's expected liquidity levels should be sufficient to cover the financial and operating commitments for the next 12 months from the date of approval of these financial statements. Based on the above, the financial statements for the year ended 31 December 2021 have been prepared on a going concern basis.

4.2 Critical judgements in applying the entity's accounting policies

There are no areas that Management required to make critical judgements in applying accounting policies.

in € 000's

Note 5 - Segment Information

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments.
The operating segment information presented below is based on the information that the CEO and the Executive Committee use to assess the performance of the Group's operating segments.

In addition, the Group's finance department is organized by segment for effective financial control and performance monitoring Management monitors the operating results of its business segments separately for the purpose of making decisions, allocating resources and assessing performance. Segment performance is evaluated based on earnings before interest, taxes, depreciation, amortization & impairment (EBITDA).
Taking into account the above, the categorization of the Group's operations in business segments is the following:

- Ice Cold Merchandise (ICM) Operations
- Glass Operations

Frigoglass (the "Group") is a producer of Ice-Cold Merchandisers (ICMs), Glass containers and complementary packaging products.
The consolidated Statement of Financial Position and Income Statement per business segment are presented below:

A) Analysis per business segment

i) Income statement

	Year ended 31.12.2021			Year ended 31.12.2020 Restated - Note 33		
	ICM Operations	Glass Operations	Total	ICM Operations	Glass Operations	Total
Revenue from contracts with customers						
At a point in time	220.730	105.755	**326.485**	202.044	82.422	**284.466**
Over time	57.783	-	**57.783**	48.772	-	**48.772**
Total Revenue from contracts with customers	278.513	105.755	**384.268**	250.816	82.422	**333.238**
Operating Profit / <Loss>	10.145	20.817	**30.962**	7.604	13.343	**20.947**
Finance costs	(27.748)	2.459	**(25.289)**	(30.673)	18.040	**(12.633)**
Finance income	24	534	**558**	55	177	**232**
Finance costs - net	(27.724)	2.993	**(24.731)**	(30.619)	18.218	**(12.401)**
Profit / <Loss> before Income Tax, Restructuring & Fire Costs	(17.579)	23.810	**6.231**	(23.015)	31.561	**8.546**
<Losses> / Gains from Restructuring activities & Fire	6.836	-	**6.836**	(1.225)	-	**(1.225)**
Profit / <Loss> before income tax	(10.743)	23.810	**13.067**	(24.240)	31.561	**7.321**
Income tax expense	(4.774)	(7.694)	**(12.468)**	(4.856)	(11.372)	**(16.228)**
Profit/<Loss> after income tax	(15.517)	16.116	**599**	(29.095)	20.188	**(8.907)**
Profit/<Loss> to shareholders	(15.223)	9.548	**(5.675)**	(28.875)	12.928	**(15.946)**
Depreciation	10.334	7.942	**18.276**	11.669	7.616	**19.285**
Impairment of assets & right-of-use assets **(Note 7)**	-	-	**-**	(1.925)	-	**(1.925)**
EBITDA **(Note 23)**	20.479	28.759	**49.238**	21.198	20.959	**42.157**

There are no sales between the two segments.

	Y-o-Y % 31.12.2021 vs 31.12.2020		
	ICM Operations	Glass Operations	Total
Total Revenue from contracts with customers	11,0%	28,3%	**15,3%**
Operating Profit / <Loss>	33,4%	56,0%	**47,8%**
EBITDA (Note 23)	-3,4%	37,2%	**16,8%**

in € 000's

Note 5 - Segment information (continued)

Total Revenue from contracts with customers

Commercial Refrigeration (ICM): Sales increased by 11.0% to €278.5m. The increase is mainly attributable to the demand improvement from Coca-Cola bottlers in East Europe and distributors in West Europe, market share gains in India and South Africa as well as pricing initiatives. Frigoserve's successful expansion in Switzerland and South Africa also supported sales growth in the period. These factors were partly offset by lower year-on-year cooler placements from breweries in East Europe and Coca-Cola bottlers in East Africa, as well as, less favorable product mix.
Glass Operations: Sales increased by 28.3% to €105.8m. This increase mainly reflects strong demand recovery for glass containers, plastic crates and metal crowns as well as pricing initiatives. These factors were partly offset by Naira's devaluation.

EBITDA

Commercial Refrigeration (ICM): EBITDA declined by 3.4% to €20.5m following increased raw material and logistic costs, less favorable sales mix and higher operating expenses. These factors outpaced the benefits from volume growth, lower idle cost, price increases and Frigoserve's improved performance following operational efficiencies and expansion in Switzerland and South Africa.
Glass Operations: EBITDA increased by 37.2% to €28.8m, led by volume growth and pricing across all operations. These factors were partly offset by higher production and transportation costs as well as Naira's devaluation.

ii) Statement of Financial Position	Year ended 31.12.2021			Year ended 31.12.2020		
	ICM Operations	Glass Operations	Total	ICM Operations	Glass Operations	Total
Total assets	248.666	155.795	**404.461**	228.893	125.418	**354.311**
Total liabilities	466.106	24.118	**490.224**	380.666	54.746	**435.412**
Capital expenditure	5.244	8.880	**14.124**	5.934	8.169	**14.103**

Reference Note 6 & 7

Segment liabilities are measured in the same way as in the financial statements.
These liabilities are allocated based on the operations of each segment.

B) Net sales revenue analysis per geographical area (based on customer location)	Consolidated Year ended 31.12.2021	Consolidated Year ended 31.12.2020
ICM Operations :		
East Europe	134.702	129.122
West Europe	68.437	58.673
Africa / Middle East	36.266	36.437
Asia	39.108	26.584
Total	**278.513**	**250.816**
Glass Operations :		
Africa	105.755	82.422
Total	**105.755**	**82.422**
Total Sales :		
East Europe	134.702	129.122
West Europe	68.437	58.673
Africa / Middle East	142.021	118.859
Asia	39.108	26.584
Consolidated	**384.268**	**333.238**

Frigoglass (the "Group") is a supplier of Ice-Cold Merchandisers (ICMs). The demand for these products is seasonal. Therefore, the Group generally records higher revenues during the first and second quarters of the year.

in € 000's

Note 5 - Segment information (continued)

Net sales revenue analysis per geographical area (based on customer location)

	Parent Company	
	Year ended	
	31.12.2021	31.12.2020
ICM Operations :		
West Europe	6.995	6.247
Total Sales	6.995	6.247

C) Capital expenditure per geographical area

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

	Consolidated	
	Year ended	
	31.12.2021	31.12.2020
ICM Operations :		
East Europe	3.685	2.353
West Europe	938	2.942
Africa	398	413
Asia	223	226
Total	**5.244**	**5.934**
Glass Operations:		
Africa	8.880	8.169
Total	**8.880**	**8.169**
Consolidated	**14.124**	**14.103**

in € 000's

Note 6 - Property, Plant & Equipment

	Consolidated						
	Land	Building & technical works	Machinery technical installation	Motor vehicles	Furniture & fixtures	Assets under construction	Total
Cost							
Balance at 01.01.2021	**4.408**	**58.444**	**174.625**	**4.446**	**8.989**	**26.070**	**276.982**
Additions	-	701	5.882	247	809	5.249	12.888
Disposals	-	(5)	(9.570)	(246)	-	-	(9.821)
Write off due to fire **(Note 20)**	-	(4.313)	(32.044)	(77)	(1.455)	(65)	(37.954)
Write off	-	-	(1.738)	-	(45)	-	(1.783)
Transfer from/to	-	1.004	25.129	268	49	(26.450)	-
Exchange differences	221	267	(734)	(121)	92	(1.035)	(1.310)
Balance at 31.12.2021	**4.629**	**56.098**	**161.550**	**4.517**	**8.439**	**3.769**	**239.002**
Accumulated Depreciation							
Balance at 01.01.2021	**-**	**29.980**	**129.673**	**3.490**	**7.141**	**-**	**170.284**
Depreciation charge	-	1.731	10.730	450	727	-	13.638
Disposals	-	(1)	(9.564)	(247)	-	-	(9.812)
Write off due to fire **(Note 20)**	-	(2.053)	(23.594)	(35)	(1.288)	-	(26.970)
Write off	-	-	(1.731)	-	(43)	-	(1.774)
Exchange differences	-	163	(396)	(89)	97	-	(225)
Balance at 31.12.2021	**-**	**29.820**	**105.118**	**3.569**	**6.634**	**-**	**145.141**
Net book value at 31.12.2021	**4.629**	**26.278**	**56.432**	**948**	**1.805**	**3.769**	**93.861**

Costs related to Construction in progress are capitalised until the end of the forthcoming year.

Construction in progress as at 31.12.2021 mainly relates to the upgrade of machinery and building equipment also the purchase of new one.

Pledged assets are described in detail in Note 15 - Non current and current borrowings.

Exchange differences: negative foreign exchange differences arise from currencies devaluation against Euro and positive exchange differences from currencies appreciation against Euro.

The major variance derives from the devaluation of Naira against Euro.

Exchange rate € / Naira at 31.12.2020 was 465,87 and at 31.12.2021 was 480,35.

	Consolidated						
	Land	Building & technical works	Machinery technical installation	Motor vehicles	Furniture & fixtures	Assets under construction	Total
Cost							
Balance at 01.01.2020	**4.884**	**60.194**	**207.362**	**6.139**	**10.282**	**29.459**	**318.320**
Additions	-	722	4.982	24	654	4.916	11.298
Disposals	-	(78)	(1.124)	(286)	(195)	-	(1.683)
Transfer to / from & reclassification (Note 7)	-	356	(196)	-	(265)	-	(105)
Write off	-	-	(6.869)	(247)	(495)	-	(7.611)
Exchange differences	(476)	(2.750)	(29.530)	(1.184)	(992)	(8.305)	(43.237)
Balance at 31.12.2020	**4.408**	**58.444**	**174.625**	**4.446**	**8.989**	**26.070**	**276.982**
Accumulated Depreciation							
Balance at 01.01.2020	**-**	**29.426**	**147.413**	**4.174**	**7.868**	**-**	**188.881**
Depreciation charge	-	1.716	11.243	653	834	-	14.446
Disposals	-	(78)	(1.084)	(284)	(198)	-	(1.644)
Transfer to / from & reclassification	-	-	94	-	(94)	-	-
Write off	-	-	(6.869)	(247)	(494)	-	(7.610)
Exchange differences	-	(1.084)	(21.124)	(806)	(775)	-	(23.789)
Balance at 31.12.2020	**-**	**29.980**	**129.673**	**3.490**	**7.141**	**-**	**170.284**
Net book value at 31.12.2020	**4.408**	**28.464**	**44.952**	**956**	**1.848**	**26.070**	**106.698**

Costs related to Construction in progress are capitalised until the end of the forthcoming year.
Construction in progress mainly relates to the Glass furnace in Beta Glass Nigeria

Pledged assets are described in detail in Note 15 - Non current and current borrowings.

in € 000's

Note 6 - Property, Plant & Equipment (continued)

	Parent Company					
	Land	Building & technical works	Machinery technical installation	Motor vehicles	Furniture & fixtures	Total
Cost						
Balance at 01.01.2021	**303**	**8.962**	**1.710**	**-**	**509**	**11.484**
Additions	-	80	-	-	38	118
Write off	-	-	(1.710)	-	-	(1.710)
Balance at 31.12.2021	**303**	**9.042**	**-**	**-**	**547**	**9.892**
Accumulated Depreciation						
Balance at 01.01.2021	**-**	**7.128**	**1.710**	**-**	**199**	**9.037**
Depreciation charge	-	343	-	-	116	459
Write off	-	-	(1.710)	-	-	(1.710)
Balance at 31.12.2021	**-**	**7.471**	**-**	**-**	**315**	**7.786**
Net book value at 31.12.2021	**303**	**1.571**	**-**	**-**	**232**	**2.106**

	Parent Company					
	Land	Building & technical works	Machinery technical installation	Motor vehicles	Furniture & fixtures	Total
Cost						
Balance at 01.01.2020	**303**	**8.753**	**1.710**	**-**	**326**	**11.092**
Additions	-	209	-	-	183	392
Balance at 31.12.2020	**303**	**8.962**	**1.710**	**-**	**509**	**11.484**
Accumulated Depreciation						
Balance at 01.01.2020	**-**	**6.812**	**1.710**	**-**	**103**	**8.625**
Depreciation charge	-	316	-	-	96	412
Balance at 31.12.2020	**-**	**7.128**	**1.710**	**-**	**199**	**9.037**
Net book value at 31.12.2020	**303**	**1.834**	**-**	**-**	**310**	**2.447**

in € 000's

Note 7 - Right-of-use Assets

A) Amounts recognised in the Statement of Financial Position

Right-of-use assets	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Building & technical works	3.166	3.256	679	857
Furniture & fixtures	-	-	-	-
Motor vehicles	544	922	279	444
Total	**3.710**	**4.178**	**958**	**1.301**
Lease Liabilities				
Non current	3.745	4.027	658	1.005
Current	1.274	2.095	366	353
Total	**5.019**	**6.122**	**1.024**	**1.358**
Additions during the year	**1.856**	**3.755**	**46**	**934**

B) Amounts recognised in the Income Statement

Depreciation	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Building & technical works	1.782	2.214	193	365
Furniture & fixtures	-	9	-	-
Motor vehicles	500	511	126	189
Total	**2.282**	**2.734**	**319**	**554**
Interest expense (Note 19)	**272**	**333**	**69**	**55**
Impairment of right-of-use assets	**-**	**1.925**	**-**	**-**

For 2020 an impairment assessment has been performed for those cash-generating units (CGUs) with an indication that their carrying amount exceeds their recoverable amount.

The recoverable amount of each cash-generating unit was determined through a value-in-use calculation. The calculations used cash flow estimates based on financial budgets approved by Management covering a one-year period and cash flow projections for four additional years.

Subjective estimates and judgements by management about the future results of the CGU were included in the above calculation. These estimates and judgements include assumptions surrounding revenue growth rates, direct costs, and discount rates.
The following table sets out the key assumptions for the calculation of the Value in Use:

ICM segment: Frigoglass South Africa Ltd.	
After - Tax discount rate:	**11,3%**
Gross margin pre Depreciation:	**1,0% - 6,5%**
Growth rate in perpetuity:	**4,5%**

Due to adverse operating results, an impairment assessment at **31.12.2020** was carried out, which resulted in a loss for the Right-of-use assets of **€ 1,9 m.** for **Frigoglass South Africa Ltd**.

The entire amount related to the Rights-of-use assets was impaired. Therefore, there would be no further impairment even if the assumptions used changed.

in € 000's

Note 8 - Intangible assets

	Consolidated				
	Development costs	**Patents & trademarks**	**Software & other intangible assets**	**Assets under construction**	**Total**
Cost					
Balance at 01.01.2021	**17.542**	**-**	**9.215**	**5.981**	**32.738**
Additions	134	-	413	689	1.236
Disposals	(12)	-	-	-	(12)
Exchange differences	156	-	62	-	218
Balance at 31.12.2021	**17.820**	**-**	**9.690**	**6.670**	**34.180**
Accumulated Depreciation					
Balance at 01.01.2021	**13.212**	**-**	**7.536**	**-**	**20.748**
Depreciation charge	1.465	-	627	-	2.092
Exchange differences	82	-	62	-	144
Balance at 31.12.2021	**14.759**	**-**	**8.225**	**-**	**22.984**
Net book value at 31.12.2021	**3.061**	**-**	**1.465**	**6.670**	**11.196**

Costs related to Construction in progress are capitalised until the end of the forthcoming year.

Construction in progress for the Group and the Parent company relates to implementation of SAP project.

Pledged assets are described in detail in Note 15 - Non current and current borrowings.

	Consolidated				
	Development costs	**Patents & trademarks**	**Software & other intangible assets**	**Assets under construction**	**Total**
Cost					
Balance at 01.01.2020	**16.832**	**2**	**8.644**	**4.676**	**30.154**
Additions	839	-	338	1.628	2.805
Disposals	-	-	(10)	-	(10)
Transfer to / from & reclassification (Note 6)	(28)	-	456	(323)	105
Write off	-	(2)	(15)	-	(17)
Exchange differences	(101)	-	(198)	-	(299)
Balance at 31.12.2020	**17.542**	**-**	**9.215**	**5.981**	**32.738**
Accumulated Depreciation					
Balance at 01.01.2020	**11.322**	**2**	**6.857**	**-**	**18.181**
Depreciation charge	1.988	-	871	-	2.859
Disposals	-	-	(10)	-	(10)
Write off	-	(2)	(14)	-	(16)
Exchange differences	(98)	-	(168)	-	(266)
Balance at 31.12.2020	**13.212**	**-**	**7.536**	**-**	**20.748**
Net book value at 31.12.2020	**4.330**	**-**	**1.679**	**5.981**	**11.990**

in € 000's

Note 8 - Intangible assets (continued)

	Parent Company		
	Software & other intangible assets	Assets under construction	Total
Cost			
Balance at 01.01.2021	**1.699**	**1.140**	**2.839**
Additions	209	-	209
Balance at 31.12.2021	**1.908**	**1.140**	**3.048**
Accumulated Depreciation			
Balance at 01.01.2021	**861**	**-**	**861**
Depreciation charge	298	-	298
Balance at 31.12.2021	**1.159**	**-**	**1.159**
Net book value at 31.12.2021	**749**	**1.140**	**1.889**

Construction in progress for the Group and the Parent company relates to implementation of SAP project.

	Parent Company		
	Software & other intangible assets	Assets under construction	Total
Cost			
Balance at 01.01.2020	**1.326**	**1.661**	**2.987**
Additions	50	159	209
Disposals to subsidiaries of the group	-	(357)	(357)
Transfer from/to	323	(323)	-
Balance at 31.12.2020	**1.699**	**1.140**	**2.839**
Accumulated Depreciation			
Balance at 01.01.2020	**526**	**-**	**526**
Depreciation charge	335	-	335
Balance at 31.12.2020	**861**	**-**	**861**
Net book value at 31.12.2020	**838**	**1.140**	**1.978**

in € 000's

Note 9 - Investments in subsidiaries

	Parent Company	
	31.12.2021	**31.12.2020**
Investment in Frigoinvest Holdings B.V. (The Netherlands)	**Net book value**	**Net book value**
Opening balance	60.005	60.005
Closing Balance	**60.005**	**60.005**

The subsidiaries of the Group, the country of incorporation and their shareholding status are described below:

Company name & business segment	Country of incorporation	Consolidation method	% Shareholding
ICM Operations			
Frigoglass S.A.I.C.	Greece	Parent Company	
Frigoglass Romania SRL	Romania	Full	100,00%
Frigoglass Indonesia PT	Indonesia	Full	99,98%
Frigoglass South Africa Ltd.	South Africa	Full	100,00%
Frigoglass Eurasia LLC	Russia	Full	100,00%
Frigoglass (Guangzhou) Ice Cold Equipment Ltd.	China	Full	100,00%
Scandinavian Appliances A.S	Norway	Full	100,00%
Frigoglass Spzoo	Poland	Full	100,00%
Frigoglass India PVT.Ltd.	India	Full	100,00%
Frigoglass Switzerland AG	Switzerland	Full	100,00%
Frigoglass East Africa Ltd.	Kenya	Full	100,00%
Frigoglass GmbH	Germany	Full	100,00%
Frigoglass Hungary Kft	Hungary	Full	100,00%
Frigoglass Nordic AS	Norway	Full	100,00%
Frigoglass Cyprus Ltd.	Cyprus	Full	100,00%
Norcool Holding A.S	Norway	Full	100,00%
Frigoinvest Holdings B.V	The Netherlands	Full	100,00%
Frigoglass Finance B.V	The Netherlands	Full	100,00%
3P Frigoglass SRL	Romania	Full	100,00%
Glass Operations			
Frigoglass Global Ltd.	Cyprus	Full	100,00%
Beta Glass Plc.	Nigeria	Full	55,21%
Frigoglass Industries (NIG.) Ltd.	Nigeria	Full	76,03%

In March 2021, Frigoglass Switzerland AG started its activities in Switzerland.
The Parent Company does not have any shareholdings in the preference shares of subsidiary undertakings included in the Group.

in € 000's

Note 9 - Investments in subsidiaries (continued)

Below is the summarised financial information of the Group's subsidiaries with non-controlling interests. Total assets and liabilities include intergroup balances.

Frigoglass Industries (Nigeria) Ltd.	2021	2020
Total assets	102.214	88.937
Total liabilities	54.803	40.220
Total equity	**47.411**	**48.717**
Revenue from contracts with customers	36.003	26.801
Profit / <Loss> after income tax expenses	5.811	13.108
Non controlling interest - %	23,97%	23,97%
Profit / <Loss> after income tax expenses attributable to non-controlling interests	1.393	3.142
Dividends to non-controlling interests	1.366	1.537
Capital expenditure	1.396	759

Beta Glass Plc.	2021	2020
Total assets	135.891	119.024
Total liabilities	48.189	39.216
Total equity	**87.702**	**79.808**
Revenue from contracts with customers	76.127	62.908
Profit / <Loss> after income tax expenses	11.254	9.382
Non controlling interest - %	44,79%	44,79%
Profit / <Loss> after income tax expenses attributable to non-controlling interests	5.040	4.202
Dividends to non-controlling interests	318	592
Capital expenditure	7.578	7.550

in € 000's

Note 10 - Inventories

	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Raw materials	68.144	52.063	-	-
Work in progress	2.953	1.700	-	-
Finished goods	41.656	34.442	-	-
Less: Provision	(8.436)	(7.041)	-	-
Total	**104.317**	**81.164**	**-**	**-**

Analysis of Provisions :	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Opening Balance	**7.041**	**9.160**	**-**	**-**
Additions	2.307	1.015	-	-
Reversed amounts	(428)	(27)	-	-
Utilized	(529)	(2.223)	-	-
Transfer to / from & reclassification	-	(40)	-	-
Exchange differences	45	(844)	-	-
Closing Balance	**8.436**	**7.041**	**-**	**-**

in € 000's

Note 11 - Trade receivables

	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Trade receivables	67.108	56.198	1.875	1.605
Less: Provisions	(1.030)	(1.083)	(22)	(131)
Total	**66.078**	**55.115**	**1.853**	**1.474**

The increase in the balance of the trade receivables is mainly driven by the sales growth in the fourth quarter.

The fair value of trade receivables closely approximates their carrying value. The Group and the Company have a significant concentration of credit risk with specific customers which comprise large international groups such as Coca - Cola HBC, CCEP, other Coca - Cola bottlers, Pespi, Diageo - Guinness and Heineken.

The Group does not require its customers to provide any pledges or collateral due to the general high calibre and international reputation of portfolio.

Management does not expect any losses from non-performance of trade receivables, other than as provided for as at **31.12.2021**.

Pledged assets are described in detail in Note 15 - Non current and current borrowings.

Analysis of provisions for trade receivables:	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Opening balance	**1.083**	**746**	**131**	**375**
Additions	11	720	-	-
Reversed amounts	(54)	(77)	(51)	-
Utilized	(59)	(222)	(58)	(244)
Exchange differences	49	(84)	-	-
Closing Balance	**1.030**	**1.083**	**22**	**131**

in € 000's

Note 11 - Trade receivables (continued)

Trade debtors: Credit rating (S&P rating)	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
CCH Group (BBB+)	11.427	12.086	1.179	1.102
CCEP Group (BBB+)	1.023	697	-	-
Other Coca-Cola bottlers (N/A)	5.978	2.721	-	-
Diageo -Guinness Group (A-)	4.121	3.464	-	-
Heineken Group (BBB+)	5.744	7.703	428	243
Pepsi Group (A+)	8.008	9.545	-	-
Other (N/A)	30.807	19.982	268	260
Total	**67.108**	**56.198**	**1.875**	**1.605**

The aging analysis of the trade debtors is the following:	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
00 - 30 days	48.372	45.081	1.042	597
31 - 60 days	11.544	5.385	583	691
61 - 90 days	2.147	2.524	116	142
91 - 120 days	1.957	936	59	31
121 - 180 days	1.071	822	40	17
> 180 days	2.017	1.450	35	127
Total	**67.108**	**56.198**	**1.875**	**1.605**

The overdue analysis of the trade debtors is the following:	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Not yet Overdue	55.681	48.686	1.764	1.529
Overdue 00 - 30 days	7.505	4.086	57	31
Overdue 31 - 60 days	1.483	1.016	22	7
Overdue 61 - 90 days	488	462	7	2
Overdue 91 - 120 days	237	155	8	12
Overdue 121 - 180 days	689	721	1	4
Overdue > 180 days	1.025	1.072	16	20
Total	**67.108**	**56.198**	**1.875**	**1.605**
Less: Provisions	(1.030)	(1.083)	(22)	(131)
Net trade debtors	**66.078**	**55.115**	**1.853**	**1.474**

For trade receivables, the Group applies the simplified approach permitted by IFRS 9.
Based on this approach, the Group recognizes expected life losses on expected receivables.The calculation is done on an individual basis. Expected loss rates are based on the sales payment profile and the corresponding historical credit losses. The failure of the customer to pay after 180 days from the invoice due date is considered a default.

in € 000's

Note 12 - Other receivables

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
V.A.T receivable	15.429	5.892	57	372
Intergroup receivables	-	-	14.689	15.881
Grants for exports receivable	7.187	6.752	-	-
Insurance prepayments	1.041	689	51	38
Prepaid expenses	1.262	524	82	139
Receivable from the disposal of subsidiary	1.977	3.031	-	-
Other taxes receivable	1.394	2.229	-	-
Advances to employees	668	558	3	11
Insurance claim receivable due to the fire incident	10.000	-	-	-
Other receivables	3.550	2.140	34	36
Total	**42.508**	**21.815**	**14.916**	**16.477**

Grants for exports receivable: Export Expansion Grants (EEG) are granted by the Federal Government of Nigeria on exports of goods produced in the country, after having met certain eligibility criteria. The EEGs are granted by the Nigerian Export Promotion Council (NEPC), a Federal government agency, to qualified non-oil exporters. The NEPC oversees non-oil exporters and sets criteria for all non-oil export grants schemes. The EEGs are recognized at fair value, and Management does not expect any losses from the non-recoverability of these grants. For all EEG claims prior to 2017, the Federal Government of Nigeria settled these claims by issuing Negotiable Duty Credit Certificates (NDCC). The NEPC however ceased issuing the NDCCs, following new guidelines from the Nigerian Federal Government, and these were replaced by Promissory Notes (PNs) issued by Debt Management Office (DMO) of the Nigerian Federal Government. The EEG claims of Frigoglass Industries Ltd. were fully settled through PNs, that were subsequently cashed, in 2019 and 2020. The outstanding EEG claims of Beta Glass PLC. will also be settled through PNs.

Insurance claim receivable due to the fire incident: Frigoglass reached an agreement with the co-insurance scheme for a €42m compensation related to the property damage claim including inventory. The Group has already received from the insurance companies two irrevocable advance payments of €25m, €15m in 2021 and €10m in February 2022, which were recognized in the Income Statement for the year ended 31 December 2021 against the fire cost expense. The remaining €17m will be subject to the proof of the actual expenditures related to the reconstruction phase of the building and the purchases of equipment. As a result, the amount that was received in early February 2022 is presented as an insurance claim receivable as of 31.12.2021, on the basis that the receivable was considered as virtually certain.

The V.A.T receivable is fully recoverable through the operating activity of the Group and the Company. The increase relates to higher inventories in Russia & Nigeria to cover the sales demand during the first quarter of 2022.

Other receivables comprise various prepayments.

The fair value of other receivables closely approximates their carrying value.

in € 000's

Note 13 - Cash & cash equivalents

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Cash on hand	8	831	-	-
Short term bank deposits	79.199	69.412	1.752	2.460
Total	**79.207**	**70.243**	**1.752**	**2.460**

Cash & cash equivalents per currency:

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
EURO - €	31.569	34.372	1.748	2.438
USD - $	11.836	14.463	2	20
Polish Zloty - PLN	353	399	-	-
Nigeria Naira - NAIRA	30.406	17.210	-	-
Norwegian krone - NOK	1.005	684	-	-
Chinese yuan renminbi - CNY	43	91	-	-
Indian Rupee - INR	687	915	-	-
Russian rouble - RUB	74	124	-	-
Romanian Lei - RON	1.181	523	-	-
S. African Rand - ZAR	1.245	636	2	2
Indonesian Rupiah - IDR	57	101	-	-
Hungarian Forint - HUF	356	280	-	-
Kenyan Sheiling-KES	19	344	-	-
Danish Krone-DKK	10	14	-	-
Swedish Krone-SEK	103	75	-	-
Great British Pounds- GBP	38	4	-	-
Swiss Franc -CHF	225	8	-	-
Total	**79.207**	**70.243**	**1.752**	**2.460**

Pledged assets are described in detail in Note 15 - Non current and current borrowings.

Note 14 - Other payables

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Taxes and duties payable	3.156	3.235	264	553
Intergroup payables	-	-	5.367	5.330
VAT payable	5.827	3.374	-	-
Social security insurance	1.477	1.160	294	295
Customers' advances	5.453	1.585	48	12
Other taxes payable	473	496	-	-
Accrued discounts on sales	7.313	7.659	-	-
Accrued fees & costs payable to third parties	5.388	5.997	402	388
Accrued payroll expenses	11.295	4.649	4.325	159
Other accrued expenses	3.079	2.133	27	13
Accrual for warranty expenses	5.268	5.500	-	-
All other payables	5.847	3.594	293	279
Total	**54.576**	**39.382**	**11.020**	**7.029**

The fair value of Other Payables approximates their carrying value.

Customers' advances: The increase mainly reflects higher advances received by the customers related to the orders for the first quarter of 2022.

Accrued payroll expenses: The increase mainly reflects higher accruals related to employees' performance benefit and the reclassification of the accrual related to management's long-term incentive plan (LTIP), from non-current liabilities to current liabilities payables.

in € 000's

Note 15 - Non current & current borrowings

	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Bond loans	260.000	260.000	-	-
Intergroup bond loans	-	-	53.973	50.359
Bank loans	4.000	-	-	-
Unamortized costs for the issue of bond	(5.763)	(7.345)	-	-
Total Non current borrowings	**258.237**	**252.655**	**53.973**	**50.359**

	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Bank overdrafts	3.740	1.933	-	-
Bank loans	55.771	50.293	-	-
Accrued interest for loans	7.474	7.476	-	-
Total current borrowings	**66.985**	**59.702**	**-**	**-**
Total borrowings	**325.222**	**312.357**	**53.973**	**50.359**

Net debt	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Total borrowings	325.222	312.357	53.973	50.359
Total Lease Liabilities **(Note 7)**	5.019	6.122	1.024	1.358
Cash & cash equivalents	(79.207)	(70.243)	(1.752)	(2.460)
Net debt	**251.034**	**248.236**	**53.245**	**49.257**

in € 000's

Note 15 - Non current & current borrowings (continued)

The foreign currency exposure of borrowings is as follows:

	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
- EURO	303.025	301.927	53.973	50.359
- USD	18.382	8.497	-	-
- GBP	75	-	-	-
- INR	3.740	1.933	-	-
Total	**325.222**	**312.357**	**53.973**	**50.359**

	Consolidated			Parent Company		
The movement of liabilities from borrowings & lease liabilities is listed below:	**Borrowings**	**Lease Liabilities**	**Total**	**Borrowings**	**Lease Liabilities**	**Total**
Balance 01.01.2021	**312.357**	**6.122**	**318.479**	**50.359**	**1.358**	**51.717**
Cash flows	11.264	(2.700)	8.564	-	(351)	(351)
Interest paid	(19.315)	-	(19.315)	(112)	-	(112)
New lease liabilities	-	1.634	1.634	-	46	46
Issuance cost - Bond	-	-	-	-	-	-
Other non-cash movements	20.916	(37)	20.879	3.726	(29)	3.697
Balance 31.12.2021	**325.222**	**5.019**	**330.241**	**53.973**	**1.024**	**54.997**
Balance 01.01.2020	**283.717**	**5.478**	**289.195**	**29.554**	**1.021**	**30.575**
Cash flows	36.503	(2.104)	34.399	17.550	(517)	17.033
Interest paid	(16.740)	-	(16.740)	(248)	-	(248)
New lease liabilities	-	2.941	2.941	-	934	934
Issuance cost - Bond	(8.594)					
Other non-cash movements	17.471	(193)	17.278	3.503	(80)	3.423
Balance 31.12.2020	**312.357**	**6.122**	**318.479**	**50.359**	**1.358**	**51.717**

Line other non-cash movements includes interest on loans using the effective interest rate during the period, as well as exchange rate differences.

Note 15 - Non current & current borrowings

The Group's outstanding balance of total borrowings as of **December 31, 2021** amounted to **€325.2** million (December 31, 2020: €312.4 million).

Non-current borrowings

The Group's outstanding balance of non-current borrowings as of **December 31, 2021** amounted to **€258.2** million (December 31, 2020: 252.7 million). Non-current borrowings represents an outstanding bond including the unamortized debt issuance costs and a bank loan.

Notes

On February 12, 2020, Frigoglass S.A.I.C. through its subsidiary Frigoglass Finance B.V. (the "Issuer") issued €260.0 million in aggregate principal amount of 6.875% Senior Secured Notes due 2025 (the "Notes"). The Notes are guaranteed on a senior secured basis by Frigoglass S.A.I.C. and certain of our subsidiaries (the "Guarantors") and secured by certain assets of the Issuer and the Guarantors. The Notes mature on February 12, 2025. The Notes pay interest semi-annually on February 1 and August 1 of each year.

The Indenture limits, among other things, our ability to incur additional indebtedness, pay dividends on, redeem or repurchase our capital stock, make certain restricted payments and investments, create or permit to exist certain liens, transfer or sell assets, merge or consolidate with other entities and enters into transactions with affiliates. Each of the covenants is subject to a number of important exceptions and qualifications.

Guarantees

The companies that have granted guarantees in respect of the Note are: Frigoglass S.A.I.C., Frigoinvest Holdings B.V., Beta Glass Plc, Frigoglass Eurasia LLC, Frigoglass Industries (Nigeria) Limited, Frigoglass Cyprus Limited, Frigoglass Global Limited, Frigoglass Romania S.R.L. and 3P Frigoglass S.R.L.

Security

The security granted in favour of the creditors under the Senior Secured Notes due 2025 include the following:

(a) Security over shares in the following Group companies: Frigoinvest Holdings B.V., Frigoglass Finance B.V., 3P Frigoglass S.R.L., Frigoglass Romania S.R.L., Frigoglass Eurasia LLC, Frigoglass Global Limited and Frigoglass Cyprus Limited. The Notes are also secured by a pledge over the shares of Frigoglass Industries (Nigeria) Limited and Beta Glass (the "Share Pledge"), with an aggregate amount of the secured obligations in respect of the Share Pledge being limited to €175.0 million.

(b) Security over assets of the Group in the value shown below:

Assets	31.12.2021
Intergroup receivables	332.261
Other debtors	32
Cash & cash equivalents	11.140
Total	**343.433**

Bank Loans

In November 2021, Frigoglass Eurasia LLC signed an unsecured, committed credit facility with a Russian bank, in an amount of €20.0 million for a 24 months period. As at December 31, 2021, €4.0 million were utilized from the aforementioned facility.

Current borrowings

The Group's outstanding balance of current borrowings as of December 31, 2021 amounted to €67.0 million (December 31, 2020: €59.7 million), including the accrued interest of loans in the period. Current borrowings represent bank overdraft facilities and short-term loans from various banks.

In December 2021, Frigoglass India PVT Ltd maintains a credit facility with an Indian bank, in an amount of INR 455 million (€5.4 million). The facility is secured up to INR 200 million (€2.4 million) through a mortgage of property of Frigoglass India PVT Ltd. As at December 31, 2021, €4.3 million was utilized from the aforementioned facility.

In August 2021, Frigoglass Romania SRL renewed the credit facility with a Romanian bank, in an amount of €4.5 million for a twelve months period. The facility is secured through inventories and trade receivables of Frigoglass Romania SRL. As at December 31, 2021, €1.5 million was utilized from the aforementioned facility.

In October 2020, Frigoglass Romania SRL signed a committed credit facility with a Romanian bank, in an amount of €5.0 million for a twelve months period, which was extended until May 31, 2022. The facility is secured through a mortgage of land and building and trade receivables of Frigoglass Romania SRL. As at December 31, 2021, €1.5 million was utilized from the aforementioned facility.

in € 000's

Note 16 - Share capital - Stock Option Plan

2021

The share capital of the Parent Company at **31.12.2021** comprised of **356.314.416** fully paid up ordinary shares with an nominal value of **€ 0,06** each.

The General Meeting of shareholders, at 14.12.2021, decided the nominal decrease of the Company's share capital by the amount of €14,217,510.04 to become €21,326,265.06, through decrease of the nominal value of the Company's 355,437,751 shares from €0.10 to € 0.06 each, according to article 31 of Law 4548/2018, for the purpose of forming a special reserve of equal amount and offsetting losses by deletion of losses from the Company's account "Retained earnings" and the respective amendment of article 3 of the Company's Articles of Association.

On the 31st of December 2021, FRIGOGLASS' s Board of Directors resolved to increase the share capital of the Company by 876,665 ordinary shares, following the exercise of share options by option holders pursuant to the Company's share option plan. The proceeds from the share capital increase amounted to € 110 thousand.

2020

The share capital of the Group at **31.12.2020** comprised of **355.437.751** fully paid up ordinary shares with an nominal value of **€ 0,10** each.

	Number of shares	Share capital -000' Euro-	Share premium -000' Euro-
Balance at 01.01.2020 (as it was published)	**355.437.751**	**35.544**	**(33.801)**
Balance at 31.12.2020	**355.437.751**	**35.544**	**(33.801)**
Transfer to reserves due to the decrease of the nominal value of each share for offsetting losses by deletion of losses from the account "Accumulated losses"	-	(14.218)	-
Shares issued to employees exercising stock options / Proceeds from the issue of shares	876.665	53	57
Balance at 31.12.2021	**356.314.416**	**21.379**	**(33.744)**

in € 000's

Note 16 - Share capital - Stock Option Plan (continued)

Share Options

The establishment of the Frigoglass Stock Option Plan was approved by shareholders at the 2007 Annual General Meeting and subsequently in 2009, 2010, 2012 ,2014 and 2019.

The Stock Option Plan is designed to provide long-term incentives for senior managers and members of the Management Committee to deliver long-term shareholder returns. Participation in the plan is at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

Options vest in one-third increments each year for three years and can be exercised for up to 10 years from the date of award. When the options are exercised, the proceeds received, net of any transaction costs, are credited to share capital (at the nominal value) and share premium.

The exercise price of options is determined by the General Meeting.

A summary of stock option activity under all plans is as follows:

	2021		2020	
	Weighted Average exercise price (€)	**Number of stock options**	**Weighted Average exercise price (€)**	**Number of stock options**
Beginning Balance	**0,4440**	**5.796.979**	**0,4590**	**6.741.211**
Grants	0,125	(876.665)	-	-
Expirations	16,620	(30.897)	16,620	(24.232)
Forfeitures	0,125	(420.000)	0,125	(920.000)
Ending Balance	**0,4247**	**4.469.417**	**0,4440**	**5.796.979**
Vested and exercisable at the end of the period	**0,4247**	**4.469.417**	**0,5940**	**3.943.633**

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	**Expiry date**	**Exercise price (€)**	**Share options**	**Weighted Average exercise price (€)**
23/10/2013	31/12/2022	16,770	31.160	0,1169
27/6/2014	31/12/2023	11,370	42.328	0,1077
15/5/2015	31/12/2024	5,700	49.657	0,0633
4/11/2015	31/12/2024	6,630	6.666	0,0099
26/7/2016	31/12/2025	0,450	76.271	0,0077
22/3/2019	31/12/2028	0,125	4.263.335	0,1192
31/12/2021		**Total**	**4.469.417**	**0,4247**

Weighted average remaining contractual life, in years, of options outstanding at the end of period **6,819**

in € 000's

Note 17 - Other reserves

	Consolidated					
	Statutory reserves	Share option reserve	Extraordinary reserves	Tax free reserves	Currency translation reserve	Total
Balance at 01.01.2020	**4.177**	**965**	**14.769**	**8.760**	**(38.990)**	**(10.319)**
Additions for the year	-	116	-	-	-	116
Exchange differences	-	-	(568)	-	(26.694)	(27.262)
Balance at 31.12.2020	**4.177**	**1.081**	**14.201**	**8.760**	**(65.684)**	**(37.465)**
Balance at 01.01.2021	**4.177**	**1.081**	**14.201**	**8.760**	**(65.684)**	**(37.465)**
Additions for the year	-	46	-	-	-	46
Share capital decrease **(Note 16)**	-	-	4.395	-	-	4.395
Shares issued to employees	-	(162)	-	-	-	(162)
Exchange differences	-	-	(49)	-	(2.097)	(2.146)
Balance at 31.12.2021	**4.177**	**965**	**18.547**	**8.760**	**(67.781)**	**(35.332)**

	Parent Company				
	Statutory reserves	Share option reserve	Extraordinary reserves	Tax free reserves	Total
Balance at 01.01.2020	**4.020**	**965**	**12.013**	**8.760**	**25.758**
Additions for the year	-	116	-	-	116
Balance at 31.12.2020	**4.020**	**1.081**	**12.013**	**8.760**	**25.874**
Balance at 01.01.2021	**4.020**	**1.081**	**12.013**	**8.760**	**25.874**
Additions for the period	-	46	-	-	46
Share capital decrease **(Note 16)**	-	-	4.395	-	4.395
Shares issued to employees	-	(162)	-	-	(162)
Balance at 31.12.2021	**4.020**	**965**	**16.408**	**8.760**	**30.153**

A statutory reserve has been created under the provisions of Hellenic law **(Law 4548/2018)** according to which, an amount of at least 5% of the profit (after tax) for the year must be transferred to this reserve until it reaches one third of the paid up share capital. The statutory reserve can not be distributed to the shareholders of the Company except for the case of liquidation.

The share option reserve refers to the established Stock Option Plan provided to senior managers and members of the Management Committee.

The Company has created tax free reserves, in accordance with several Hellenic tax laws, during the years, in order to achieve tax deductions, either:
a) by postponing the settlement of tax liabilities until the distribution of the reserves to the shareholders, or
b) by eliminating any future income tax payment related to the issuance of bonus shares to the shareholders.
Should the reserves be distributed to the shareholders as dividends, the distributed profits will be taxed with the applicable rate at the time of distribution.
No provision has been recognized for contingent income tax liabilities in the event of a future distribution of such reserves to the Company's shareholders since such liabilities are recognized at the same time as the dividend liability associated with such distributions.

In 2017 the Company proceeded with the nominal decrease of the Company’s share capital by the amount of € 9.107 million, by a corresponding decrease of the nominal value of each Company's share from € 0,90 to € 0,36, according to article 4 para. 4a of C.L. 2190/1920, for the purpose of forming a special reserve of equal amount the use of which will be decided in the future. This amount has been allocated in the extraordinary and tax free reserves.

In 2021 the Company proceeded with the formation of an extraordinary reserve in the amount of € 4.395 million, to offset future losses, according to article 31 par. 2 of Law 4548/2018.

in € 000's

Note 18 - Other operating income - Other gains/<losses> - net

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Other operating income				
Income from subsidiaries: Services fees & royalties on sales	-	-	12.768	14.538
Revenues from insurance claims	-	121	-	121
Revenues from scraps sales	698	485	-	-
Other charges to customers & other income	2.099	1.272	55	153
Total: Other operating income	**2.797**	**1.878**	**12.823**	**14.812**
Other gains<losses> - net				
Profit/<Loss> from disposal of property, plant & equipment	478	328	-	-
Issuance cost - Bond	-	-	-	(3.720)
Other	(14)	(189)	-	-
Total: Other gains/<losses> - net	**464**	**139**	**-**	**(3.720)**

Following the issue of the € 260 million Senior Secured Notes due 2025 the parent company incurred cost € 3,7 million.

At Group level the cost mentioned above is included in the Effective Interest Rate calculation.

Note 19 - Financial expenses

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Finance income				
Interest income	(558)	(232)	-	-
Interest Expense	21.181	20.370	3.726	3.514
Exchange loss / (gain) & Other Financial costs	3.836	(8.070)	52	286
Finance cost for lease liabilities	272	333	69	55
Finance cost	**25.289**	**12.633**	**3.847**	**3.855**
Finance costs - net	**24.731**	**12.401**	**3.847**	**3.855**

Interest rate risk sensitivity analysis

The Group's principal sources of financing consist of bond loans, local overdraft facilities, short-term credit lines and Revolving Credit Facilities (RCFs).

The ratio of the fixed to floating interest rates of the Group's principal sources of financing as at **31.12.2021 was:**

Fixed	270.685	**83%**	**Floating**	54.537	**17%**

The exposure to interest rate risk on the Group's income and cash flows from financing activities is set out below with the relevant sensitivity analysis.

in € 000's		**Volatility of Interest Rates (+/-)**	**Effect on Profit / <Loss> before income tax**
01.01.2021 - 31.12.2021	-EURO	1,00%	323,0
	-USD	1,00%	184,0
	-INR	1,00%	37,0
	-GBP	1,00%	1,0
		Total	**545,0**

in € 000's

Note 20 - <Losses> / Gains from Restructuring activities & Fire

01.01.2021 - 31.12.2021 // Fire Incident at facility in Romania

On June 5, 2021, a fire incident occurred at the Group's commercial refrigeration manufacturing facility Timisoara, Timis County of Romania, which caused severe damage primarily to the plant's production area and, consequently, to machinery and inventories located within this area. The Frigoglass Group maintains insurance policies with first class Global Insurance companies for Property Damage including inventory and Business Interruption (with a total insured limit of €89m).
Since the incident, Frigoglass was in close collaboration with the local authorities as well as the insurers' representatives and surveyors in order to complete the process of recording the damage to the affected tangible fixed assets and inventories, which amounted to an accounting book value of €13.4m.
Immediately after the incident, Frigoglass formed a dedicated task force and activated its business continuity action plan.

The action plan mainly involves the following key workstreams:
• The timely completion of the insurance reimbursement process. Management has reached an agreement with the co-insurance scheme for a €42m compensation related to the property damage claim including inventory. An irrevocable amount of €25m (€15m in 2021 and €10m in 2022) has already been received from the insurance companies, by the date of approval of the financial statements. The remaining €17m will be subject to the proof of the actual expenditures related to the reconstruction phase of the building and the purchases of equipment. In relation to the additional business interruption claim, management is working closely with the insurance representatives and the loss adjusters in order to timely complete the insurance compensation procedure.
• Satisfy customers' demand from the Group's production facility in Russia. Management has increased production shifts and is focusing on securing availability of raw materials and transportation means. The Group is building up its inventory balances in the production facility in Russia to enable it to satisfy customer's demand during the peak season of 2022.
• Formation of a limited assembly line. In early October 2021 in a rented industrial space near the existing premises in Timisoara, the Group set up an assembly line that allowed it to produce approx. 9,500 coolers in the last quarter of 2021.
• Restore damages and rebuild the production area. In September 2021 the Group completed the tender award process after short listing four construction management companies. Currently, management is focusing on obtaining the required permits so as to initiate the construction related work that is anticipated to commence in the second quarter of 2022. Management has also finalized the factory's layout with the assistance of a consultancy firm, which will enable the Group to drive efficiencies across the production process. In parallel, management is in discussions with major equipment suppliers on specifications and delivery times. Management started placing orders for equipment with extended lead times. In this context, it is expected for the facility to be operational at the beginning of 2023.

Below is the analysis of the Fire related costs:

Fixed Assets write off	(10.984)
Inventories write off	(2.464)
Advance Insurance Compensation due to fire	25.000
	11.552
Expenses due to business interruption	(5.329)
Income related to destroyed materials	613
Fire Costs	**6.836**

Following the fixed assets write off due to the fire a deferred tax liability of € 0,979 m. was reversed.

01.01.2020 - 31.12.2020 // Restructuring Costs: Greece - Romania - Russia

Following the significant operational challenges brought on by the COVID-19 pandemic, the Group implemented several cost reduction initiatives in order to adjust its fixed cost base. The Group recorded restructuring costs of **€ 1.2 million** before taxes, which relate to employee termination costs in its ICM Operations in Greece, Romania and Russia. All costs were paid within 2020.

	Consolidated	Parent Company
	31.12.2020	
Staff leaving indemnities (Published)	(1.076)	(445)
Staff leaving indemnities - IFRC Impact	(149)	(149)
Restructuring <losses>	**(1.225)**	**(594)**

in € 000's

Note 21 - Income tax

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Corporate tax	9.429	12.794	116	68
Deferred tax	3.039	3.434	-	-
Total	**12.468**	**16.228**	**116**	**68**

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Profit / <Loss> before income tax	**13.067**	**7.321**	**(7.251)**	**(8.060)**
Tax calculated at the nominal tax rates	**6.717**	**4.425**	**(1.595)**	**(1.934)**
Tax effects of:				
Income not subject to tax	(731)	(1.856)	-	-
Expenses not deductible for tax purposes	2.709	4.510	1.595	2.438
Utilization of previously unrecognized tax losses	(264)	(234)	-	(503)
Tax losses for which no deferred income tax asset was recognized	3.766	7.218	-	-
Other taxes	271	2.165	116	68
Tax expense as of income statement	**12.468**	**16.228**	**116**	**68**

The Group did not recognize deferred tax assets for accumulated tax losses **€ 31 m.**, for Greece, Indonesia, India, South Africa, Kenya and The Netherlands because the future taxable profits within the next years, most probably, will not be adequate to cover the current accumulated tax losses.

Note 21 - Income tax (continued)

Tax rate in Greece is **22% in 2021.**

The Group and the Company calculate the period income tax using the tax rate that would be applicable to the expected annual earnings.
The income tax rates in the countries where the Group operates are between **9% and 33%.**

A part of non deductible expenses, tax losses for which no deferred income tax asset was recognised, the different tax rates in the countries in which the Group operates, income not subject to tax and other taxes, create the final effective tax rate for the Group.

Audit Tax Certificate

For the financial years **2011 to 2020**, all Hellenic Societe Anonyme and Limited Liability Companies that are required to prepare audited statutory financial statements must obtain an "Annual Tax Certificate" according the Article 65A of L.4174/2013.

For the financial years **2014 - 2020** the "Annual Tax Certificate" is provided according the Article 65A of L.4174/2013.

This "Annual Tax Certificate" must be issued by the same statutory auditor or audit firm that issues the audit opinion on the statutory financial statements. Upon completion of the tax audit, the statutory auditor or audit firm must issue a "Tax Compliance Report" which will subsequently be submitted electronically to the Ministry of Finance.

For the years **2011 up to 2020** a respective "Tax Certificate" has been issued by the statutory Certified Auditors without any qualification or matter of emphasis as pertains to the tax compliance of the Company.

For the year **2021,** the tax audit has been assigned to «PricewaterhouseCoopers S.A.», is in progress and Management does not expect any material changes to the tax liabilities and the corresponding tax provision included in the financial statements.

Unaudited Tax Years

The tax returns of the Parent Company and the Group's subsidiaries have not been assessed by the tax authorities for different periods (see the table below).

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

One of the Group's foreign subsidiary undertakings may be challenged by the foreign tax authorities as regards the deductibility of certain intra group charges, dividend distribution and bad faith suppliers, given recent developments in the tax environment in the country of operation of that foreign subsidiary.
The Group and its tax advisors has assessed the possible challenge and has concluded that the foreign subsidiary has in place all required transfer pricing documentation and other relevant supporting documentation to counter any challenge.
Moreover a recent tax audit completed for this subsidiary for prior years has not raised significant concerns.
The Group has therefore not proceeded to recognise a provision in relation to this matter as a cash outflow is not probable as of 31 December 2021.

in € 000's

Note 21 - Income tax (continued)

Note:
In some countries, the tax audit is not mandatory and may only be performed under certain conditions.

Company	Country	Unaudited tax years	Line of Business
Frigoglass S.A.I.C.	Greece	2021	Parent Company & Service and Repair of ICM's
Frigoglass Romania SRL	Romania	2017-2021	Ice Cold Merchandisers
Frigoglass Indonesia PT	Indonesia	2017-2021	Ice Cold Merchandisers
Frigoglass South Africa Ltd.	S. Africa	2017-2021	Ice Cold Merchandisers
Frigoglass Eurasia LLC	Russia	2019-2021	Ice Cold Merchandisers
Frigoglass Guangzhou Ice Cold Eq. Ltd.	China	2017-2021	Sales Office
Scandinavian Appliances A.S	Norway	2016-2021	Sales Office
Frigoglass Spzoo	Poland	2015-2021	Service & Repair of ICM's
Frigoglass India PVT.Ltd.	India	2017-2021	Ice Cold Merchandisers
Frigoglass Switzerland AG	Switzerland		Service & Repair of ICM's
Frigoglass East Africa Ltd.	Kenya	2018-2021	Sales Office
Frigoglass GmbH	Germany	2017-2021	Sales Office
Frigoglass Hungary Kft	Hungary	2017-2021	Service & Repair of ICM's
Frigoglass Nordic AS	Norway	2016-2021	Sales Office
Frigoglass Cyprus Ltd.	Cyprus	2016-2021	Holding Company
Norcool Holding A.S	Norway	2016-2021	Holding Company
Frigoinvest Holdings B.V	The Netherlands	2016-2021	Holding Company
Frigoglass Finance B.V	The Netherlands	2020-2021	Financial Services
3P Frigoglass SRL	Romania	2017-2021	Plastics
Frigoglass Global Ltd.	Cyprus	2016-2021	Holding Company
Beta Glass Plc.	Nigeria	2014-2021	Glass Operation
Frigoglass Industries (NIG.) Ltd.	Nigeria	2016-2021	Crowns & Plastics

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

Note 22 - Earnings / <Losses> per share

Basic & Diluted earnings per share

Basic and Diluted earnings per share are calculated by dividing the profit attributable to shareholders, by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the company (treasury shares).

The diluted earnings per share are calculated adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: share options. For the share options a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options. The difference is added to the denominator as an issue of ordinary shares for no consideration.
No adjustment is made to net profit (numerator).

Options granted to employees under the Employee Option Plans of 2013 to 2016, have not been included in the determination of diluted earnings per share calculations, given that the average share price for the year is not in excess of the available stock option's exercise price. The 4.263.335 options granted on 22 March 2019 are not included in the calculation of diluted earnings per share because they are antidilutive for the year ended 31 December 2021.
These options could potentially dilute basic earnings per share in the future.

	Consolidated		Parent Company	
in 000's €	Year ended		Year ended	
(apart from earning per share and number of shares)	**31.12.2021**	**31.12.2020**	**31.12.2021**	**31.12.2020**
Profit / <Loss> after income tax for attributable to the shareholders of the company	(5.675)	(15.947)	(7.367)	(8.128)
Weighted average number of ordinary shares for the purposes of basic earnings per share	355.440.153	355.437.751	355.440.153	355.437.751
Weighted average number of ordinary shares for the purpose of diluted earnings per share	355.440.153	355.437.751	355.440.153	355.437.751
Basic earnings / <losses> per share	**(0,0160)**	**(0,0449)**	**(0,0207)**	**(0,0229)**
Diluted earnings / <losses> per share	**(0,0160)**	**(0,0449)**	**(0,0207)**	**(0,0229)**

in € 000's

Note 23 - Reconciliation of EBITDA

	Year ended 31.12.2021	Year ended 31.12.2020
Consolidated		
Profit / <Loss> before income tax	**13.067**	**7.321**
plus: Depreciation	18.276	19.285
plus: Impairment of right-of-use assets	-	1.925
plus: Restructuring & Fire costs	(6.836)	1.225
plus: Finance costs / <income> *	24.731	12.401
EBITDA	**49.238**	**42.157**
Revenue from contracts with customers	384.268	333.238
Margin EBITDA, %	**12,8%**	**12,7%**
ICM Operations		
Profit / <Loss> before income tax	**(10.743)**	**(24.240)**
plus: Depreciation	10.334	11.669
plus: Impairment of right-of-use assets	-	1.925
plus: Restructuring & Fire costs	(6.836)	1.225
plus: Finance costs / <income> *	27.724	30.619
EBITDA	**20.479**	**21.198**
Revenue from contracts with customers	278.513	250.816
Margin EBITDA, %	**7,4%**	**8,5%**
Glass Operation		
Profit / <Loss> before income tax	**23.810**	**31.561**
plus: Depreciation	7.942	7.616
plus: Finance costs / <income> *	(2.993)	(18.218)
EBITDA	**28.759**	**20.959**
Revenue from contracts with customers	105.755	82.422
Margin EBITDA, %	**27,2%**	**25,4%**

* Finance costs / <income> = Interest expense - Interest income +/- Exchange Gain/Loss - Other Financial costs **(Note 19)**

in € 000's

Note 24 - Related party transactions

Truad Verwaltungs A.G is the main shareholder of Frigoglass S.A.I.C with **48,55%** shareholding.

Truad Verwaltungs A.G. has also a **23%** stake in Coca-Cola HBC AG share capital.

Frigoglass is the major shareholder of Frigoglass Nigeria Industries Ltd., with shareholding of **76,026%**, where Coca-Cola HBC AG also owns a **23,9%** equity interest.

Coca-Cola HBC AG Agreement:

Based on a contract that has been renewed until **31.12.2025,** Coca-Cola HBC AG purchases ICM's from the Frigoglass Group at yearly negotiated prices.

A.G. Leventis Lease Agreement:

Truad Verwaltungs A.G. has also a **50,75%** stake in A.G. Leventis Nigeria Plc.

Frigoglass Industries (NIG) Ltd. has signed an office lease agreement with A.G. Leventis (Nigeria) Plc. for its offices in Lagos, Nigeria, and freight forwarding in Nigeria.

The investments in subsidiaries are reported on **Note 9.**

A) The amounts of the transactions and balances with the related parties
(Coca-Cola HBC AG Group & A.G. Leventis Nigeria Plc.) stated above were:

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Sales of goods and services	144.280	121.084	5.386	5.288
Purchases of goods and services	2.657	1.905	-	-
Receivables	11.427	12.086	1.179	1.102

B) The intercompany transactions and balances of the Parent company with the Group's subsidiaries were:

	Parent Company 31.12.2021	Parent Company 31.12.2020
Income from subsidiaries: Services fees	12.767	14.538
Income from subsidiaries: recharge development expenses	1.136	1.369
Expenses from subsidiaries: Services fees	154	175
Interest expense	3.726	3.514
Receivables	14.689	15.881
Payables	5.367	5.330
Loans payables **(Note 15)**	53.973	50.359

C) The fees of Management:	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Board of Directors Fees	**415**	**270**	**415**	**270**
Wages & other short term employee benefits	2.806	2.345	2.215	1.886
Other long term employee benefits	668	543	583	458
Post employment benefits	406	560	366	520
Total fees	**3.880**	**3.448**	**3.164**	**2.864**

The company has reviewed and modified accordingly the positions included in the key management personnel.

in € 000's

Note 25 - Contingent Liabilities & Commitments

a) Bank Guarantee Letters and Guarantees for Loans & Senior Secured Notes :

	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Bank Guarantee Letters	2.086	1.374	-	-
Guarantees for Loans & Senior Secured Notes	-	-	260.000	260.000
Total	**2.086**	**1.374**	**260.000**	**260.000**

b) Other contingent liabilities & commitments:

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

c) Capital commitments:

The capital commitments contracted for but not yet incurred at the balance sheet date **31.12.2021** for the Group amounted to **€ 1,0 million (31.12.2020: € 126 th.)** and relate mainly to purchases of machinery.

There are no capital commitments for the parent company.

in € 000's

Note 26 - Post balance sheet events

Subsequent events – Russia and Ukraine conflict
The increased tension between Ukraine and Russia led to a military conflict in February 2022. Large-scale economic sanctions have been imposed on Russia by the US, the UK and the EU as well as other countries and counter sanctions have been imposed by the Russian government in response. Frigoglass operates a production facility in Russia through its Commercial Refrigeration subsidiary, Frigoglass Eurasia LLC.
Following the fire incident in our Romanian plant in June 2021, the Russian facility represents the Group's main production facility in Europe.
For the year ended 31 December 2021, the Russian and Ukrainian markets accounted for 14.5% and 2.4% of Group's sales, respectively. The subsidiary in Russia also had significant exports (finished and semi-finished goods) to other countries and to the Group's other subsidiaries in 2021. In addition, the subsidiary in Russia accounts for 20% of Group's 2021 asset base. The Group also purchases raw materials in Russia, representing around 23% of total purchases of the Commercial Refrigeration segment in 2021, which are consumed by the Russian subsidiary. Given the duration and extent of the conflict, the Group is facing supply chain disruptions in the movement of goods and in the importation of raw materials and is putting appropriate plans in place to maintain its operating activities in the country. Finally, the subsidiary in Russia maintains credit facilities with banks, including international and Russian state-owned banks, which are primarily on-demand.
As of December 31, 2021, the Russian subsidiary had €34 million gross debt.

As sanctions and border restrictions were announced, the Russian subsidiary implemented plans to maintain its business operations in Russia in compliance with applicable laws and is monitoring the situation so as to develop additional appropriate contingency plans in case that additional restrictions are imposed. The Group also closely monitors exchange risks relating to Ruble-denominated transactions. There can be no assurance that future restrictions will not exacerbate further our supply chain in ICM in Europe.
Given the ongoing uncertainty stemming from, and the unknown duration of, the conflict between Russia and Ukraine conflict and the international response thereto, our Management believes that it is still too early to quantify the impact that this evolving geopolitical crisis will have on Group's performance. Management is however continuously assessing all the developments in order to undertake initiatives timely and reduce any adverse impact to the Group. Additionally, refer to note 4.1.6. "Going concern basis of accounting" that described certain short to medium term impacts that may result from the conflict between Russia and Ukraine.

Compensation related to Fire Incident at facility in Romania
Frigoglass has reached an agreement with the co-insurance scheme for a €42m compensation related to the property damage claim including inventory in February 2022. By the date on which the 2021 Financial Statements were approved, we had already received an irrevocable amount of €25m (€15m in 2021 and €10m in 2022) from the insurance companies. The remaining €17m will be paid subject to the proof of the actual expenditures related to the reconstruction phase of the building and the purchases of equipment. In relation to the additional business interruption claim, Frigoglass is working closely with the insurance representatives and the loss adjusters in order to timely complete the insurance compensation procedure. For more details see **Note 20.**

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

Note 27 - Average number of personnel

The average number of personnel per operation for the Group & for the Parent company are listed below:

	Consolidated		Parent Company	
Operations	**31.12.2021**	**31.12.2020**	**31.12.2021**	**31.12.2020**
ICM Operations	3.377	3.417	113	123
Glass Operations	1.467	1.376		
Total	**4.844**	**4.793**	**113**	**123**

Personnel expenses & Employee benefits	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Total Payroll	**57.963**	**50.870**	**10.362**	**9.809**
Pension plan (defined contribution)	1.453	1.468	525	521
Retirement benefit (defined benefit) (**Note 31**)	519	1.164	373	864
Provision for stock option plan	46	116	46	116
Employee benefits, personnel expenses	7.275	6.864	1.195	1.181
Total Personnel expenses & Employee benefits	**67.256**	**60.482**	**12.501**	**12.491**

Employee benefits, personnel expenses relate mainly to:
transportation Expenses, Canteen Expenses, Training Expenses, Medical Plan Expenses.

in € 000's

Note 28 - Maturity of the undiscounted contractual cash flows of financial liabilities

	Less than 1 year	Between 1 & 2 years	Between 2 & 5 years	Over 5 years	Total	Carrying Amount
Consolidated 31.12.2021	**188.007**	**23.642**	**290.214**	**-**	**501.863**	**438.533**
Trade payables	70.102	-	-	-	70.102	70.102
Lease Liabilities	1.442	1.668	2.855	-	5.965	5.019
Other payables (excluding taxes -duties & social security insurance payable and customers' advances)	38.190	-	-	-	38.190	38.190
Loans	78.273	21.974	287.359	-	387.606	325.222
Consolidated 31.12.2020	**144.758**	**20.633**	**306.934**	**339**	**472.664**	**390.191**
Trade payables	42.180	-	-	-	42.180	42.180
Lease Liabilities	2.245	2.758	1.700	339	7.042	6.122
Other payables (excluding taxes -duties & social security insurance payable and customers' advances)	29.532	-	-	-	29.532	29.532
Loans	70.801	17.875	305.234	-	393.910	312.357
Parent Company 31.12.2021	**13.076**	**4.686**	**59.329**	**-**	**77.091**	**63.227**
Trade payables	3.183	-	-	-	3.183	3.183
Lease Liabilities	414	271	441	-	1.126	1.024
Other payables (excluding taxes -duties & social security insurance payable and customers' advances)	5.047	-	-	-	5.047	5.047
Loans	4.432	4.415	58.888	-	67.735	53.973
Parent Company 31.12.2020	**9.377**	**54.951**	**678**	**-**	**65.006**	**56.500**
Trade payables	3.944	-	-	-	3.944	3.944
Lease Liabilities	424	422	678	-	1.524	1.358
Other payables (excluding taxes -duties & social security insurance payable and customers' advances)	839	-	-	-	839	839
Loans	4.170	54.529	-	-	58.699	50.359

Note 29 - Expenses by nature

The expenses of the Group and Parent company are analyzed below:

	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Raw materials, consumables, energy & maintenance	210.705	177.033	199	698
Wages & salaries **(Note 27)**	57.963	50.870	10.362	9.809
Transportation expenses	11.955	12.046	-	-
Employee benefits, personnel expenses **(Note 27)**	7.275	6.864	1.195	1.181
Travel & car expenses	2.790	2.315	386	383
Provision for staff leaving indemnities and actual cost paid **(Note 31)**	519	1.015	373	715
Audit & third party fees	17.114	16.641	4.923	4.398
Rent, insurance, leasing payments and security expenses	7.209	6.919	868	849
Provisions for trade debtors, inventories, warranties and free of charge goods	5.370	6.325	-	-
Promotion and after sales expenses	15.099	14.352	3.621	2.796
Telecommunications, subscriptions and office supply expenses	1.056	1.015	158	175
Other expenses	2.296	1.574	1.108	902
Income from subsidiaries: recharge development expenses	-	-	(1.136)	(1.369)
Reversed amount previous year	-	(2.362)	-	(1.004)
Additions to stock options reserve **(Note 17)**	46	116	46	116
Depreciation	18.276	19.285	1.119	1.301
Government grant income for exports	(1.106)	(1.625)	-	-
Total	**356.567**	**312.383**	**23.222**	**20.950**

Categorized as:				
Cost of goods sold	317.019	273.405	5.573	4.992
Administration expenses	20.424	16.914	14.091	12.676
Selling, distribution & marketing expenses	16.647	19.211	3.558	3.282
Research & development expenses	2.477	2.853	-	-
Total	**356.567**	**312.383**	**23.222**	**20.950**

Depreciation allocated to:	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Cost of goods sold	14.202	14.261	-	-
Administration expenses	2.021	2.706	1.119	1.301
Selling, distribution & marketing expenses	511	501	-	-
Research & development expenses	1.542	1.817	-	-
Total	**18.276**	**19.285**	**1.119**	**1.301**

Audit fees and other services of the auditor:

Audit and other fees charged in the income statement concerning the audit firm PricewaterhouseCoopers and its network in Greece, were as follows, in € 000's:

	2021	2020
Audit fees	180	176
Tax certificate	60	72
Other fees	111	263
Total fees	**351**	**511**

in € 000's

Note 30 - Deferred tax

Consolidated

Deferred tax asset	Tax losses carried forward	Provisions & Liabilities	Pensions & employee benefit plan	Unrealized exchange differences	Other	Total
Balance at 01.01.2021	**-**	**1.968**	**-**	**1.571**	**350**	**3.889**
Charged to income statement	-	467	-	(1.046)	(15)	(594)
Exchange differences	-	(14)	-	7	(1)	(8)
Balance at 31.12.2021	**-**	**2.421**	**-**	**532**	**334**	**3.287**

Deferred tax liabilities	Accelerated tax depreciation	Unrealized exchange differences	Other	Total
Balance at 01.01.2021	**9.793**	**8.896**	**10**	**18.699**
Charged to income statement	3.064	(618)	(1)	2.445
Exchange differences	(69)	(275)	-	(344)
Balance at 31.12.2021	**12.788**	**8.003**	**9**	**20.800**

Net deferred tax asset / (liability)	**(17.513)**

	Consolidated	
Closing balance at:	**31.12.2021**	**31.12.2020**
Deferred tax assets	220	240
Deferred tax liabilities	17.733	15.050
Net deferred tax asset / (liability)	**(17.513)**	**(14.810)**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against tax liabilities and when the deferred income taxes relate to the same fiscal authority. The majority portion of deferred tax asset / liability is to be recovered after more than 12 months. The Group recognises a deferred tax asset with respect to tax losses carried forward only to the extend that it believes can be utilised in the immediate future.

in € 000's

Note 30 - Deferred tax (continued)

Consolidated

Deferred tax asset	Tax losses carried forward	Provisions & Liabilities	Pensions & employee benefit plan	Unrealized exchange differences	Other	Total
Balance at 01.01.2020	**-**	**2.510**	**-**	**3.042**	**246**	**5.798**
Charged to income statement	-	(263)	-	(813)	104	(972)
Exchange differences	-	(279)	-	(658)	-	(937)
Balance at 31.12.2020	**-**	**1.968**	**-**	**1.571**	**350**	**3.889**

Deferred tax liabilities	Accelerated tax depreciation	Unrealized exchange differences	Other	Total
Balance at 01.01.2020	**12.980**	**7.972**	**11**	**20.963**
Charged to income statement	(969)	3.432	(1)	2.462
Exchange differences	(2.218)	(2.508)	-	(4.726)
Balance at 31.12.2020	**9.793**	**8.896**	**10**	**18.699**

Net deferred tax asset / (liability)	**(14.810)**

in € 000's

Note 31 - Retirement benefit obligations

	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
		Restated		**Restated**
Retirement benefit	4.366	4.055	2.915	2.505
Total retirement benefit obligations	**4.366**	**4.055**	**2.915**	**2.505**

The amounts recognized in the income statement are as follows:	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Current service cost	212	460	282	248
Interest cost	96	106	8	18
Past service cost	210	598	83	598
Total	**519**	**1.164**	**373**	**864**

Movement in the net liability recognized on the balance sheet:	Consolidated		Parent Company	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Net liability at the beginning of the period	**4.055**	**3.578**	**2.505**	**2.185**
Benefits paid	(523)	(1.099)	(157)	(1.099)
Total expenses recognized in the income statement	519	1.164	373	864
Total amount recognized in the OCI	194	555	194	555
Exchange difference	121	(143)	-	-
Net liability at the end of the period	**4.366**	**4.055**	**2.915**	**2.505**

Benefits paid in 2020 mainly relate to the compensations paid to employees as part of the restructuring **(Note 20)**.
For the restatement following the IFRS interpretations committee decision refer to **Note 33**

in € 000's

Note 31 - Retirement benefit obligations (continued)

Main assumptions used:	**Consolidated**		**Parent Company**	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Discount rate	2,94%	1,33%	0,84%	0,32%
Salary increase	3,61%	1,95%	2,25%	1,45%
Plan duration	12,91	12,70	10,88	11,52

The components of recognized actuarial <gain> / loss charged directly to other comprehensive income (OCI) are as follows:

	Consolidated		**Parent Company**	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Change in financial and other assumptions	194	556	194	556
Recognized actuarial <gain> / loss to OCI	**194**	**556**	**194**	**556**

The major defined benefit plans of the Group are those of the Greek,Indonesia and India entities, which are subject to the local legislation.

Employees are entitled to retirement indemnities, generally based on the employee's length of service, employment category and remuneration.
These are unfunded plans with obligation of payment at the date when they fall due.

The liabilities arising from such obligations are valued by independent firm of actuaries.
The last actuarial valuations were undertaken **in December 2021.**

Sensitivity analysis for significant assumptions

A quantitative sensitivity analysis for significant assumptions is shown below:

	Consolidated		**Parent Company**	
	31.12.2021	**31.12.2020**	**31.12.2021**	**31.12.2020**
Discount rate 0,5% higher	(254)	(395)	(149)	(273)
Discount rate 0,5% lower	278	438	160	301

In the following 12 months no significant cash outflows are expected.

in € 000's

Note 32 - Provisions

	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Provisions for warranties	4.948	3.975	-	-
Other provisions	-	-	-	-
Total provision for other liabilities and charges	**4.948**	**3.975**	**-**	**-**

Provisions for Warranties	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Opening balance	**3.975**	**3.696**	**-**	**-**
Additions	2.358	690	-	-
Reversed amounts	(1.442)	(290)	-	-
Utilized	-	(13)	-	-
Exchange difference	57	(108)	-	-
Closing balance	**4.948**	**3.975**	**-**	**-**

As at **31 December 2021** the total provision is consistent with the Group's warranty policy and assumes that no extraordinary quality control issues will arise on the basis that no such indicators exist as at the date of approval of these financial statements.

Other Provisions	Consolidated		Parent Company	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
Opening balance	**-**	**630**	**-**	**-**
Reversed amounts	-	(520)	-	-
Reclassification of accounts	-	(77)	-	-
Exchange difference	-	(33)	-	-
Closing balance	**-**	**-**	**-**	**-**

In **2019**, the other provisions related to expenses that may arise in the future for settling lawsuits of the State in India. In **2020** the court decisions were finalized and the relevant provisions were reversed.

in € 000's

Note 33 - Restated Financial Statements

Restatement following IFRS Interpretations Committee ("IC") decision

Following the IC decision in May 2021 the Group's and the Company's basis for the measurement of the Staff Leaving Indemnity provision that has been recognized and presented in accordance with IAS 19 "Employee Benefits" has been impacted. The implementation of the IC decision has resulted in the Group and the Company having to restate its previously issued financial statements as presented below. It is noted that only the relevant financial statement line items that have been specifically impacted by the IC decision have been discretely presented.

	Consolidated			Parent Company		
Extract- Statement of Financial Position 01.01.2020	**As originally published**	**IC Decision**	**Restated**	**As originally published**	**IC Decision**	**Restated**
Total non current assets	151.775	-	151.775	66.007	-	66.007
Total current assets	291.614	-	291.614	24.738	-	24.738
Total Assets	**443.389**	-	**443.389**	**90.745**	-	**90.745**
Accumulated losses	(76.264)	884	(75.380)	(933)	884	(49)
Other funds Equity	(8.576)	-	(8.576)	27.501	-	27.501
Equity attributable to equity holders of the parent	**(84.840)**	**884**	**(83.956)**	**26.568**	**884**	**27.452**
Retirement benefit obligations	4.462	(884)	3.578	3.068	(884)	2.184
Other funds non current liabilities	251.679	-	251.679	31.985	-	31.985
Total non current liabilities	**256.141**	**(884)**	**255.257**	**35.053**	**(884)**	**34.169**
Total current liabilities	214.686	-	214.686	29.124	-	29.124
Total Liabilities	**470.827**	**(884)**	**469.943**	**64.177**	**(884)**	**63.293**
Non-controlling interests	57.402	-	57.402	-	-	-
Total Liabilities & Equity	**443.389**	**-**	**443.389**	**90.745**	**-**	**90.745**

	Consolidated			Parent Company		
Extract- Statement of Financial Position 31.12.2020	**As originally published**	**IC Decision**	**Restated**	**As originally published**	**IC Decision**	**Restated**
Total non current assets	123.472	-	123.472	65.810	-	65.810
Total current assets	230.838	-	230.838	20.410	-	20.410
Total Assets	**354.310**	-	**354.310**	**86.220**	-	**86.220**
Accumulated losses	(92.973)	1.090	(91.883)	(9.823)	1.090	(8.733)
Other funds Equity	(35.722)	-	(35.722)	27.617	-	27.617
Equity attributable to equity holders of the parent	(128.695)	**1.090**	(127.605)	**17.794**	**1.090**	**18.884**
Retirement benefit obligations	5.145	(1.090)	4.055	3.595	(1.090)	2.505
Other funds non current liabilities	278.439	-	278.439	53.505	-	53.505
Total non current liabilities	**283.584**	**(1.090)**	**282.494**	**57.100**	(1.090)	**56.010**
Total current liabilities	152.918	-	152.918	11.326	-	11.326
Total Liabilities	**436.502**	**(1.090)**	**435.412**	**68.426**	**(1.090)**	**67.336**
Non-controlling interests	**46.503**	**-**	**46.503**	**-**	**-**	**-**
Total Liabilities & Equity	**354.310**	**-**	**354.310**	**86.220**	**-**	**86.220**

	Consolidated			Parent Company		
Extract- Income Statement 1.1.2020 to 31.12.2020	**As originally published**	**IC Decision**	**Restated**	**As originally published**	**IC Decision**	**Restated**
Revenue from contracts with customers	**333.238**	-	**333.238**	**6.247**	-	**6.247**
Gross profit	**59.833**	-	**59.833**	**1.255**	-	**1.255**
Expenses	(38.886)	-	(38.886)	(4.866)	-	(4.866)
Operating profit	**20.947**	**-**	**20.947**	**(3.611)**	**-**	**(3.611)**
Finance costs - net	(12.401)	-	(12.401)	(3.855)	-	(3.855)
Profit / <Loss> before Income Tax,Restructuring	8.546	-	8.546	(7.466)	-	(7.466)
<Losses> / Gains from Restructuring activities	(1.076)	(149)	(1.225)	(445)	(149)	(594)
Profit / <Loss> before income tax	**7.470**	**(149)**	**7.321**	**(7.911)**	**(149)**	**(8.060)**
Income tax expense	(16.228)	-	(16.228)	-68	-	-68
Profit / <Loss> for the period	**(8.758)**	**(149)**	**(8.907)**	**(7.979)**	**(149)**	**(8.128)**
Attributable to:						
Non-controlling interests	7.040	-	7.040	-	-	-
Shareholders	(15.798)	(149)	(15.947)	(7.979)	(149)	(8.128)
Weighted average number of ordinary shares for the purposes of basic earnings per share	355.437.751		355.437.751	355.437.751		355.437.751
Weighted average number of ordinary shares for the purpose of diluted earnings per share	355.437.751		355.437.751	355.437.751		355.437.751
Basic & Diluted Earnings / <Loss> per share, after taxes attributable to the shareholders	(0,0444)	(0,0004)	(0,0449)	(0,0224)	(0,0004)	(0,0229)

in € 000's

Note 33 - Restated Financial Statements (continued)

	Consolidated			Parent Company		
Extract- Stetement of Comprehensive Income 01.01.2020 to 31.12.2020	**As originally published**	**IC Decision**	**Restated**	**As originally published**	**IC Decision**	**Restated**
Profit / <Loss> for the period	**(8.758)**	**(149)**	**(8.907)**	**(7.979)**	**(149)**	**(8.128)**
Actuarial Gains/ <Losses>	(911)	354	(557)	(911)	354	-557
Others	(43.072)	-	(43.072)	-	-	-
Other comprehensive income / <expenses> net of tax	**(43.983)**	**354**	**(43.629)**	**(911)**	**354**	**(557)**
Total comprehensive income / <expenses> net of tax	**(52.741)**	**205**	**(52.536)**	**(8.890)**	**205**	**(8.685)**

	Consolidated			Parent Company		
Retirement Benefit Obligations on the BS : 01.01.2020 to 31.12.2020	**As originally published**	**IC Decision**	**Restated**	**As originally published**	**IC Decision**	**Restated**
Net liability at the beginning of the period	**4.462**	**(884)**	**3.578**	**3.068**	**(884)**	**2.184**
Benefits paid	(1.099)	-	(1.099)	(1.099)	-	(1.099)
Total expenses recognized in the income statement	1.015	149	1.164	715	149	864
Total amount recognized in the OCI	911	(355)	556	911	(355)	556
Exchange differences	(144)	-	(144)	-	-	-
Net liability at the end of the period	**5.145**	**(1.090)**	**4.055**	**3.595**	**(1.090)**	**2.505**

Alternative Performance Measures (“APMs”)

The Group uses certain Alternative Performance Measures (“APMs”) in making financial, operating and planning decisions, as well as, in evaluating and reporting its performance. These APMs provide additional insights and understanding to the Group’s operating and financial performance, financial condition and cash flow. The APMs should be read in conjunction with and do not replace by any means the directly reconcilable IFRS line items.

Definitions and reconciliations of Alternative Performance Measures (“APMs”)

In discussing the performance of the Group, certain measures are used, which are calculated by deducting from the directly reconcilable amounts of the Financial Statements the impact of restructuring costs.

Restructuring Costs

Restructuring costs comprise costs arising from significant changes in the way the Group conducts business. These costs are included in the Company’s/Group’s Income Statement, while the payment of these expenses are included in the Cash Flow Statement. However, they are excluded from EBITDA and Adjusted Free Cash Flow in order for the user to obtain a better understanding of the Group’s operating and financial performance achieved from ongoing activity.

EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization)

EBITDA is calculated by adding back to profit before income tax, the depreciation, the impairment of property, plant and equipment, intangible assets and right-of-use assets, the net finance cost/income and the restructuring and fire related costs. EBITDA margin (%) is defined as EBITDA divided by Sales from contracts with customers.

EBITDA is intended to provide useful information to analyze the Group’s operating performance.

(in € 000’s)	FY21	FY20
Profit / (Loss) before income tax	**13.067**	**7.321**
Depreciation	18.276	19.285
Impairment of right-of-use assets		1.925
Restructuring & fire costs	(6.836)	1.225
Net finance costs	24.731	12.401
EBITDA	**49.238**	**42.157**
Sales from contracts with customers	384.268	333.238
EBITDA margin, %	**12,8%**	**12,7%**

Net Trade Working Capital (NTWC)

Net Trade Working Capital is calculated by subtracting Trade Payables from the sum of Inventories and Trade Receivables. The Group presents Net Trade Working Capital because it believes the measure assists users of the financial statements to better understand its short term liquidity and efficiency.

(in € 000's)	31 December 2021	31 December 2020
Trade debtors	66.078	55.115
Inventories	104.317	81.164
Trade creditors	70.102	42.180
Net Trade Working Capital	**100.293**	**94.099**

Free Cash Flow

Free Cash Flow is used by the Group and defined as cash generated by operating activities after cash used in investing activities. Free Cash Flow is intended to measure Group's cash generation, based on operating activities, including the efficient use of working capital and taking into account the purchases of property, plant and equipment and intangible assets. The Group presents Free Cash Flow because it believes the measure assists users of the financial statements in understanding the Group's cash generating performance, as well as, availability for debt service, dividend distribution and own retention.

(in € 000's)	FY21	FY20
Net cash from/(used in) operating activities	18.997	31.021
Net cash from/(used in) investing activities	2.821	(13.736)
Free Cash Flow	**21.818**	**17.285**

Adjusted Free Cash Flow

Adjusted Free Cash Flow facilitates comparability of Cash Flow generation with other companies, as well as enhances the comparability of information between reporting periods. Adjusted Free Cash Flow is calculated by excluding from the Free Cash Flow (defined above) the restructuring and fire related payments, the insurance reimbursements related to the fire incident in Romania the proceeds from disposal of property, plant and equipment (PPE) and subsidiaries.

(in € 000's)	FY21	FY20
Free Cash Flow	**21.818**	**17.285**
Restructuring & fire costs	4.555	1.076
Capex related to fire incident in Romania	1.144	
Advance insurance compensation	(15.000)	
Proceeds from disposal of subsidiary	(1.458)	
Proceeds from disposal of Tangible Assets	(487)	(367)
Adjusted Free Cash Flow	**10.572**	**17.994**

Net Debt

Net Debt is used by management to evaluate the Group's capital structure and leverage. Net Debt is defined as long-term borrowings plus short-term borrowings (including accrued interest) plus lease liabilities less cash and cash equivalents as illustrated below.

(in € 000's)	31 December 2021	31 December 2020
Long-term borrowings	258.237	252.655
Short-term borrowings	66.985	59.702
Lease liabilities (long-term portion)	3,745	4.027
Lease liabilities (short-term portion)	1.274	2.095
Cash and cash equivalents	79.207	70.243
Net Debt	**251.034**	**248.236**

Adjusted Net Debt

Adjusted Net Debt includes the unamortised costs related to the €260 million Senior Secured Notes issued on February 12, 2020.

(in € 000's)	31 December 2021	31 December 2020
Net Debt	**251.034**	**248.236**
Unamortised issuance costs	5.763	7.345
Adjusted Net Debt	**256.797**	**255.581**

Capital Expenditure (Capex)

Capital Expenditure is defined as the purchases of property, plant and equipment and intangible assets. The Group uses capital expenditure as an APM to ensure that capital spending is in line with its overall strategy for the use of cash.

(in € 000's)	FY21	FY20
Purchase of PPE	(12.888)	(11.298)
Purchase of intangible assets	(1.236)	(2.805)
Capital expenditure	**(14.124)**	**(14.103)**

Data related to the European Single Electronic Format (ESEF)

Name of legal entity	Frigoglass Industrial Refrigeration, Industrial and Commercial Societe Anonyme
Domicile of entity	Greece
Legal form of entity	Limited Liability Company Listed in the Athens Stock Exchange
Country of incorporation	Greece
Address of entity's registered office	15, A. Metaxa Street, GR 145 64, Kifissia, Athens, Greece
Principal place of business	Greece
Description of entity's operations and principal activities	Head Offices for Frigoglass Group & Services for ICM's
Name of parent entity	Frigoglass Industrial Refrigeration, Industrial and Commercial Societe Anonyme
Name of ultimate parent of group	Frigoglass Industrial Refrigeration, Industrial and Commercial Societe Anonyme
Company’s web page	www.frigoglass.com
Legal Entity Identifier (LEI) code of reporting entity	2138003J1IUF4RSQ4K72