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## 1. STATEMENTS BY MEMBERS OF THE BOARD OF DIRECTORS

# Statements by Members of the Board of Directors (according to article 5 of Law 3556/2007)

It is hereby declared that to our knowledge:

- a) The Semi-Annual Condensed Financial Statements (Parent and Consolidated) of the company "GR. SARANTIS S.A." for the period from 1 January 2019 to 30 June 2019, which were prepared according to the International Financial Reporting Standards (IFRS) that were adopted by the European Union and specifically based on the International Accounting Standard (IAS) 34 "Interim Financial Reporting", accurately present the assets and liabilities, equity and results for the aforementioned period of the Company as well as those of the companies included in the consolidation, considered as a whole, according to the provisions of paragraphs 3 to 5 of article 5, Law 3556/2007.
- b) The Semi-Annual Report of the Board of Directors reflects in a true manner the information required according to the paragraph 6 of article 5 of Law 3556/2007, namely the significant events that took place during the first half of the fiscal year and their effect on the semi-annual financial statements, the development, performance and financial position of the Company as well as of the businesses included in the Group consolidation, considered as a whole, including the description of the principal risks and uncertainties for the second half of the fiscal year, and also the significant transactions that concerned the Company and the businesses included in the consolidation, and furthermore the transactions with the related parties.

Marousi, 10 September 2019

The Members of the Board

THE CHAIRMAN OF THE BOARD

THE VICE-CHAIRMAN OF THE BOARD & CHIEF EXECUTIVE OFFICER

THE GROUP'S CHIEF FINANCIAL OFFICER & BOARD MEMBER

GRIGORIS SARANTIS KYRIAKOS SARANTIS KONSTANTINOS ROZAKEAS

ID NO. X 080619/03 ID NO. AI 597050/2010 ID NO. AK 783631/13





# 2. SEMI-ANNUAL BOARD OF DIRECTORS' MANAGEMENT REPORT

# SEMI-ANNUAL BOARD OF DIRECTORS' MANAGEMENT REPORT OF THE COMPANY GR. SARANTIS S.A.

## on the Financial Statements for the period from 1 January to 30 June 2019

#### 2.1 INTRODUCTION

The present report of the Board of Directors of "GR. SARANTIS S.A." (henceforth the "Company") has been compiled according to the provisions of article 5 of Law 3556/2007 as well as to the relevant decisions of the Board of Directors of the Hellenic Capital Market Commission and refers to the Interim Condensed financial statements (Consolidated and Separate) of 30<sup>th</sup> June 2019 and of the semi-annual period that ended on the above date.

The Report is included in the semi-annual financial report of the period 1.1.2019 - 30.06.2019, together with the Company's financial statements and other information and statements required by law.

The present report briefly presents the Company's financial information for the first half of the year 2019, significant events that occurred during the above mentioned period and their effects on the semi-annual financial statements. The report also includes a description of the basic risks and uncertainties the Group's companies may face during the second half of the current year. Finally significant transactions between the issuer and its related parties are also presented.

The semi-annual separate and consolidated financial statements have been compiled according to the International Financial Reporting Standards (IFRS) which were adopted by the European Union and specifically based on the International Accounting Standard (IAS) 34 "Interim Financial Reporting".

The current Report also presents the Alternative Performance Measures in paragraph 2.9.

### 2.2 PERFORMANCE AND FINANCIAL POSITION

The consolidated turnover amounted to €172.19 mil. from €160.27 mil. in H1 2018, up by 7.43%, supported on the one hand by successful new product launches and new businesses added, which are combined with an efficiently executed and well balanced communication plan, and on the other hand by the Group's successful commercial approach across all distribution channels across the Group's countries. The foreign markets exhibited an increase of 12.37% and the Greek market, as anticipated, recovered from the slow start of the year, posting a 0.82% drop in the first half of 2019 compared to the previous year's first half.

The Group's Gross Profit stood at €63.96 mil. during H1 2019 from €62.87 mil. in last year's first half, up by 1.72%. The Group's Gross Profit margin during H1 2019 stood at 37.14% from 39.23% in the previous year's first half.

The Group's commitment behind continued productivity improvement and balanced costs, combined with the sales growth, resulted in significant profitability growth.

### Specifically:

- EBITDA \* was up by 17.67% to € 21.04 mil. from €17.88 mil. in H1 2018, with an EBITDA margin of 12.22% from 11.15% in H1 2018.
- EBIT reached € 15.66 mil. during H1 2019, increased by 5.57% versus €14.84 mil. and EBIT margin stood at 9.10% from 9.26% in H1 2018.
- EBT settled at €16.54 mil. from €14.39 mil., up by 14.90%, with the EBT margin reaching 9.61% from 8.98% in last year's first half.
- Net Profit reached €13.65 mil. from €11.84 mil. in the previous year up by 15.33%, while Net Profit margin settled at 7.93% from 7.39% in H1 2018.

<sup>\*</sup>Alternative Performance Measures, as defined within paragraph 2.9.



Sarantis Group exhibits a healthy financial position, supported by the improving profitability of the business and balanced capital expenditure. The strong cash generated by the business is invested behind initiatives to accelerate growth, either organically or through acquisitions, and to return value to its shareholders.

Within 2019, the Group paid a dividend for FY 2018 of approximately €10 mil. (0.14311 euros per share).

As of the end of the first half of 2019 the Group maintains a net debt position of €26.28 mil. vs a net debt position of €11.53 mil. at the end of 2018. This is partly due to an increase in the total debt position of the Group by c. €11 mil. and partly due to cash outflow driven by the Group's investment plan.

Operating working capital requirements over sales stood at 39.91% during H1 2019 vs 37.70% in H1 2018.

The increased level of working capital requirements during the first half of the year is typical and is related to the Group's seasonal business. In addition to the increase in receivables which is related to seasonality, inventory level is higher during 2019 because of new businesses added and product relaunches, as well as increased product storage needs in preparation of the production plant expansion at Oinofoita.

With regards to the business unit analysis by product, Cosmetics sales were up by 4.21% yoy to €77.26 mil. in H1 2019 from €74.14 mil. in H1 2018, supported by growth in the distributed brands portfolio, that contributes 34.18% within Cosmetics category and increased by 16.36%.

Cosmetics participation to total Group turnover stood at 44.87%. Sales of Household Products increased by 14.95% amounting to €66.35 million from €57.72 million in the previous year's first half, supported by the own brands subcategory that increased by 15.45%. The category's participation to total Group turnover amounted to 38.53%.

The category "Private Label" represents sales of Polipak, the Polish packaging products company, which specializes on the production of private label garbage bags. Sales of this category exhibited a 7.68% increase in H1 2019 amounting to €9.61 mil. from €8.92 mil. in H1 2018.

The category of Other Sales was down in sales by 2.66%, driven mostly by the sales in the Health & Care category that decreased by 9.39%.

Regarding the operating profit by product business unit, Cosmetics EBIT decreased by 12.18% in H1 2019 to €3.91 million from €4.45 million in the previous year's first half, driven by the own cosmetics subcategory due to lower sales. The margin of Cosmetics stood at 5.06% in H1 2019.

The EBIT of Household Products posted an increase of 7.63% during H1 2019 to €5.96 million from €5.53 million in H1 2018, driven by the own brands subcategory that was up by 8.62%. The EBIT margin of the household products stood at 8.98% during H1 2019 and their participation to total Group EBIT settled at 38.03% in H1 2019.

Private Label category exhibited a reduction in EBIT of 36.69% to €0.46 mil. from € 0.73mil. due to the phasing of orders in combination with the production capacity not being fully utilized during the first half.

The EBIT of the Other Sales category was up to € 1.05 mil. from € 0.42 mil. driven by both subcategories of Selective and Health & Care products.

The income from Associated Companies represents the income from the Estee Lauder JV that stood at €4.28 mil. up by 15.76% vs last year's first half.

As for the geographical analysis, the Foreign Counties sales amounted to €112.69 mil. in H1 2019 up by 12.37% from €100.28 mil. during H1 2018. On a currency neutral basis, that is without the FX devaluation effect, Foreign Countries sales were up by 12.93% in H1 2019.

Greek sales, as expected, recovered significantly from the slow start of the year and reached €59.50 mil. in H1 2019 from € 59.99 mil. in H1 2018, down by 0.82%. However, it is noted that the increasing trend on sales is continued within July and August, on the back of seasonal sales, therefore a further improvement in sales is anticipated.

Concerning operating profits by region, the Greek EBIT during H1 2019 increased by 6.09% to €10.66 mil., from €10.05 mil. in H1 2018.

Excluding the income from Associated companies, Greek EBIT during H1 2019 amounted to €6.37 mil. up by 0.46% compared to €6.35 mil. in the same period of last year, on the back of balanced allocation of operating expenses. Greek EBIT margin, excluding income from Associated Companies, stood at 10.71% during H1 2019 from 10.58% in H1 2018.

The foreign countries EBIT was up by 4.46% during H1 2019, amounting to €5.00 mil. from 4.79 mil. in last year's first half. The foreign countries EBIT margin settled at 4.44% from 4.78% in the same period last year.

# It is noted that:

- The breakdown by product category and by geographical region is presented in detail in section 4.9.23 "Business Units and Geographical Analysis Tables".



- References to sales in Greece are made at Group level, that is, having eliminated intra-group transactions.
- References to the EBIT of Greece, as well as to the EBIT of the other countries, relate to the operating profitability as monitored by the management in order to serve the evaluation of the performance and to make a more efficient decision-making.

#### 2.3 SIGNIFICANT EVENTS DURING THE 1ST HALF OF 2019

Following the General Shareholders Meeting resolution dated June 18th 2019, the company GR. SARANTIS S.A. announced the distribution of dividend payment for the fiscal year 2018 amounting to 0.14311 euro per share. According to the legislation in force, the dividend corresponding to the company's 2,731,600 treasury shares was applied to the dividend paid out to the other shareholders and hence the dividend was increased to 0.14893 euro per share.

The aforementioned dividend amount was subject to a 10% withholding tax and therefore shareholders received a net amount of 0.134037 euro per share.

July 24th 2019 was set as the ex-dividend date, while the entitled shareholders were those registered in the Dematerialized Securities System on July 25th 2019 (Record date).

The dividend payment took place on Wednesday, July 31st 2019 via the National Bank of Greece through the authorized operators of the beneficiary shareholders registered with the D.S.S.

## 2.4 MAJOR RISKS AND UNCERTAINTIES FOR THE 2nd HALF OF 2019.

The Group is exposed to financial and other risks, including the unforeseen changes in interest rates, credit risks and liquidity risks. The Group's overall risk management program aims at minimizing the possible negative effects from such risks on its financial performance. The Group's financial instruments consist mainly of deposits with banks, trade accounts receivable and payable, loans and dividends payable.

## 2.4.1 Foreign exchange risk

The Group operates in an environment characterized by relatively high foreign exchange risk given that almost 65% of the Group's total turnover comes from Eastern European countries where the volatility of foreign exchange rates is likely to be high. The management of the Group is constantly examining the currencies' fluctuations, but at the moment it has not taken any measures against the foreign exchange risk due to the lack of appropriate hedging tools.

#### 2.4.2 Interest rate risk

The interest rate risk emerges from the relation between the cost of debt and the subsequent effect of any interest rate changes on the earnings and cash flows. The Group's objective is to achieve an optimal balance between borrowing cost and the potential effect of any interest rate changes on earnings and cash flows. The Group monitors and manages its debt and overall financing strategies using a combination of short and long-term debt. It is policy of the Group to continuously review interest rate trends along with its financing needs. Daily working capital requirements are typically financed with operational cash flow and through the use of various committed lines of credit. The interest rate on these short-term borrowing arrangements, is generally determined as the interbank offering rate at the borrowing date plus a pre-set margin. The mix of fixed-rate debt and variable-rate debt is managed within Group policy guidelines.

## 2.4.3 Credit risk

Credit risk is the risk that a counterparty will cause the Group and the Company to suffer a financial loss because of the obligation to settle the liabilities. The maximum credit risk to which the Group and the Company are exposed at the date of the preparation of the financial statements is the book value of their financial assets. Financial assets classified as at fair value through profit or loss are viewed not to expose the Group and the Company to material credit risk.

The greater part of the risk is found in the event that the debtor - customer of the Group may default on contractual obligations resulting in material loss to the Group. The Group's receivables come from wholesale, while a large part of its receivables come from large customers. The financial position of the customers is continuously monitored by the Group companies, which both control the amount of credit provisions and the credit limits of the accounts and, on the other hand, try to effectively manage the receivables before they become overdue but also when they become overdue or doubtful. Where necessary, additional collateral is required with guarantees. In order to monitor credit risk, customers are grouped according to the category they belong to, their credit risk characteristics,



the maturity of their receivables and any previous problematic receivables that they have demonstrated, taking into account future factors as well as the economic environment.

The Group and the Company apply the simplified approach of IFRS 9 for the calculation of expected credit losses and recognize impairment losses for expected credit losses for all financial assets other than those measured at fair value through profit or loss.

## 2.4.4 Liquidity risk

The liquidity risk refers to a case when the Group is not in position to fulfill its obligations with regard to money payments. Prudent liquidity risk management implies the existence of a balance between cash flows as well as funding through adequate amounts of committed credit facilities. The Group closely monitors the amount of funding as well as the short-term and long-term funding with respect to total debt and the composition of total debt, and it manages the risk that could arise from the lack of sufficient liquidity and secures that necessary borrowing facilities are maintained. The Group has sufficient credit line facilities that could be utilized to fund any potential shortfall in cash resources. The Group manages and monitors its working capital in order to minimize any possible liquidity and cash flow risks.

## 2.4.5 Raw material price risk

The Group is exposed to price volatility in the basic raw materials it uses for products that manufactures in its own production facilities.

- The basic raw materials used by the Group for the Perfume, Cosmetics and Face Care products are perfumes, oils and chemicals.

The prices of raw materials in perfumes, cosmetics and facials do not fluctuate significantly, and any differences are eliminated by gradually transferring volumes from one supplier to another when necessary, maintaining active alternative suppliers and creating security stocks.

- The basic raw materials used by the Group for the categories of household products (food packaging products and plastic waste bags) are aluminum (in jumbo rolls), plastic (PVC / LDPE Clingfilm in Jumbo rolls) and polyethylene (HDPE, LDPE, LLDPE).

Regarding the effect of fluctuations in the prices of aluminum and plastic, the Group proceeds to the closing of price at short intervals, and in addition creates a security stock when it deems it necessary.

## 2.4.6 Compliance risk

The incomplete compliance with the legal regulatory framework that governs the Group could lead to penalties and other fines, so by this way it will negatively affect the financial position and, as a result its reputation.

Regulatory compliance issues that are recognized by the management are as follows:

- 1. Issues related to commercial legislation
- 2. Taxation and labor issues
- 3. Issues related to the Capital Market Committee and the Stock Exchange
- 4. Issues related to the protection of personal data
- 5. Issues covered by the Code of Ethics (fraud, bribery, child labor, work safety and work practices, issues relating to free competition, etc.)
- 6. Issues relating to the protection of the environment and the operation of the production facilities.
- 7. Issues relating to product safety and certification (e.g. EFET) where provided, as well as to the protection of consumers

The relevant body that is responsible for assessing the risks is the Execution Committee. Each group of risks shall be examined separately. The likelihood of occurrence, the potential effect and the level of the organization's abundance are estimated, and then the optimum actions are being proposed. Subsequently the Group assigns the personnel responsible for the management who implement the agreed actions and inform the administration about the results of these actions.



#### 2.5 FUTURE OUTLOOK AND PROSPECTS

The management's capability in staying ahead of a very competitive operating landscape and growing the business while implementing its investment plan is reflected in the significant progress of its financial performance.

New product development, product quality, geographical expansion and commercial excellence across all distribution channels and geographies remain amongst the management's top priorities, while the balanced allocation of resources and management of expenses are key to the Group's profitable growth.

Key elements of the Group's strategy remain the identification of acquisitions that can provide additional value to the business, which together with the positive operating leverage can support the Group's profitability and provide the fuel for further investments behind growth.

Part of the Group's investment plan is the optimization and modernization of the supply chain and production processes. This is of strategic importance for the scale of the business and a key driver of the Group's future expansion.

The management is looking to the second half of 2019 with optimism, well positioned to reach the estimates published in the 2019 Guidance.

For 2019 the management expects Group sales of 384 mil. euros up by 11.6%, EBITDA growth of 10.3% to 51.82 mil. euros and Net Income growth of 11.2% at 36.20 mil. euros.

At the same time, the Group's investment plan serves the management's long-term strategy that involves increasing further the Group's footprint in its existing region as well as the new territory where the Group has recently penetrated, which, in turn, will bring accelerated top line growth, further improvement on profit margins and added value to the shareholders.

#### 2.6 RELATED PARTY TRANSACTIONS

The most significant transactions between the Company and its related parties, as such are defined by International Accounting Standard 24, are presented below.

<u>Subsidiaries</u> <u>Company</u>

Trade receivables	30.06.2019	31.12.2018
Sarantis Bulgaria LTD	165,130	108,171
Sarantis Romania S.A.	510,236	814,636
Sarantis Polska S.A.	997,840	426,494
Sarantis Czech Republic sro	713,533	763,938
Polipak SP.Z.O.O.	0	7,460
Sarantis Hungary Kft.	186,894	274,109
Sarantis Portugal LDA	1,088,255	1,142,773
Elode France SARL	21,240	19,506
Total	3,683,128	3,557,085
Grand Total Receivables	3,683,128	3,557,085



Trade Liabilities	30.06.2019	31.12.2018
Sarantis Belgrade D.O.O	1,093,859	1,647,316
Sarantis Skopje D.O.O	564,167	902,108
Sarantis Bulgaria LTD	1,859	0
Sarantis Polska S.A.	193,486	246,879
Sarantis Czech Republic sro	0	399
Polipak SP.Z.O.O.	608,808	454,131
Sarantis Hungary Kft.	0	670
Sarantis Portugal LDA	127	0
Sarantis France SARL	55,458	57,181
Total	2,517,763	3,308,683

Liabilities from loans	30.06.2019	31.12.2018	
Waldeck LTD	549,433	538,493	
Total	549,433	538,493	
Grand Total Liabilities	3,067,196	3,847,176	

# <u>Income</u>

Income from sale of merchandise	01.01 - 30.06.2019	01.01 - 30.06.2018	
Sarantis Belgrade D.O.O	1,420,229	1,273,482	
Sarantis Skopje D.O.O	331,571	320,459	
Sarantis Bulgaria LTD	1,074,977	904,289	
Sarantis Romania S.A.	2,995,375	2,956,868	
Sarantis Polska S.A.	3,012,812	1,932,222	
Sarantis Czech Republic sro	1,508,238	1,168,562	
Sarantis Hungary Kft.	343,519	320,527	
Sarantis Portugal LDA	506,321	544,114	
Total	11,193,041	9,420,522	

Other Income	01.01 - 30.06.2019	01.01 - 30.06.2018
Sarantis Belgrade D.O.O	55,523	32,763
Sarantis Banja Luca DOO	4,159	3,870
Sarantis Skopje D.O.O	12,481	9,191
Sarantis Bulgaria LTD	11,626	5,604
Sarantis Romania S.A.	42,101	33,340
Sarantis Polska S.A.	58,359	42,061
Sarantis Czech Republic sro	50,143	42,980
Polipak SP.Z.O.O.	13,700	24,495
Sarantis Hungary Kft.	19,162	19,787
Sarantis Portugal LDA	40,187	39,473
Total	307,441	253,565
Grand Total Income	11.500.482	9.674.088



## **Expenses and Purchases**

Purchases of Merchandise - Services	01.01 - 30.06.2019	01.01 - 30.06.2018	
Sarantis Belgrade D.O.O	53	14,288	
Sarantis Bulgaria LTD	3,683	0	
Sarantis Romania S.A.	12,827	29,756	
Sarantis Polska S.A.	542,857	593,756	
Polipak SP.Z.O.O.	1,579,897	1,682,913	
Sarantis Hungary Kft.	82	893	
Sarantis Portugal LDA	127	0	
Total	2,139,526	2,321,607	

Expenses – Interest	01.01 - 30.06.2019	01.01 - 30.06.2018	
Waldeck LTD	10,939	10,939	
Total	10,939	10,939	
Grand Total Expenses	2,150,465	2,332,546	

Table of Disclosures of Related Parties					
Group Company					
a) Income	0	11,500,482			
b) Expenses	0	2,150,465			
c) Receivables	0	3,683,128			
d) Liabilities	0	3,067,196			
e) Transactions and remuneration of senior e	899,949	602,707			
f) Receivables from senior executives and mar	82,327	0			
g) Liabilities towards senior executives and m	0	0			
h) Receivables from affiliates	0	0			
i) Payables to affiliates	17,447	17,447			

# 2.7 Information concerning the acquired Treasury Shares according to article 50, paragraph 2, Law 4548/2018

During the first half of 2019, the Company did not proceed with any purchase of treasury shares (own shares).

The share buy-back program, which was approved in accordance with the provisions of article 16 of Codified Law 2190/1920 of the Extraordinary General Meeting, which took place on the 9th of June 2016, has been completed. During the above program, pursuant to Regulations EU/596/2014 and EU/1052/2016, as well as any acceptable practice for servicing the legitimate purposes and uses allowed, the company purchased in total 2,731,600 own common registered shares (adjusted after split), which correspond to 3.91% of its share capital, at an average acquisition price of 4.59 Euro per share, paying a total of 12,528,913 Euros.

As of 30/06/2019, the Company held in total 2,731,600 treasury shares with nominal value of EUR 0.78 per share, corresponding to 3.91% of its share capital.

# 2.8 SIGNIFICANT EVENTS AFTER THE END OF THE FIRST HALF 2019

 Sarantis Group announced on July 30th 2019 that it has signed an agreement with Coty for the representation and distribution of Coty Luxury Cosmetics brands in the Greek selective market, starting from 1st September 2019.



The agreement involves the representation and distribution of the following brands:

BALENCIAGA, BOTTEGA VENETA, BURBERRY, CALVIN KLEIN, CHLOE, DAVIDOFF, ESCADA, GUCCI, HUGO BOSS, JIL SANDER, JOOP, LACOSTE, LANCASTER, MARC JACOBS, MIU MIU, NIKOS, PHILOSOPHY, ROBERTO CAVALLI, STELLA MCCARTNEY, and TIFFANY & CO.

The cooperation with COTY reflects the position of Sarantis Group as a supplier within the mass and the selective market.

It is noted that no cost was assumed by Sarantis Group for this agreement.

Through the deal that is fully aligned with its growth strategy, Sarantis Group strengthens its product portfolio in the Greek market, supporting further at the same time its turnover and profitability in the selective distribution channel.

- Sarantis Group announced on July 30th 2019 the extension of its agreement with Estee Lauder Companies Inc. regarding ELCA Cosmetics Ltd. ELCA Cosmetics Ltd ("ELCA"), is a joint venture created in 2001 for the sale and distribution of beauty products in Greece, Romania, Bulgaria and Cyprus (the "Territory"). ELCA is owned by Sarantis Group (the "Group") which holds a 49% interest in the joint venture and The Estée Lauder Companies Inc. ("EL") which holds the remaining 51% interest.

ELCA is based in Cyprus and fully owns the subsidiary companies ESTEE LAUDER HELLAS S.A., ESTEE LAUDER BULGARIA EOOD and ESTEE LAUDER ROMANIA Srl., based in Greece, Bulgaria and Romania respectively.

The Group and EL have agreed to amend the Shareholders Agreement governing ELCA to extend the term of the arrangement from June 30, 2021 to June 30, 2028. The parties have also agreed to expand the Territory to include Moldova.

Based on the new agreement, EL will have the right to increase its interest in ELCA to 100% by purchasing shares held by the Group, including the right to increase its stake based on the financial statements of ELCA at June 30th 2021, June 30th 2024 and June 30th 2027 for the 9%, 25% and 15% respectively.

The Group's strategy with respect to the aforementioned extension will be based on:

1. Utilizing the liquidity that will be created during the period 2021-2027, in order to further support the Group's investment plan.

This involves acquisitions that satisfy the Group's criteria and are able to provide synergies, contribute to profitability, as well as provide added value to the shareholders.

2. Absorbing new distribution agreements, which will further strengthen the Group's product portfolio.

The aforementioned strategy is expected to compensate by at least 130% the potential loss from Joint Venture's profitability.

As always, the Group's Management remains committed to its strategic priorities for the future focusing on the development of new products, geographical expansion, increasing economies of scale, cost improvement and acquisitions with the ultimate goal to create added value for its shareholders.

- Sarantis Group announced on August 13th 2109 that it completed the acquisition of LUKSJA, a Polish cosmetics brand specializing in the personal care products category.

More specifically, Sarantis Group signed an agreement for the acquisition of the LUKSJA trademark that until now belonged to the company PZ Cussons Plc. The acquisition is subject to approval of the Antimonopoly Committee.

LUKSJA is an award winning cosmetics brand boasting a 30-year history of successful presence in the Polish bath and shower market. LUKSJA holds the leading position in the branded bar soap, liquid soap, hand wash and bath foam categories.

LUKSJA products are highly recognized in the market for their high quality, unique fragrances and the constant new product development pipeline that addresses consumer needs and trends.

LUKSJA's FY 2018 sales amounted to 16 mil. euros.

The acquisition cost amounted to 9.222 million GBP and will be funded through own cash.

As part of the deal, Sarantis Group will act as a distributor for other brands of PZ Cussons currently sold in CEE, including Morning Fresh, Carex, Original Source, etc. The estimated sales from the distribution business amounts to 6 mil. euros.

It is noted that no cost was assumed by Sarantis Group for the distribution business.

This acquisition, completely aligned with the Group's strategic growth plan, is a great fit within the Group's portfolio and reinforces its position as a leading consumer products company, supporting further the Group's geographical footprint in its territory. Moreover, LUKSJA offers numerous expansion opportunities by leveraging its strong brand equity to diversify into adjacent subcategories of the personal care market.



## 2.9 ALTERNATIVE PERFORMANCE MEASURES ("APMs")

The Group utilizes Alternative Performance Measures (APM) in the context of its decision making with regard to the financial, operational and strategic planning as well as for the evaluation and public disclosure of its performance. These APMs serve and facilitate the best understanding of the financial and operating results of the Group, its financial position and the statement of cash flows. The Alternative Performance Measures (APMs) should be always taken into consideration along with the financial results which have been prepared in accordance with the IFRS whereas in no case they replace IFRS.

# Definitions and reconciliation of Alternative Performance Measures ("APMs")

## a) **Profitability ratios**

The Group utilizes the following profitability ratios for the purpose of the full analysis of operating results:

## **EBITDA** (Earnings before interest, taxes, depreciation and amortization)

EBITDA is calculated from the financial statements as follows: "Gross operating earnings" plus "Other operating income" minus the "Administrative Expenses" and the "Distribution Expenses" prior to depreciation and amortization. The depreciation and amortization for the Group are presented in the paragraph "Table of Changes in Fixed Assets" of the financial statements.

(Euro million)	H1 2019	H1 2018
Gross operating earnings	63.96	62.87
Other operating income	+4.74	+4.34
Administrative expenses	-9.52	-9.25
Distribution expenses	-43.52	-43.12
Depreciation and amortization	+5.37	+3.04
Earnings before interest, taxes, depreciation and amortization	21.04	17.88

## **EBIT** (Earnings before interest and taxes)

EBIT equals with the operating earnings of the Group as they are recorded in the financial statements.

# **EBT (Earnings before taxes)**

EBT equals with the earnings deriving before the deduction of taxes as they are recorded in the financial statements.

#### **Net Income (Net earnings)**

It equals with the earnings distributed to the shareholders of the parent company after the deduction of taxes as they are recorded in the financial statements.

## **Profitability Margins**

For all the above profitability figures, the corresponding profit margin is calculated by dividing each figure with the total turnover.



(Euro million)		H	H1 2019 Margin	н	1 2018 Margin	
EBITDA	Earnings before interest, taxes, depreciation and amortization	21,04	12,22%	17,88	11,15%	
EBIT	Earnings before interest and taxes	15,66	9,10%	14,84	9,26%	
EBT	Earnings before taxes	16,54	9,61%	14,39	8,98%	
Net Income	Net Earnings	13.65	7.93%	11.84	7.39%	

The figures of 2019 have been adjusted according to IFRS 16 "Leases" – A relevant explanation is provided in paragraph 4.7.7 "Significant Accounting Policies".

# b) Net debt

The net debt comprises a figure which depicts the capital structure of the Group. It is calculated by adding the short-term loans to the long-term loans and then by deducting the cash and cash equivalents as well as the "Financial Assets at fair value through results", since they are considered to be liquid items. The relevant calculations are presented in the following table:

(Euro million)	H1 2019	FY 2018
Long-term loans	40.50	38.00
Short-term loans	16.30	7.72
Cash and cash equivalents	27.28	32.78
Other financial assets	3.25	1.42
Net Debt	26.28	11.53

# c) Operating Working Capital

Operating working capital comprises a figure which depicts the liquidity of the Group. The calculations are presented as follows:

(Euro million)	H1 2019	H1 2018
Trade receivables	104.16	93.93
Inventories	93.20	78.88
Suppliers	55.32	54.44
Operating working capital	142.04	118.37
Operating working capital / Sales	39.91%	37.70%

Marousi, 10 September 2019

The Board of Directors

THE CHAIRMAN OF THE BOARD THE VICE-CHAIRMAN OF THE BOARD & CHIEF EXECUTIVE OFFICER

THE GROUP'S CHIEF FINANCIAL OFFICER & BOARD MEMBER

GRIGORIS SARANTIS KYRIAKOS SARANTIS KONSTANTINOS ROZAKEAS

ID NO. X 080619/03 ID NO. AI 597050/2010 ID NO. AK 783631/13



## 3. REVIEW REPORT OF THE INTERIM FINANCIAL INFORMATION

To the Board of Directors of "GR. SARANTIS S.A."

## Introduction

We have reviewed the accompanying interim condensed separate and consolidated statement of financial position of "GR. SARANTIS S.A." as at 30 June 2019 and the related condensed separate and consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, as well as the selected explanatory notes that comprise the interim condensed financial information, which is an integral part of the six-month financial report as required by the Law 3556/2007.

Management is responsible for the preparation and presentation of this interim condensed financial information in accordance with the International Financial Reporting Standards as adopted by the European Union and applied to Interim Financial Reporting (International Accounting Standard "IAS 34"). Our responsibility is to express a conclusion on this interim condensed financial information based on our review.

## Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing, as incorporated into the Greek Legislation and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed financial information is not prepared, in all material respects, in accordance with IAS 34.

# Report on other legal and regulatory requirements

Our review has not revealed any material inconsistency or misstatement in the statements of the members of the Board of Directors and the information of the six-month Board of Directors Report, as defined in articles 5 and 5a of Law 3556/2007, in relation to the accompanying interim condensed financial information.



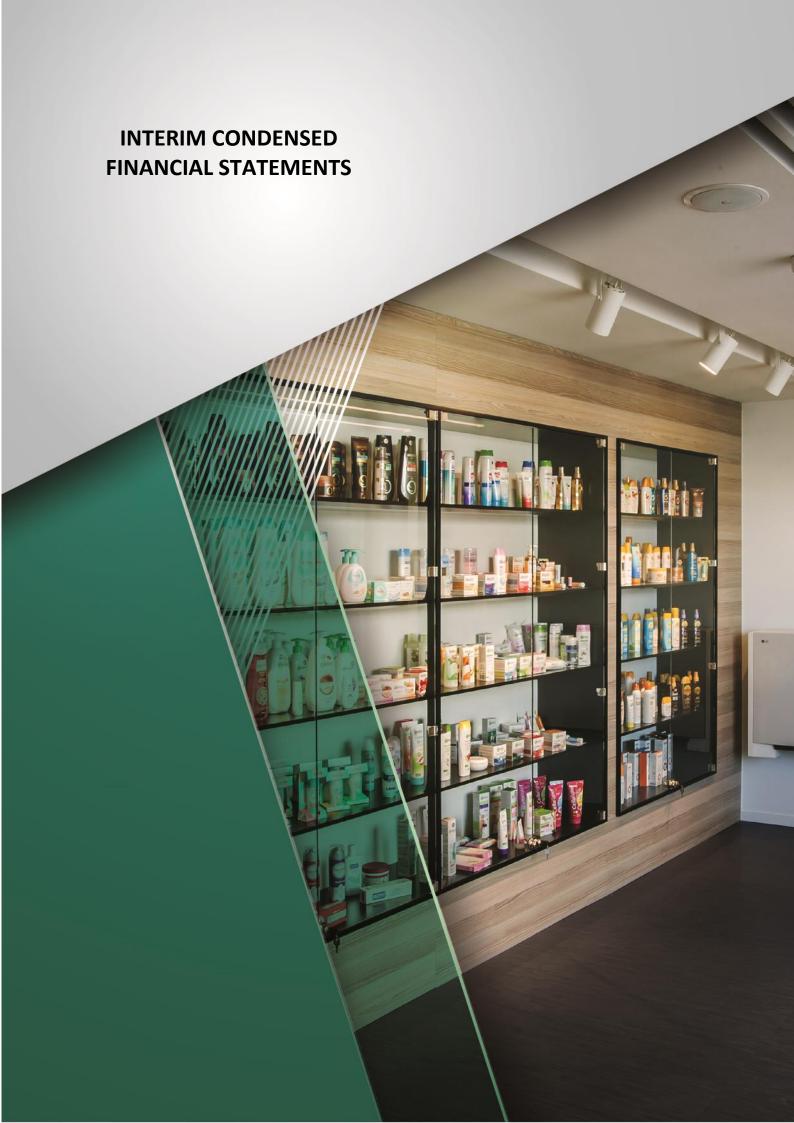
BDO Certified Public Accountant S.A. 449 Mesogion Av,

Athens- Ag. Paraskevi, Greece

Reg. SOEL: 173

Ag. Paraskevi, 10 September 2019 Certified Public Accountant

> John V. Kalogeropoulos Reg. SOEL: 10741





# 4. INTERIM CONDENSED FINANCIAL STATEMENTS

Those responsible for the preparation of the Interim Financial Statements of the period 01/01 - 30/06/2019 are the signatories at the end of the Financial Statements.

# 4.1 STATEMENT OF FINANCIAL POSITION

Amounts in €	Note	Gro	ир	Company		
Amounts in €	Note	30.06.2019	31.12.2018	30.06.2019	31.12.2018	
ASSETS						
Non-current assets		155,572,669	140,342,273	102,466,413	96,411,206	
Tangible fixed assets	4.9.17	60,349,940	56,554,017	35,009,490	33,974,494	
Right of use	4.7.7	13,186,395	0	5,292,334	0	
Investments in Property	4.9.17	1,097,416	1,111,266		190,146	
Intangible assets	4.9.17	52,288,699	53,016,769		17,786,371	
Company goodwill	4.9.3	7,922,345	7,928,988	1,100,000	1,100,000	
Deferred tax assets		842,943	734,581	0	0	
Investments in subsidiaries, associates	4.9.2	19,244,081	20,554,060	43,166,849	43,166,849	
Other long-term receivables		640,849	442,592	460,202	193,346	
Current assets		235,359,316	214,361,623	118,412,712	111,556,492	
Inventories	4.9.4	93,198,019	79,746,481	43,697,106	38,597,165	
Trade receivables	4.9.5	104,160,402	94,640,764	49,211,638	41,495,554	
Other receivables	4.9.5	5,563,684	3,788,784	17,895,617	17,769,862	
Cash & cash equivalents	4.9.6	27,275,725	32,779,766	3,806,128	11,669,266	
Financial assets at fair value through profit and loss	4.9.7	3,249,262	1,415,190	3,249,262	1,415,190	
Prepayments and accrued income		1,912,225	1,990,638	552,962	609,455	
Total Assets		390,931,984	354,703,896	220,879,125	207,967,699	
Shareholders' EQUITY:						
Share capital	4.9.13	54,504,438	54,504,438	54,504,438	54,504,438	
Share premium account	4.9.13	40,676,356	40,676,356	40,676,356	40,676,356	
Reserves		11,500,416	10,942,261	62,959,204	72,816,477	
Profit (losses) carried forward		118,759,780	115,801,405	-40,216,633	-42,037,541	
Total Shareholders' Equity		225,440,989	221,924,459	117,923,364	125,959,729	
Non controlling interest:		2,824,664	2,704,462	0	0	
Total Equity		228,265,653	224,628,921	117,923,364	125,959,729	
LIABILITIES		, ,	, ,	, ,	, ,	
Long-term liabilities		58,861,035	46,192,652	47,870,900	40,848,663	
Loans	4.9.10	40,500,000	38,000,000	40,500,000	38,000,000	
Lease liabilities		9,925,768	0	3,954,074	0	
Deferred tax liabilities		5,780,629	5,772,151	1,367,726	1,058,580	
Provisions for post employment employee benefits		2,134,233	1,878,697	2,049,099	1,790,083	
Provisions - Long-term liabilities	4.9.9	520,405	541,804	0	0	
Short-term liabilities		103,805,296	83,882,322		41,159,307	
Suppliers	4.9.8	55,319,942	62,612,807	29,713,033	28,069,170	
Other liabilities	4.9.8	16,993,376	6,365,807	17,292,862	7,822,071	
Income taxes - other taxes payable		6,364,797	4,562,074	2,559,045	1,656,427	
Loans	4.9.10	16,304,247	7,720,618	3,000,000	3,000,000	
Leas e liabilities		3,752,397	0	1,721,723	0	
Accruals and deferred expenses		5,070,538	2,621,016	798,198	611,640	
Total Equity & Liabilities		390,931,984	354,703,896	220,879,125	207,967,699	

Since 01/01/2019, the Group and the Company adopted the IFRS 16 by applying the cumulative effect method, according to which the comparative information is not being restated. Analytical information is provided in paragraph 4.7.7 "Significant accounting policies".

# 4.2 INTERIM CONDENSED ITEMS OF THE STATEMENT OF INCOME

		Gro	oup	Com	pany
Amounts in €	Note	01.01 - 30.06.2019	01.01 - 30.06.2018	01.01 - 30.06.2019	01.01 - 30.06.2018
, who divides in a	11010	Total Activities	Total Activities	Total Activities	Total Activities
Revenue	4.9.1	172,189,157	160,273,771	70,689,663	69,409,841
Cost of sales		-108,232,059	-97,400,372	-43,636,027	-41,419,728
Gross operating profit		63,957,098	62,873,399	27,053,636	27,990,113
Other operating income		4,740,610	4,336,161	468,241	403,344
Administrative expenses		-9,516,858	-9,252,624	-4,732,644	-4,730,413
Distribution expenses		-43,518,138	-43,119,914	-20,806,335	-21,711,629
Operating profit (loss)		15,662,712	14,837,022	1,982,898	1,951,415
Financial income-expenses	4.9.12	876,359	-443,284	259,050	91,633
Gain (loss) from revaluation of fixed assets		0	0	0	0
Earnings (loss) before taxes		16,539,070	14,393,738	2,241,948	2,043,048
Income tax	4.9.11	-2,658,845	-2,920,075	0	0
Deferred tax	4.9.11	94,911	627,988	-301,060	84,508
Earnings (loss) after the deduction of tax (A)		13,975,136	12,101,651	1,940,889	2,127,556
Shareholders of the parent		13,652,993	11,837,952	1,940,889	2,127,556
Non controlling interest		322,144	263,700	0	0
Other Comprehensive Income:					
Items not transferred to the statement of		4,677	-1,687	4,677	-1,687
comprehensive income:		4,077	-1,087	4,077	-1,087
Profit/Loss from actuarial study		6,236	-2,376	6,236	-2,376
Actuarial study deferred tax		-1,559	689	-1,559	689
Items which may be transferred in future to the		-170,312	-1,696,253	0	0
statement of comprehensive income:		-170,512	-1,030,233	U	U
Foreign exchange differences from subsidiaries abroad		-170,312	-1,696,253	0	0
Other total income after taxes (B)		-165,635	-1,697,940	4,677	-1,687
Total comprehensive income after taxes (A) + (B)		13,809,501	10,403,711	1,945,566	2,125,870
Owners of the parent		13,498,460	10,209,653	1,945,566	2,125,870
Non controlling interest		311,041	194,059	0	0
Earnings (loss) per share, which correspond to the	4.9.14	0,2033	0.1730	0.0289	0.0311
parent's shareholders for the period	4.9.14	0.2033	0.1730	0.0289	0.0311

Since 01/01/2019, the Group and the Company adopted the IFRS 16 by applying the cumulative effect method, according to which the comparative information is not being restated. Analytical information is provided in paragraph 4.7.7 "Significant accounting policies".



# 4.3 INTERIM CONDENSED STATEMENT OF CHANGES IN GROUP'S EQUITY FOR THE PERIOD

		Attributed	l to shareholders of	the parent			
Amounts in €	Share Capital	Share Premium	Readjustments Reserve and other reserves	Balance of profit / losses	Total	Non-controlling interests	Total
Balance as at 1 January 2018	54,155,050	41,025,743	8,599,334	96,223,695	200,003,822	1,431,345	201,435,168
Effect due to adoption of IFRS 9				-1,115,000	-1,115,000	1	-1,115,000
Adjusted balances as at 1st January 2018	54,155,050	41,025,743	8,599,334	95,108,695	198,888,822	1,431,345	200,320,168
Total comprehensive income for the period							
Net profit for the period				11,837,952	11,837,952	263,700	12,101,651
Other comprehensive income							
Foreign exchange differences				-1,626,612	-1,626,612	,	-1,696,253
Reserve due to actuarial study			-1,687	'	-1,687	1	-1,687
Total other comprehensive income	0	0	•		-1,628,299	,	-1,697,940
Total comprehensive income after taxes	0	0	-1,687	10,211,339	10,209,653	194,059	10,403,711
Other transactions registered in Equity							
Share capital increase	349,387	-349,387			0	1	0
Distributed dividends				-9,400,424	-9,400,424	-141,263	-9,541,687
Δικαιώματα μειοψηφίας λόγω εξαγοράς ποσοστού θυγατρικής					0	659,984	659,984
Formation of reserves			1,128,648	-1,128,648	0	1	0
Tax due to aggregation of capital				-3,494	-3,494	. 0	-3,494
Change from associates				-375	-375	0	-375
Total other transactions	349,387	-349,387	1,128,648	-10,532,940	-9,404,292	518,721	-8,885,571
Balance as at 30 June 2018	54,504,438	40,676,356	9,726,295	94,787,094	199,694,183	2,144,125	201,838,308
Balance as at 1 January 2019	54,504,438	40,676,356	10,942,261		221,924,459		224,628,921
Effect due to adoption of IFRS 16	F 4 F 9 4 4 9 9	40 575 075	40.040.064	18,106	18,106		18,106
Adjusted balances as at 1st January 2019	54,504,438	40,676,356	10,942,261	115,819,512	221,942,565	2,704,462	224,647,027
Total comprehensive income for the period							
Net profit for the period				13,652,993	13,652,993	322,144	13,975,136
Other comprehensive income							
Foreign exchange differences				-159,210	-159,210	-11,102	-170,312
Reserve due to actuarial study			4,677		4,677		4,677
Total other comprehensive income	0	0	4,677	-159,210	-154,532	-11,102	-165,635
Total comprehensive income after taxes	0	0	4,677	13,493,783	13,498,460	311,041	13,809,501
Other transactions registered in Equity							
Distributed dividends				-10,000,037	-10,000,037	-190,839	-10,190,876
Formation of reserves			553,478	-553,478	0		0
Total other transactions	0	0	553,478	-10,553,515	-10,000,037	-190,839	-10,190,876
Balance as at 30 June 2019	54,504,438	40,676,356	11,500,416	118,759,780	225,440,989	2,824,664	228,265,653

Since 01/01/2019, the Group and the Company adopted the IFRS 16 by applying the cumulative effect method, according to which the comparative information is not being restated. Analytical information is provided in paragraph 4.7.7 "Significant accounting policies".



# 4.4 INTERIM CONDENSED STATEMENT OF CHANGES IN COMPANY'S EQUITY FOR THE PERIOD

		Attributed to shareholders of the parent						
Amounts in €	Share Capital	Share Premium	Readjustments Reserve and other reserves	Balance of profit / losses	Total			
Balance as at 1 January 2018	54,155,050	41,025,743	81,581,482	-44,719,278	132,042,996			
Effect due to adoption of IFRS 9				-710,000	-710,000			
Adjusted balances as at 1st January 2018	54,155,050	41,025,743	81,581,482	-45,429,278	131,332,996			
Total comprehensive income for the period								
Net profit for the period				2,127,556	2,127,556			
Other comprehensive income								
Reserve due to actuarial study			-1,687		-1,687			
Total other comprehensive income	0	0	,		-1,687			
Total comprehensive income after taxes	0	0	-1,687	2,127,556	2,125,870			
Other transactions registered in Equity								
Share capital increase	349,387	-349,387			C			
Formation of reserves			811,628	-811,628	C			
Tax due to aggregation of capital				-3,494	-3,494			
Distributed dividends			-9,400,424		-9,400,424			
Total other transactions	349,387	-349,387	-8,588,796	-815,121	-9,403,918			
Balance as at 30 June 2018	54,504,438	40,676,356	72,990,999	-44,116,844	124,054,949			
Balance as at 1 January 2019	54,504,438	40,676,356	72,816,477	•	125,959,729			
Effect due to adoption of IFRS 16				18,106.13	18,106			
Adjusted balances as at 1st January 2019	54,504,438	40,676,356	72,816,477	-42,019,435	125,977,835			
Total comprehensive income for the period								
Net profit for the period				1,940,889	1,940,889			
Other comprehensive income								
Reserve due to actuarial study			4,677		4,677			
Total other comprehensive income	0	0	4,677	0	4,677			
Total comprehensive income after taxes	0	0	4,677	1,940,889	1,945,566			
Other transactions registered in Equity								
Distributed dividends			-10,000,037		-10,000,037			
Formation of reserves			138,087	-138,087	(			
Total other transactions	0	0	-9,861,950	-138,087	-10,000,037			
Balance as at 30 June 2019	54,504,438	40,676,356	62,959,204	-40,216,633	117,923,364			

Since 01/01/2019, the Group and the Company adopted the IFRS 16 by applying the cumulative effect method, according to which the comparative information is not being restated. Analytical information is provided in paragraph 4.7.7 "Significant accounting policies".



# 4.5 INTERIM CONDENSED STATEMENT OF CASH FLOWS

	Gro	oup	Company		
Amounts in €	01.01 - 30.06.2019	01.01 - 30.06.2018	01.01 - 30.06.2019	01.01 - 30.06.2018	
Operating Activities					
Earnings / (loss) before tax (continuing activities)	16,539,070	14,393,738	2,241,948	2,043,048	
Plus/minus adjustments for:					
Depreciation/Amortization	5,374,265	3,040,914	2,814,087	1,930,841	
Foreign Exchange differences	-1,018,109	305,940	12,902	17,338	
Results (income, expenses, profits and losses) from investing activities	-5,197,981	-4,557,639	-914,349	-773,300	
Interest expense and related expenses	1,099,351	981,550	644,284	672,291	
Decrease / (increase) in inventories	-13,043,886	-9,289,926	-5,099,940	-1,730,688	
Decrease / (increase) in receivables	-8,359,442	-8,841,096	-7,565,102	-7,007,063	
(Decrease) / increase in liabilities (other than to banks)	-2,224,104	-2,781,408	2,161,368	-3,087,215	
Less:					
Interest and related expenses paid	-966,100	-1,319,672	-521,768	-882,826	
Tax paid	-2,085,674	-1,925,445	0	0	
Total inflows / (outflows) from operating activities (a)	-9,882,610	-9,993,044	-6,226,570	-8,817,573	
Investing Activities					
Acquisition/Sale of subsidiaries, associates, joint ventures and other investments	-799,973	-10,725,742	-978,138	-1,695,354	
Purchase of tangible and intangible fixed assets	-6,680,704	-4,050,276	-2,411,893	-1,173,411	
Proceeds from sale of tangible and intangible assets	69,986	104,537	116	22,321	
Interest received	50,744	70,000	11,982	6,746	
Dividends received	2,940,001	3,195,880	1	10,880	
Total inflows / (outflows) from investing activities (b)	-4,419,946	-11,405,600	-3,377,932	-2,828,818	
Financing Activities					
Proceeds from share capital increase	0	-3,494	0	-3,494	
Proceeds from borrowings	12,448,359	28,664,689	4,000,000	25,000,000	
Payment of borrowings	-1,500,000	-22,509,525	-1,500,000	-12,200,000	
Repayments of liabilities from leasing (lease payments)	-1,694,294	0	-749,462	0	
Dividends paid towards the shareholders of the parent	-9,174	-8,717,736	-9,174	-8,717,736	
Dividends paid towards the non-controlling interests	0	-142,480	0	0	
Total inflows / (outflows) from financing activities (c)	9,244,892	-2,708,546	1,741,364	4,078,770	
Net increase / (decrease) in cash and cash equivalents (a+b+c)	-5,057,665	-24,107,191	-7,863,138	-7,567,621	
Cash and cash equivalents at beginning of period	32,779,766	44,946,833	11,669,266	14,212,976	
Effect from foreign exchange differences due to translation to euro	-446,377	-81,507		0	
Cash and cash equivalents at the end of the period	27,275,725	20,758,135	3,806,128	6,645,355	

Since 01/01/2019, the Group and the Company adopted the IFRS 16 by applying the cumulative effect method, according to which the comparative information is not being restated. Analytical information is provided in paragraph 4.7.7 "Significant accounting policies".

 $\label{thm:conjunction} \textit{The basic financial statements should be read in conjunction with the attached notes.}$ 



# 4.6 NOTES ON THE INTERIM CONDENSED FINANCIAL STATEMENTS

## 4.6.1 The Company

Gr. Sarantis SA (the Company) has the legal form of a société anonyme and is the parent company of the Gr. Sarantis SA group (the group).

The Company's domicile is located at 26 Amarousiou – Chalandriou Street, Marousi Greece, The Company's central offices are also located at the same address.

The shares of Gr. Sarantis SA are listed on the main market of the Athens Exchange.

# 4.6.2 Group Structure

The Group's companies, which are included in the consolidated financial statements, are the following:

	Group Structure								
Company	Domicile	Direct Participation Percentage	Indirect Participation Percentage	Total					
Full Consolidation Method									
GR. SARANTIS S.A.	GREECE	PARENT							
SARANTIS BULGARIA LTD	BULGARIA	0.00%	100.00%	100.00%					
SARANTIS ROMANIA S.A.	ROMANIA	0.00%	100.00%	100.00%					
SARANTIS BELGRADE D.O.O	SERBIA	0.00%	100.00%	100.00%					
SARANTIS BANJA LUKA D.O.O	BOSNIA	0.00%	100.00%	100.00%					
SARANTIS SKOPJE D.O.O	NORTH MACEDONIA	0.00%	100.00%	100.00%					
SARANTIS POLSKA S.A.	POLAND	0.00%	100.00%	100.00%					
POLIPAK SP.Z.O.O.	POLAND	0.00%	70.00%	70.00%					
SARANTIS CZECH REPUBLIC sro	CZECH REPUBLIC	0.00%	100.00%	100.00%					
SARANTIS HUNGARY Kft.	HUNGARY	0.00%	100.00%	100.00%					
GR SARANTIS CYPRUS LTD	CYPRUS	100.00%	0.00%	100.00%					
ZETAFIN LTD	CYPRUS	0.00%	100.00%	100.00%					
ZETA COSMETICS LTD	CYPRUS	0.00%	100.00%	100.00%					
WALDECK LTD	CYPRUS	0.00%	100.00%	100.00%					
ELODE FRANCE S.A.R.L	FRANCE	100.00%	0.00%	100.00%					
SARANTIS FRANCE S.A.R.L	FRANCE	100.00%	0.00%	100.00%					
SARANTIS PORTUGAL Lda	PORTUGAL	0.00%	100.00%	100.00%					
ASTRID TM A.S.	CZECH REPUBLIC	0.00%	100.00%	100.00%					
SARANTIS SLOVAKIA S.R.O	SLOVAKIA	0.00%	100.00%	100.00%					
IVYBRIDGE VENTURES LTD	CYPRUS	0.00%	90.00%	90.00%					
SARANTIS UKRAINE LLC	UKRAINE	0.00%	100.00%	100.00%					
ERGOPACK LLC	UKRAINE	0.00%	90.00%	90.00%					
HOZTORG LLC	RUSSIA	0.00%	90.00%	90.00%					
Equity Consolidation Method									
ELCA COSMETICS LTD	CYPRUS	0.00%	49.00%	49.00%					
ESTEE LAUDER HELLAS S.A.	GREECE	0.00%	49.00%	49.00%					
ESTEE LAUDER BULGARIA EOOD	BULGARIA	0.00%	49.00%	49.00%					
ESTEE LAUDER ROMANIA S.A.	ROMANIA	0.00%	49.00%	49.00%					

The company SANECA TRADE CZS.R.O. was absorbed by the company SARANTIS CZECH REPUBLIC S.R.O. during January 2019.

# **Business Activity**

The Group is active in the production and trade of cosmetics, household products and parapharmaceutical items.

The Group's basic activities have not changed since the previous year.



#### 4.7 BASIS FOR THE PREPARATION OF THE FINANCIAL STATEMENTS

## 4.7.1 Compliance with IFRS

The consolidated and separate financial statements of "GR. SARANTIS S.A." are in accordance with the International Financial Reporting Standards (IFRS), which have been issued by the International Accounting Standards Board (IASB) as well as their interpretations which have been issued by the International Financial Reporting Interpretations Committee (IFRIC) of IASB and have been adopted by the European Union.

#### 4.7.2 Basis for the preparation of the financial statements

The interim consolidated financial statements for the period ended on 30<sup>th</sup> June 2019, have been prepared in accordance with IAS 34 "Interim Financial Reporting". The financial statements do not include all disclosures that would otherwise be required in a complete set of annual financial statements and should be read in conjunction with the financial statements of the Company and the Group as of 31<sup>st</sup> December 2018. The latter are available at the Company's website <a href="https://www.sarantisgroup.com">www.sarantisgroup.com</a>.

## 4.7.3 Approval of financial statements

The interim consolidated financial statements have been approved by the Company's Board of Directors on 10 September 2019.

# 4.7.4 Covered Period

The present interim consolidated financial statements include the financial statements of "GR. SARANTIS S.A." and its subsidiaries, which together are referred to as the group, and cover the period from January 1<sup>st</sup> 2019 to June 30<sup>th</sup> 2019.

#### 4.7.5 Presentation of the financial statements

The present financial statements are presented in €, which is the group's operating currency, namely the currency of the primary economic environment in which the parent company operates.

## 4.7.6 Significant judgments and estimations by Management

The preparation of the Financial Statements according to the International Accounting Standards requires the implementation of estimations, judgments and assumptions that may affect the accounting balances of assets and liabilities and the required disclosures for contingent receivables and liabilities, as well as the amount of income and expenses recognized.

During the preparation of the current interim condensed financial statements, the significant accounting judgments and estimations that were adopted by the Management in the application of the Group's accounting policies, as well as the major sources for estimation of the uncertainty, remained unchanged as compared to the ones applied in the annual financial statements of 31<sup>st</sup> December 2018, except for those that concern the adoption of the new IFRS that were set in effect on 1<sup>st</sup> January 2019 (see note 4.7.7).

# 4.7.7 Significant Accounting Policies

The significant accounting principles that were applied for the preparation of the interim condensed financial statements of the Group are in agreement with those that were adopted during the preparation of the annual financial statements of the Group for the year ended on 31<sup>st</sup> December 2018 except for the new standards and interpretations that were adopted and the application of which is mandatory for periods after 1<sup>st</sup> January 2019.

Furthermore, the financial statements include selected notes for the explanation of events and transactions, which are significant for the understanding of changes in the Group's and Company's financial position as compared to the latest available and published annual financial statements.



# a. New Accounting Standards, amendments of standards and Interpretation that were applied in the financial statements

Title	Applied for annual accounting periods beginning on
IFRS 16 "Leases"	1 January 2019
IFRIC 23 «Uncertainty over Income Tax Treatments»	1 January 2019
IFRS 9 (Amendment) «Prepayment features with negative compensation»	1 January 2019
IAS 28 (Amendment) «Long-term interests in associates and joint ventures»	1 January 2019
Annual improvements in IFRS (Cycle 2015 – 2017) (IFRS 3 «Business Combinations», IFRS 11 «Joint Arrangements», IAS 12 «Income Taxes», IAS 23 «Borrowing Costs»)	1 January 2019
IAS 19 (Amendment) «Defined benefit plan amendment, Curtailment or Settlement»	1 January 2019

Of the above amendments, the standard that significantly affected the preparation of the interim condensed financial statements of 30<sup>th</sup> June 2019 and resulted into significant changes in the applied accounting policies were the following:

• the IFRS 16 "Leases"

The effect of the application of the new standard in the recognition and measurement of transactions is disclosed in the Statement of Changes in Equity and also more analytically in the following notes.

# **Changes in Accounting Policies**

## IFRS 16 «Leases»

IFRS 16 replaces IAS 17 "Leases", IFRIC 4 "Determining whether an Arrangement Contains a Lease" and the Interpretations SIC-15 "Operating Leases – Incentives" and SIC-27 "Evaluating the Substance of Transactions in the Legal Form of Lease". The standard introduces the principles for the recognition, measurement, presentation and disclosure of leases and requires from the lessee to recognize all leases with a single model in the financial statements, providing at the same time the right to exclude short-term leases and low value leases.

The accounting treatment of leases for the lessor remains the same with the one of IAS 17. The lessor will continue to classify the leases into operating ones or financial ones by using similar principles with the ones of IAS 17. The Group and the Company were not affected by the adoption of IFRS 16 in cases where the Group or the Company was lessor.

IFRS 16 has a significant effect on the financial statements of the Group and the Company, and especially on the entire assets and liabilities, the results, the net cash flows from operating activities, the net cash flows from financing activities and the presentation of the financial position.

The new requirements affect both the Group and the Company as lessee especially with regard to the leases of buildings and vehicles.



## Transition method and practical facilitations applied

The Group and the Company applied IFRS 16 on 1<sup>st</sup> January 2019 by utilizing the simplified transition approach. According to this method the standard is applied retrospectively and the cumulative effect arising from its adoption is recognized on 1<sup>st</sup> January 2019 without restating the comparative items.

During the transition into the IFRS 16, the liabilities emanating from the existing operating leases are being discounted according to the relevant discount rate (incremental borrowing rate) and are recognized as liabilities from leasing. The utilization rights of the assets on 1<sup>st</sup> January 2019 are being recognized via an amount equivalent with the liability from leases, adjusted for the amount of prepaid or accrued leases.

During the first adoption of IFRS 16, the Group used the following practical options provided by the standard:

- Use of the previous evaluations, performed at the adoption of IAS 17 and of IFRIC 4, for determining whether a contract contains a lease or whether a contract is a lease at the date of initial adoption.
- Utilization of a single discount rate in a portfolio of leases with similar characteristics.
- Utilization of the previous evaluations for determining the existence of any burdensome leases.
- Use of the accounting treatment of operating leases for leases which have a term of less than 12 months from the 1<sup>st</sup> January 2019.
- Exception of the initial direct expenses for the measurement of the utilization rights of the fixed assets at the date of initial adoption.
- Use of subsequent knowledge for the determination of the term of leases with an agreement referring to a condition for the extension or termination of the contract.

Furthermore, the Group selected to use the recognition exceptions of the standard concerning the lease contracts which at their opening date had a term of 12 months or lower and did not include a redemption right (short-term leases), as well as for the leasing of fixed assets with insignificant value (fixed assets of insignificant value) such as for example office equipment (photocopy machines). The payments for the short-term leases and the leasing of fixed assets of insignificant value are being recognized in the results for the year as an expense based on the straight line method. In addition, the Group selected not to separate the elements which are irrelevant to the leasing from the ones that are relevant.

According to the requirements of the new IFRS 16, the Group (as intermediate lessor) has classified sub-leases as financial leases as of 1<sup>st</sup> January 2019. For these particular sub-leases, the assets incorporating a utilization right that are being subleased were de-recognized and a receivable in relation to leases was recognized. The difference between the book value of the assets with utilization right which were de-recognized and the receivable from leases that was recognized affected the "balance of earnings (losses) carried forward" at the transition date, meaning on 1<sup>st</sup> January 2019.

The change in the accounting policy affected the following items of the statement of financial position of the Group and the Company on 1<sup>st</sup> January 2019:



		Group		Company			
Amounts in €		IFRS 16 -	01.01.2019 -		IFRS 16 -	01.01.2019 -	
, in daniel in c	31.12.2018	Transition	Restated	31.12.2018	Transition	Restated	
		adjustments			adjustments		
ASSETS							
Non-current assets	140,342,273	14,349,644	154,691,917	96,411,206	6,259,191	102,670,397	
Tangible fixed assets	56,554,017	0	56,554,017	33,974,494	0	33,974,494	
Right of use	0	13,991,135	13,991,135	0	5,900,682	5,900,682	
Investments in Property	1,111,266	0	1,111,266	190,146	0	190,146	
Intangible assets	53,016,769	0	53,016,769	17,786,371	0	17,786,371	
Company goodwill	7,928,988	0	7,928,988	1,100,000	0	1,100,000	
Deferred tax assets	734,581	0	734,581	0	0	0	
Investments in subsidiaries, associates	20,554,060	0	20,554,060	43,166,849	0	43,166,849	
Other long-term receivables	442,592	358,509	801,101	193,346	358,509	551,855	
Current assets	214,361,623	134,059	214,495,682	111,556,492	134,059	111,690,551	
Inventories	79,746,481	0	79,746,481	38,597,165	0	38,597,165	
Trade receivables	94,640,764	0	94,640,764	41,495,554	0	41,495,554	
Other receivables	3,788,784	158,809	3,947,592	17,769,862	158,809	17,928,671	
Cash & cash equivalents	32,779,766	0	32,779,766	11,669,266	0	11,669,266	
Financial assets at fair value through profit and loss	1,415,190	0	1,415,190	1,415,190	0	1,415,190	
Prepayments and accrued income	1,990,638	-24,750	1,965,888	609,455	-24,750	584,705	
Total Assets	354,703,896	14,483,703	369,187,599	207,967,699	6,393,250	214,360,948	
Shareholders' EQUITY:	, ,		, ,				
Share capital	54,504,438	0	54,504,438	54,504,438	0	54,504,438	
Share premium account	40,676,356	0	40,676,356	40,676,356	0	40,676,356	
Reserves	10,942,261	0	10,942,261	72,816,477	0	72,816,477	
Profit (losses) carried forward	115,801,405	18,106	115,819,512	-42,037,541	18,106	-42,019,435	
Total Shareholders' Equity	221,924,459	18,106	221,942,565	125,959,729	18,106	125,977,835	
Non controlling interest:	2,704,462	0	2,704,462	0	0	0	
Total Equity	224,628,921	18,106	224,647,027	125,959,729	18,106	125,977,835	
LIABILITIES	,0_0,0_1	10,100	,,,,	110,500,710	10,100	220,577,000	
Long-term liabilities	46,192,652	11,101,931	57,294,584	40,848,663	4,700,356	45,549,018	
Loans	38,000,000	0	38,000,000	38,000,000	0	38,000,000	
Lease liabilities	0	11,095,403	11,095,403	0	4,693,827	4,693,827	
Deferred tax liabilities	5,772,151	6,528	5,778,679	1,058,580	6,528	1,065,108	
		,					
Provisions for post employment employee benefits	1,878,697	0	1,878,697	1,790,083	0	1,790,083	
Provisions - Long-term liabilities	541,804	0	541,804	0	0	0	
Short-term liabilities	83,882,322	3,363,665	87,245,988	41,159,307	1,674,788	42,834,095	
Suppliers	62,612,807	0	62,612,807	28,068,249	0	28,068,249	
Other liabilities	6,365,807	0	6,365,807	7,822,071	0	7,822,071	
Income taxes - other taxes payable	4,562,074	0	4,562,074	1,656,427	0	1,656,427	
Loans	7,720,618	0	7,720,618	3,000,000	0	3,000,000	
Lease liabilities	7,720,018	3,363,665	3,363,665	0,000,000	1,674,788	1,674,788	
Accruals and deferred expenses	2,621,016	0,505,005	2,621,016	612,561	1,074,700	612,561	
Total Equity & Liabilities	354,703,896	14,483,703	369,187,599	207,967,699	6,393,250	214,360,948	

The Group possesses various leasing agreements for buildings, machinery, vehicles and other machinery. Usually the leasing agreements have a predetermined duration but at the same time they may have extension or termination options. The duration of each leasing agreement is a subject of separate negotiation and may have different terms and conditions from other leasing contracts.

The Group and the Company present the fixed assets with utilization right and the liabilities from leases on a separate basis in the statement of financial position.

The reconciliation between the commitments from operating leases as at 31<sup>st</sup> December 2018 (the commitments from operating leases are disclosed in the Note 4.10.27 of the Annual Financial Statements as at 31<sup>st</sup> December 2018) and the liabilities from leases that were recognized as at 1<sup>st</sup> January 2019, is as following:

Amounts in Euros	Group	Company
Obligations arising from operating leases as of 31.12.2018	15,393,688	6,678,751
(Less): short-term leases recognized on 1.1.2019	-634,482	0
Add/(less): adjustments on 1.1.2019 as a result of a different treatment of extension and termination options	577,460	0
	-617	189
Gross lease liabilities as of 1.1.2019	15,336,049	6,678,940
Discounting	876,980	310,324
Lease liabilities as of 1.1.2019	14,459,069	6,368,616



During the 1<sup>st</sup> January 2019, the average weighted discount rate that was applied for the Company and the Group settled at 2.5%.

The increase of liabilities related to leasing resulted into the corresponding increase of the net bank debt.

The assets incorporating utilization rights as of 30<sup>th</sup> June 2019 were as follows:

# Group

	Land - fields	Buildings, building facilities and technical projects	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Total
Acquisition cost 1.1.2019	246,291	10,401,898	0	3,246,586	96,361	13,991,135
Additions	0	586,507	0	342,945	0	929,451
Foreign exchange differences	16,435	13,811	0	-3,733	-1,449	25,064
Values as at 30.06.2019	262,725	11,002,215	0	3,585,798	94,912	14,945,650

	Land - fields	Buildings, building facilities and technical projects	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Total
Depreciations 1.1.2019	0	0	0	0	0	0
Depreciations for the Period	4,652	1,152,669	0	593,243	5,672	1,756,235
Foreign exchange differences	109	2,758	0	146	7	3,020
Depreciations 30.06.2019	4,761	1,155,427	0	593,388	5,679	1,759,255
Net book value as at 30.06.2019	257,965	9,846,788	0	2,992,410	89,233	13,186,395

# **Company**

	Land - fields	Buildings, building facilities and technical projects	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Total
Acquisition cost 1.1.2019	0	3,764,903	0	2,135,779	0	5,900,682
Additions	0	0	0	135,180	0	135,180
Values as at 30.06.2019	0	3,764,903	0	2,270,959	0	6,035,862

	Land - fields	Buildings, building facilities and technical projects	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Total
Depreciations 1.1.2019	0	0	0	0	0	0
Depreciations for the Period	0	441,432	0	302,096	0	743,528
Depreciations 30.06.2019	0	441,432	0	302,096	0	743,528
Net book value as at 30.06.2019	0	3,323,471	0	1,968,863	0	5,292,334



The Group's and the Company's statement of income during the first half of 2019 includes an amount concerning the amortization of utilization rights of € 1,756,235 and € 743,528 respectively, of financial expenses for leasing liabilities amounting to € 172,951 and € 73,115 respectively, and also of financial income for leasing assets of the Company and the Group for an amount of € 5,883.

The Group performed estimations in order to determine the duration of the leasing contracts incorporating renewal rights and where the Group is lessor. The assessment of the Group regarding its certainty to exercise such renewal rights determines the duration of the leases and therefore affects significantly the amount of leasing liabilities and the utilization rights that are being recognized.

# Accounting policy of leases after 1st January 2019

Since 1<sup>st</sup> January 2019, the leases are being recognized in the statement of financial position as a utilization right of the assets and as a leasing liability at the date when the leased fixed asset becomes available for use except for

- Short-term leases and
- Leases of fixed assets with insignificant value

The lease liabilities are initially measured at the present value of leases which were not paid at the commencement of lease. They are discounted with the implied lease rate or, if this particular rate cannot be determined from the agreement, via the interbank rate (IBR). The latter is defined as the cost which the lessor would have to pay in order to borrow the necessary capital and then purchase an asset of similar value with the leased asset in a similar financial environment and with similar terms and conditions.

Following their initial measurement, the lease liabilities are increased due to their financial cost or are reduced due to the payment of the leases. Finally, they are re-measured whenever there is a change: a) in the leases due to the change of an indicator, b) in the measurement of the residual value which is expected to be paid or c) in the evaluation of a buy or extension option when is relatively certain that the particular option will not be exercised.

The lease liabilities include the net present value of the following:

- Fixed leases (including the ones that are essentially fixed leases)
- Variable leases which are not dependent on any indicator
- Residual value which is expected to be paid
- Exercise price of a buy option if the lessor is almost certain regarding the exercise of the option
- Charges relating to the termination of a lease if the lessor selects the particular option.

The utilization rights relating to assets are initially being measured at cost and then are reduced by the amount of the cumulative amortization and impairment. Finally, they are adjusted after certain re-measurements of the respective lease liability take place. When the utilization rights relating to assets fulfill the definition of the investment property, then they are initially estimated according to their cost and subsequently according to their fair value. The initial measurement of the utilization rights for assets consists of the following:

- The amount of the initial measurement of the lease liability
- The payment of leases that occurred at the opening date or prior to this, reduced by the amount of the offered discounts or other incentives
- The initial expenses which are directly linked to the lease payment
- The recovery costs.

Each lease payment is allocated between the lease liability and the interest expense, which is charged against results throughout the entire leasing period, so that a fixed interest rate is achieved with regard to the balance of the financial liability in each period. The utilization right relating to an asset is amortized at the shortest period between the economic life of the asset and the term of its leasing, based on the straight line method.



## b. New Accounting Standards, amendments of standards and Interpretation applied for subsequent periods

Title	Applied for annual accounting periods beginning on
Amendments to References to the Conceptual Framework of the Preparation of Financial Statements (release on 29 March 2018)	1 January 2020
Amendments to IFRS 3 Business Combinations (release on 22 October 2018)	1 January 2020
Amendments to IAS 1 and IAS 8: Definition of "Material" (release on 31 October 2018)	1 January 2020
IFRS 17 «Insurance Contracts»	1 January 2021

The amendments applied mandatorily in the subsequent periods are not expected to have any material impact on the financial statements of the Company and the Group.

# Significant assumptions and estimations

No significant changes occurred in the nature and amounts of assumptions / estimations that were utilized in subsequent periods apart from the adoption of IFRS 16. The major sources of uncertainty concern assumptions related to the following:

- The definition of leases with regard to certain transactions;
- The terms for the renewal of leasing contracts;
- The determination of the discount rate.

## 4.8 FINANCIAL RISK MANAGEMENT

# 4.8.1 Capital Management

The Group's objectives as regards to management of capital, is to reassure the ability for the Group's smooth operation, aiming at providing satisfactory returns to shareholders and to maintain an ideal capital structure by reducing thus the cost of capital. The Group monitors its capital based on the leverage ratio. The leverage ratio is calculated by dividing net debt with total employed capital. Net debt is calculated as "Total debt" (including "short term and long-term debt" as presented in the Statement of Financial Position) minus "Cash and cash equivalents" and "financial assets at fair value through the profit and loss". The calculation of net debt does not include the purchase of treasury shares. Total employed capital is calculated as "Shareholders' Equity" as presented in the statement of financial position plus net debt. The leverage ratio on 30 June 2019 was as follows:

Amounts in €	Gro	oup
Amounts in €	30.06.2019	31.12.2018
Total Debt	56,804,247	45,720,618
Minus		
Cash & cash equivalents	-27,275,725	-32,779,766
Financial assets available for sale	0	0
Financial assets at fair value through profit and loss	-3,249,262	-1,415,190
Net Debt	26,279,261	11,525,662
Shareholders' Equity	225,440,989	221,924,459
Total Employed Capital	251,720,250	233,450,121
Leverage Ratio	10.44%	4.94%



## 4.8.2 Financial Instruments

The Group's financial instruments mainly consist of bank deposits, bank overdrafts, trade debtors and creditors, investments in securities, other liabilities.

The financial assets and liabilities during the date of the financial statements can be classified as follows:

Amounts in €	Gro	oup	Company		
Non-current assets	30.06.2019	31.12.2018	30.06.2019	31.12.2018	
Other long-term receivables	640,849	442,592	460,202	193,346	
Total	640,849	442,592	460,202	193,346	
Current assets					
Trade receivables	104,160,402	94,640,764	49,211,638	41,495,554	
Other receivables	5,563,684			17,769,862	
Cash & cash equivalents	27,275,725	32,779,766	3,806,128	11,669,266	
Financial assets at fair value through profit and loss	3,249,262	1,415,190	3,249,262	1,415,190	
Total	140,249,072	132,624,504	74,162,644	72,349,872	
Long-term Liabilities					
Loans	40,500,000	38,000,000	40,500,000	38,000,000	
Provisions and other long-term liabilities	520,405	541,804	0	0	
Total	41,020,405	38,541,804	40,500,000	38,000,000	
Short-term Liabilities					
Suppliers	55,319,942	62,612,807	29,713,033	28,069,170	
Other liabilities	16,993,376	6,365,807	17,292,862	7,822,071	
Loans	16,304,247	7,720,618	3,000,000	3,000,000	
Total	88,617,565	76,699,232	50,005,895	38,891,241	

## 4.8.3 Definition of fair values

The following table presents the fixed assets measured at fair value, according to the measurement method. The different categories are as follows:

- Published market prices (without amendment or adjustment) for the financial assets traded in active money markets (level 1)
- Measurement or valuation techniques based directly on publicized market prices or calculated indirectly from publicized market prices for similar instruments (level 2).
- Measurement or valuation techniques that are not based on available information from current transactions in active money markets (level 3).

The financial assets measured at fair value during 30 June 2019 are as follows:

Assets	Group					
	Level 1	Level 2	Level 3	Total		
Tangible fixed assets	0	60,349,940	0	60,349,940		
Investments in Property	0	1,097,416	0	1,097,416		
Financial Assets at Fair Value through Profit and Loss	3,249,262	0	0	3,249,262		

Assets	Company						
	Level 1	Level 2	Level 3	Total			
Tangible fixed assets	0	35,009,490	0	35,009,490			
Investments in Property	0	190,146	0	190,146			
Financial Assets at Fair Value through Profit and Loss	3,249,262	0	0	3,249,262			



The fair value of own-use tangible fixed assets and investments in property is carried out by approved appraiser based on international rules and standards.

The fair value of financial assets traded on active markets (i.e. derivatives, equity, bonds, mutual funds), is defined based on the published prices in effect during the balance sheet date. A market is considered "Active" when there are available and revised prices in frequent intervals that are published by a stock exchange, broker, sector, rating agency or regulatory authority. Such financial instruments are included in level 1.

The fair value of financial assets not traded on active markets (i.e. over the counter derivative contracts) is defined using valuation techniques that are based primarily on available information for transactions carried out in active markets, while they use the least possible estimations by the entity. Such financial instruments are included in level 2.

If the valuation techniques are not based on available market information, then the financial instruments are included in level 3.

## 4.9 EXPLANATORY NOTES ON THE FINANCIAL STATEMENTS

## 4.9.1 Segment Reporting

For management purposes, the Group is organized in four basic business segments: Mass Market Cosmetics, Household Products, Other Sales and the Private Label Products. According to IFRS 8 – Operating Segments, the management monitors the operating results of the business segments separately with the objective to evaluate the performance and decision making as regards to the allocation of resources. The Group's results per segment are analyzed as follows:

For the period 01/01/2019 - 30/06/2019:

Commercial Activity Sectors	Mass Market Cosmetics	Household Products	Other Sales	Private Label (Polipak)	Income from associate companies	Group Total
Income from external customers	77,257,112	66,348,807	18,976,448	9,606,790	0	172,189,157
Earnings before interest & tax (EBIT)	3,912,053	5,957,080	1,047,293	461,818	4,284,468	15,662,712
Interest income	20,485	17,592	5,032	2,547	0	45,656
Interest expenses	-353,987	-304,006	-86,949	-44,018	0	-788,960
Earnings before tax	4,305,254	6,294,763	1,143,874	510,712	4,284,468	16,539,070
Income tax	677,573	990,687	180,026	80,377	635,271	2,563,934
Earnings / losses after tax	3,627,681	5,304,075	963,848	430,335	3,649,197	13,975,136
Depreciation / amortization	2,272,377	1,951,529	558,158	592,202	0	5,374,265
Earnings before interest, tax, depreciation & amortization						
(EBITDA)	6,184,430	7,908,609	1,605,450	1,054,020	4,284,468	21,036,977

For the period 01/01/2018 – 30/06/2018:

Commercial Activity Sectors	Mass Market Cosmetics	Household Products	Other Sales	Private Label (Polipak)	Income from associate companies	Group Total
Income from external customers	74,139,207	57,718,459	19,494,389	8,921,717		160,273,771
Earnings before interest & tax (EBIT)	4,454,399	5,534,657	417,372	729,405	3,701,190	14,837,022
Interest income	30,218	23,525	7,946	3,636	0	65,325
Interest expenses	-265,950	-207,046	-69,930	-32,004	0	-574,930
Earnings before tax	4,249,345	5,375,020	363,454	704,729	3,701,190	14,393,738
Income tax	627,414	793,620	53,664	104,053	713,336	2,292,087
Earnings / losses after tax	3,621,931	4,581,400	309,790	600,676	2,987,854	12,101,651
Depreciation / amortization	1,274,207	991,989	335,044	439,675	0	3,040,914
Earnings before interest, tax, depreciation & amortization (EBITDA)						
(EDITUA)	5,728,605	6,526,645	752,415	1,169,079	3,701,190	17,877,935



## Notes

- Income from associate companies refers to income from the company Elsa Cosmetics Ltd and its subsidiaries.
- The calculation of financial income & expenses and depreciation, amortization has been proportionate based on the sales of each business activity of the Group. The calculation of income tax is based proportionately on the earnings before tax of each of the Group's business activity.

The allocation of consolidated assets and liabilities to the Group's business segments is analyzed as follows:

	Gro	oup	Mass Marke	t Cosmetics	Household	d Products	Other	Sales	Private Lal	bel (Polipak)
	30.06.2019	31.12.2018	30.06.2019	31.12.2018	30.06.2019	31.12.2018	30.06.2019	31.12.2018	30.06.2019	31.12.2018
Total Assets	390,931,984	354,703,896	175,401,730	156,245,741	150,635,912	134,525,204	43,083,437	44,747,035	21,810,906	19,185,917
Total Liabilities	162,666,331	130,074,975	72,984,450	57,297,540	62,679,423	49,332,310	17,926,966	16,409,375	9,075,492	7,035,749

## 4.9.2 Investments in associate companies

The consolidated financial statements of Sarantis Group incorporate the consolidated financial results of the company ELCA Cosmetics Ltd, based on the equity method.

The movement of the Group's participations in associate companies and joint ventures is analyzed as follows:

Group	30.06.2019	31.12.2018		
Opening Balance	20,554,060	17,256,128		
Share of profit of associates and	3,649,197	7,632,073		
joint ventures	3,049,197	7,032,073		
Dividends	-4,900,000	-4,067,000		
Other comprehensive income	0	-243,666		
Foreign Exchange differences	-59,176	-23,475		
Ending Balance	19,244,081	20,554,060		

# 4.9.3 Goodwill

The goodwill of the Group and the Company are analyzed as follows:

Amounts in Euros	Group	Company
Balance as at 1.1.2019	7,928,988	1,100,000
Additions / Reductions	0	0
Foreign exchange differences	-6,644	0
Impairment	0	0
Balance as at 30.06.2019	7,922,345	1,100,000

Amounts in Euros	Group	Company
Balance as at 1.1.2018	7,194,613	1,100,000
Additions / Reductions	806,713	0
Foreign exchange differences	-72,337	0
Impairment	0	0
Balance as at 31.12.2018	7,928,988	1,100,000

The goodwill additions result from the acquisitions realized by the Group within 2018.



# 4.9.4 Inventories

The inventories are analyzed as follows:

Group	30.06.2019	31.12.2018
Merchandise	64,283,425	52,286,194
Products	13,241,056	12,038,002
Raw Materials	16,261,511	14,828,628
Prepayments for stock purchase	753,303	1,434,255
Impairment due to obsolescence	-1,341,275	-840,598
Total	93,198,019	79,746,481

Company	30.06.2019	31.12.2018
Merchandise	21,654,561	16,949,344
Products	12,052,064	11,287,142
Raw Materials	10,015,779	9,505,647
Prepayments for stock purchase	598,321	1,233,535
Impairment due to obsolescence	-623,619	-378,503
Total	43,697,106	38,597,165

There is no pledge over the Group's and the Company's inventories.

# 4.9.5 Trade and other receivables

The trade receivables account is analyzed as follows:

Group	30.06.2019	31.12.2018
Trade receivables	88,552,596	86,510,585
Minus provisions	-4,456,837	-4,644,059
Net trade receivables	84,095,758	81,866,526
Checks and notes receivable	22,464,643	15,174,238
Minus provisions	-2,400,000	-2,400,000
Net checks and notes receivable	20,064,643	12,774,238
Total	104,160,402	94,640,764

Company	30.06.2019	31.12.2018
Trade receivables	32,540,286	32,031,390
Minus provisions	-2,193,985	-2,341,955
Net trade receivables	30,346,301	29,689,434
Checks and notes receivable	21,265,337	14,206,120
Minus provisions	-2,400,000	-2,400,000
Net checks and notes receivable	18,865,337	11,806,120
Total	49,211,638	41,495,554

The other receivables are analyzed as follows:

Group	30.06.2019	31.12.2018
Accounts receivable in legal contest	426,454	425,136
Sundry Debtors	3,266,727	3,621,577
Receivables from dividends	1,960,000	0
Short Term Lease Receivables	167,663	0
Accounts for management of prepayments & credits	54,423	52,336
Minus provisions	-311,583	-310,266
Total	5,563,684	3,788,784



Company	30.06.2019	31.12.2018
Accounts receivable in legal contest	425,136	425,136
Sundry Debtors	496,660	540,655
Receivables from dividends	17,062,000	17,062,000
Short Term Lease Receivables	167,663	0
Accounts for management of prepayments & credits	54,423	52,336
Minus provisions	-310,266	-310,266
Total	17,895,617	17,769,862

# 4.9.6 Cash & cash equivalents

Cash & cash equivalents represent cash in hand of the Group and company and bank deposits available at first demand, which are analyzed as follows:

Group	30.06.2019	31.12.2018
Cash in hand	411,345	295,354
Bank deposits	26,864,380	32,484,412
Total	27,275,725	32,779,766

Company	30.06.2019	31.12.2018
Cash in hand	394,278.19	279,370
Bank deposits	3,411,849	11,389,896
Total	3,806,128	11,669,266

# 4.9.7 Financial Assets at Fair Value through Results

	Group		Compa	าง
	30.06.2019	31.12.2018	30.06.2019	31.12.2018
Opening balance	1,415,190	2,978,000	1,415,190	2,978,000
Additions	1,607,826	3,171,319	1,607,826	3,171,319
Sales	-513,536	-4,437,694	-513,536	-4,437,694
Fair value adjustments	739,782	-296,435	739,782	-296,435
Closing balance	3,249,262	1,415,190	3,249,262	1,415,190

The above items are placements with a short-term investment horizon that are traded on active markets.

# 4.9.8 Trade and other liabilities

The Company's and Group's trade and other liabilities are analyzed as follows:

Group	30.06.2019	31.12.2018
Suppliers	50,237,227	58,100,885
Checks payable	5,082,716	4,511,922
Total	55,319,942	62,612,807

Company	30.06.2019	31.12.2018
Suppliers	24,630,318	23,557,248
Checks payable	5,082,716	4,511,922
Total	29,713,033	28,069,170



The Company's and Group's other liabilities are analyzed as follows:

Group	30.06.2019	31.12.2018
Social Security Funds	1,309,089	1,810,879
Customer Prepayments	667,010	1,312,857
Long-term Liabilities payable in the fol	88,573	148,868
Dividends Payable	10,212,156	29,991
Sundry Creditors	4,716,548	3,063,212
Total	16,993,376	6,365,807

Company	30.06.2019	31.12.2018
Social Security Funds	537,370	1,271,364
Customer Prepayments	2,312,291	3,827,002
Short-term Liabilities towards Related	483,500	483,500
Dividends Payable	10,020,854	29,991
Sundry Creditors	3,938,847	2,210,213
Total	17,292,862	7,822,071

#### 4.9.9 Provisions and other long-term liabilities

The provisions and other long-term liabilities are analyzed as follows:

Group	30.06.2019	31.12.2018
Other provisions	418,275	401,465
Other long-term liabilities	102,130	140,339
Total	520,405	541,804

## 4.9.10 Loans

Loans are analyzed as follows:

	Group		Company			
Short-term loans	30.06.2019	31.12.2018	30.06.2019	31.12.2018		
Bank loans	16,304,247	7,720,618	3,000,000	3,000,000		
Long-term loans						
Bank loans	40,500,000	38,000,000	40,500,000	38,000,000		
Total	56,804,247	45,720,618	43,500,000	41,000,000		

The Group's bank loans concern loans for working capital and Bond Loans.

During the first half of 2019, an amount of 1.5 million Euro was repaid concerning a loan of initial amount 25 million Euro that had been granted to GR. SARANTIS S.A. from EBRD.

Furthermore, EUROBANK ERGASIAS S.A. granted a bond loan of 4 million Euro to GR. SARANTIS S.A..

#### 4.9.11 Income Tax

	Gr	oup	Company			
	01.01 - 30.06.2019	01.01 - 30.06.2018	01.01 - 30.06.2019	01.01 - 30.06.2018		
Tax for the period	-2,658,845	-2,920,075	0	0		
Deferred tax	94,911	627,988	-301,060	84,508		
Total	-2,563,934	-2,292,087	-301,060	84,508		

With regard to the fiscal year 2018, the Company is subject to the tax audit of the Certified Auditors stipulated by the provisions of article 65A of Law 4174/2013. The audit is under progress and the relevant tax certificate is expected to be granted after the release of the annual financial statements for the period 01.01 - 30.06.2019. The Management of the Company does not expect the emergence of any significant tax obligations apart from those already depicted in the financial statements.



## 4.9.12 Financial Income / Expenses

The financial income / expenses are analyzed as follows:

Group	01.01 - 30.06.2019	01.01 - 30.06.2018
Interest Expense	-788,960	-574,930
Interest Income	45,656	65,325
Foreign exchange differences	1,017,595	-305,940
Gain from sale of participations & securities	123,796	959,051
Loss from sale of participations & securities	-11,907	-86,956
Other financial income/expense	490,178	-499,833
Σύνολο	876,359	-443,284

Company	01.01 - 30.06.2019	01.01 - 30.06.2018
Interest Expense	-586,417	-432,757
Interest Income	6,363	2,382
Foreign exchange differences	-12,902	-17,338
Gain from sale of participations & securities	123,796	959,051
Loss from sale of participations & securities	-11,907	-86,956
Other financial income/expense	740,116	-332,747
Σύνολο	259,050	91,633

## 4.9.13 Share Capital

		Share Capital				
	Number of	Nominal value of	Chave senited	Chara mramium	Total	
	shares	shares	Share capital	Share premium	Total	
30.06.2019	69,877,484	0.78	54,504,438	40,676,356	95,180,793	
31.12.2018	69,877,484	0.78	54,504,438	40,676,356	95,180,793	
31.12.2017	34,938,742	1.55	54,155,050	41,025,743	95,180,793	

Following the decision of the Ordinary General Meeting of shareholders on 27/04/2018, the Company proceeded with a share capital increase by an amount of 349,387.42 Euros through the capitalization of reserves by 349,387.42 euros and the increase in the share's nominal value from 1.55 euro to 1.56 euro.

Following the aforementioned increase, the Company's share capital amounts to 54,504,437.52 euro divided to 34,938,742 common registered shares of nominal value 1.56 euro each.

Following, the General Meeting approved the decrease of the nominal value per share from 1.56 Euros to 0.78 Euros and the simultaneous increase of the total number of shares from 34,938,742 to 69,877,484 common registered shares (stock split).

The above new shares were distributed as bonus shares to the Company's shareholders based on the ratio one new common registered share for every one old common registered share.

## 4.9.14 Earnings per Share

Earnings per share were calculated according to the weighted average number of shares after the deduction of the weighted average number of treasury shares held by the Company.

	Group			
	01.01 - 30.06.2019	01.01 - 30.06.2018	01.01 - 30.06.2019	01.01 - 30.06.2018
Earning (loss) per share corresponding to the shareholders of the Company	13,652,993	11,837,952	1,940,889	2,127,556
Weighted average number of shares	67,145,884	68,421,134	67,145,884	68,421,134
Earnings per share (€)	0.2033	0.1730	0.0289	0.0311



#### 4.9.15 Dividends

- For the period ended on 30/06/2019:

The Ordinary General Meeting of shareholders during its meeting on 18.06.2019 approved the distribution of a dividend of 0.14311 Euros per share or a total amount of 10,000,036 Euros. According to the legislation in effect, the dividend that corresponded to 2,731,600 treasury shares of the Company increased the total dividend granted to other shareholders and therefore the total gross dividend per share accounted for 0.14893 Euros.

- For the period ended on 30/06/2018:

The Ordinary General Meeting of shareholders during its meeting on 27.04.2018 approved the distribution of a dividend of 0.26905 Euros per share or a total amount of 9,400,423.76 Euros. According to the legislation in effect, the dividend that corresponded to 1,365,800 treasury shares of the Company increased the total dividend granted to other shareholders and therefore the total gross dividend per share accounted for 0.2800 Euros.

#### 4.9.16 Treasury Shares

During the first half of 2019, the Company did not proceed with any purchase of treasury shares (own shares).

The share buy-back program, which was approved in accordance with the provisions of article 16 of Codified Law 2190/1920 of the Extraordinary General Meeting, which took place on the 9th of June 2016, has been completed. During the above program, pursuant to Regulations EU/596/2014 and EU/1052/2016, as well as any acceptable practice for servicing the legitimate purposes and uses allowed, the company purchased in total 2,731,600 own common registered shares (adjusted after split), which correspond to 3.91% of its share capital, at an average acquisition price of 4.59 Euro per share, paying a total of 12,528,913 Euros.

As of 30/06/2019, the Company held in total 2,731,600 treasury shares with nominal value of EUR 0.78 per share, corresponding to 3.91% of its share capital.

# 4.9.17 Table of Changes in Fixed Assets

## 4.9.17.1 Company

	Land - fields	Buildings, building facilities and technical projects	Investment property	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Fixed assets under construction and prepayments	Intangible assets	Total
Acquisition cost 1.1.2018	7,767,072	32,720,432	203,660	12,363,377	918,673	10,173,692	135,660	22,974,067	87,256,632
Additions	6,000	230,847	0	1,669,972	168,695	1,062,224	165,758	77,418	3,380,915
Write-offs	0	0	0	-22,198	-25,150	-20,503	-86,160	0	-154,011
Cost of disposals	0	0	0	-46,177	-57,482	-51,001	0	0	-154,660
Values as at 31.12.2018	7,773,072	32,951,279	203,660	13,964,975	1,004,737	11,164,412	215,258	23,051,484	90,328,877

	Land - fields	Buildings, building facilities and technical projects	Investment property	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Fixed assets under construction and prepayments	Intangible assets	Total
Depreciations 1.1.2018	0	14,436,992	13,514	8,300,292	786,538	7,058,304	0	4,063,480	34,659,120
Depreciations for the Period	0	1,172,322	0	688,612	34,059	795,448	0	1,201,633	3,892,074
Depreciations of write-offs	0	0	0	-7,624	-24,831	-16,085	0	0	-48,540
Depreciation of disposals	0	0	0	-44,737	-35,079	-44,972	0	0	-124,789
Depreciations 31.12.2018	0	15,609,315	13,514	8,936,543	760,686	7,792,695	0	5,265,113	38,377,866
Net book value as at 31.12.2018	7,773,072	17,341,964	190,146	5,028,432	244,050	3,371,717	215,258	17,786,371	51,951,011



	Land - fields	Buildings, building facilities and technical projects	Investment property	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Fixed assets under construction and prepayments	Intangible assets	Total
Acquisition cost 1.1.2019	7,773,072	32,951,279	203,660	13,964,975	1,004,737	11,164,412	215,258	23,051,484	90,328,877
Additions	0	6,804	0	525,684	35,964	587,437	1,352,850	59,840	2,568,578
Reclassifications	0	42,690	0	43,245	0	4,402	-90,337	0	0
Write-offs	0	0	0	0	0	-120,960	0	0	-120,960
Cost of disposals	0	0	0	0	0	-214	0	0	-214
Values as at 30.06.2019	7,773,072	33,000,773	203,660	14,533,903	1,040,700	11,635,077	1,477,772	23,111,324	92,776,281

	Land - fields	Buildings, building facilities and technical projects	Investment property	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Fixed assets under construction and prepayments	Intangible assets	Total
Depreciations 1.1.2019	0	15,609,315	13,514	8,936,543	760,686	7,792,695	0	5,265,113	34,659,120
Depreciations for the Period	0	587,137	0	407,916	25,503	451,185	0	598,818	2,070,559
Depreciations of write-offs	0	0	0	0	0	-119,073	0	0	-119,073
Depreciation of disposals	0	0	0	0	0	-98	0	0	-98
Depreciations 30.06.2019	0	16,196,452	13,514	9,344,459	786,189	8,124,707	0	5,863,932	40,329,253
Net book value as at 30.06.2019	7,773,072	16,804,321	190,146	5,189,444	254,511	3,510,370	1,477,772	17,247,393	52,447,029



# 4.9.17.2 Group

	Land - fields	Buildings, building facilities and technical projects	Investment property	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Fixed assets under construction and prepayments	Intangible assets	Total
Acquisition cost 1.1.2018	8,288,396	35,875,128	542,018	24,782,675	2,237,798	10,921,969	614,329	44,600,044	127,862,356
Additions	1,011,207	1,522,489	0	4,124,267	360,531	1,277,865	4,567,577	18,812,955	31,676,891
Reclassifications	0	0	0	314,019	7,891	-1,169	-320,514	-228	0
Due to absorption of subsidiary	43,573	1,938,123	0	3,614,310	171,540	177,318	277,194	739,399	6,961,456
Revaluation	931,161	911,558	583,076	0	0	0	261,237	0	2,687,033
Write-offs	0	0	0	-83,751	-25,328	-28,337	-96,735	0	-234,151
Cost of disposals	0	0	0	-331,868	-283,845	-79,113	-198,569	-20,525	-913,921
Foreign exchange differences	-23,282	6,523	-315	-163,580	-8,628	-4,318	-4,206	-210,848	-408,654
Values as at 31.12.2018	10,251,054	40,253,822	1,124,780	32,256,071	2,459,960	12,264,215	5,100,314	63,920,796	167,631,011

	Land - fields	Buildings, building facilities and technical projects	Investment property	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Fixed assets under construction and prepayments	Intangible assets	Total
Depreciations 1.1.2018	0	15,376,875	13,514	14,602,890	1,720,130	7,663,359	0	8,362,043	47,738,811
Depreciations for the Period	0	1,308,339	0	1,983,548	178,378	829,986	0	2,119,523	6,419,774
Due to absorption of subsidiary	0	681,243	0	1,966,739	125,272	162,356	0	472,490	3,408,100
Revaluation	0	227,989	0	0	0	0	0	0	227,989
Depreciations of reclassifications	0	0	0	1,615	0	-1,387	0	-228	0
Depreciations of write-offs	0	0	0	-79,470	-25,009	-23,919	0	0	-128,399
Depreciation of disposals	0	0	0	-304,407	-224,069	-73,084	0	0	-601,560
Foreign exchange differences	0	10,199	0	-67,211	-5,876	-3,067	0	-49,801	-115,757
Depreciations 31.12.2018	0	17,604,645	13,514	18,103,704	1,768,826	8,554,244	0	10,904,027	56,948,959
Net book value as at 31.12.2018	10,251,054	22,649,177	1,111,266	14,152,367	691,134	3,709,971	5,100,314	53,016,769	110,682,052



	Land - fields	Buildings, building facilities and technical projects	Investment property	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Fixed assets under construction and prepayments	Intangible assets	Total
Acquisition cost 1.1.2019	10,251,054	40,253,822	1,124,780	32,256,071	2,459,960	12,264,215	5,100,314	63,920,796	167,631,011
Additions	44	42,399	0	884,413	106,147	710,388	4,152,113	251,114	6,146,620
Reclassifications	0	1,907,179	0	1,294,042	9,587	35,501	-3,246,309	0	0
Write-offs	0	-4,658	0	-56,135	0	-330,797	0	0	-391,591
Cost of disposals	0	-53,862	0	-79,278	-61,806	-1,686	0	-260	-196,892
Foreign exchange differences	30,525	207,781	-13,851	432,320	19,886	14,950	145,385	133,212	970,209
Values as at 30.06.2019	10,281,623	42,352,660	1,110,929	34,731,433	2,533,774	12,692,573	6,151,503	64,304,861	174,159,356

	Land - fields	Buildings, building facilities and technical projects	Investment property	Machinery, technical installations and other equipment	Vehicles	Furniture and other equipment	Fixed assets under construction and prepayments	Intangible assets	Total
Depreciations 1.1.2019	0	17,604,645	13,514	18,103,704	1,768,826	8,554,244	0	10,904,027	56,948,959
Depreciations for the Period	0	706,330	0	1,231,608	100,877	485,605	0	1,093,610	3,618,030
Depreciations of write-offs	0	-2,725	0	-35,511	0	-175,308	0	0	-213,544
Depreciations of disposal	0	-53,862	0	-80,449	-56,627	-69,666	0	-260	-260,866
Foreign exchange differences	0	63,697	0	222,337	12,694	13,208	0	18,785	330,722
Depreciations 30.06.2019	0	18,318,084	13,514	19,441,690	1,825,769	8,808,083	0	12,016,162	60,423,302
Net book value as at 30.06.2019	10,281,623	24,034,576	1,097,416	15,289,744	708,005	3,884,490	6,151,503	52,288,699	113,736,055

The net book value of intangible assets within the Group at 30/06/2019 includes trademarks – rights amounting to 45.7 mil. euros (46.3 mil. euros at 31/12/2018) and software amounting to 6.6 mil. euros (6.7 mil.).

Correspondingly, the net book value of intangible assets within the Company at 30/06/2019 includes trademarks – rights amounting to 13.1 mil. euros (13.5 mil. euros at 31/12/2018) and software amounting to 4.1 mil. euros (4.3 mil.).



#### 4.9.18 Number of Employees

The number of employees for the Group and Company is as follows:

	Gro	oup	Com	pany
	01.01 - 30.06.2019	01.01 - 30.06.2018	01.01 - 30.06.2019	01.01 - 30.06.2018
Regular employees	1,980	2,588	595	626
Day-wage employees	<u>633</u>	<u>106</u>	<u>104</u>	<u>67</u>
Total Employees	2,613	2,694	699	693

#### 4.9.19 Legal Cases

There are no pending or under arbitration legal cases and decisions by judicial or arbitration bodies which may significantly affect the financial statements of the Group and the Company, apart from the case of Marinopoulos S.A., where the Company has a claim of 2.4 million Euros, which is included in the Company's provisions.

#### 4.9.20 Contingent Liabilities

There are no contingent liabilities either in the Group or the Company.

#### 4.9.21 Events after the Balance Sheet Date

- Sarantis Group announced on July 30th 2019 that it has signed an agreement with Coty for the representation and distribution of Coty Luxury Cosmetics brands in the Greek selective market, starting from 1st September 2019.

The agreement involves the representation and distribution of the following brands:

BALENCIAGA, BOTTEGA VENETA, BURBERRY, CALVIN KLEIN, CHLOE, DAVIDOFF, ESCADA, GUCCI, HUGO BOSS, JIL SANDER, JOOP, LACOSTE, LANCASTER, MARC JACOBS, MIU MIU, NIKOS, PHILOSOPHY, ROBERTO CAVALLI, STELLA MCCARTNEY, and TIFFANY & CO.

- Sarantis Group announced on July 30th 2019 the extension of its agreement with Estee Lauder Companies Inc. regarding ELCA Cosmetics Ltd. ELCA Cosmetics Ltd ("ELCA"), is a joint venture created in 2001 for the sale and distribution of beauty products in Greece, Romania, Bulgaria and Cyprus (the "Territory"). ELCA is owned by Sarantis Group (the "Group") which holds a 49% interest in the joint venture and The Estée Lauder Companies Inc. ("EL") which holds the remaining 51% interest.

ELCA is based in Cyprus and fully owns the subsidiary companies ESTEE LAUDER HELLAS S.A., ESTEE LAUDER BULGARIA EOOD and ESTEE LAUDER ROMANIA Srl., based in Greece, Bulgaria and Romania respectively.

The Group and EL have agreed to amend the Shareholders Agreement governing ELCA to extend the term of the arrangement from June 30, 2021 to June 30, 2028. The parties have also agreed to expand the Territory to include Moldova.

Based on the new agreement, EL will have the right to increase its interest in ELCA to 100% by purchasing shares held by the Group, including the right to increase its stake based on the financial statements of ELCA at June 30th 2021, June 30th 2024 and June 30th 2027 for the 9%, 25% and 15% respectively.

- Sarantis Group announced on August 13th 2109 that it completed the acquisition of LUKSJA, a Polish cosmetics brand specializing in the personal care products category.

More specifically, Sarantis Group signed an agreement for the acquisition of the LUKSJA trademark that until now belonged to the company PZ Cussons Plc. The acquisition is subject to approval of the Antimonopoly Committee.

LUKSJA is an award winning cosmetics brand boasting a 30-year history of successful presence in the Polish bath and shower market. LUKSJA holds the leading position in the branded bar soap, liquid soap, hand wash and bath foam categories.

LUKSJA products are highly recognized in the market for their high quality, unique fragrances and the constant new product development pipeline that addresses consumer needs and trends.

LUKSJA's FY 2018 sales amounted to 16 mil. euros.

The acquisition cost amounted to 9.222 million GBP.



As part of the deal, Sarantis Group will act as a distributor for other brands of PZ Cussons currently sold in CEE, including Morning Fresh, Carex, Original Source, etc. The estimated sales from the distribution business amounts to 6 mil. euros.

It is noted that no cost was assumed by Sarantis Group for the distribution business.

## 4.9.22 Transactions with Related Parties

The most significant transactions between the Company and its related parties, as such are defined by International Accounting Standard 24, are presented below.

<u>Subsidiaries</u> <u>Company</u>

Trade receivables	30.06.2019	31.12.2018
Sarantis Bulgaria LTD	165,130	108,171
Sarantis Romania S.A.	510,236	814,636
Sarantis Polska S.A.	997,840	426,494
Sarantis Czech Republic sro	713,533	763,938
Polipak SP.Z.O.O.	0	7,460
Sarantis Hungary Kft.	186,894	274,109
Sarantis Portugal LDA	1,088,255	1,142,773
Elode France SARL	21,240	19,506
Total	3,683,128	3,557,085
Grand Total Receivables	3,683,128	3,557,085

Trade Liabilities	30.06.2019	31.12.2018
Sarantis Belgrade D.O.O	1,093,859	1,647,316
Sarantis Skopje D.O.O	564,167	902,108
Sarantis Bulgaria LTD	1,859	0
Sarantis Polska S.A.	193,486	246,879
Sarantis Czech Republic sro	0	399
Polipak SP.Z.O.O.	608,808	454,131
Sarantis Hungary Kft.	0	670
Sarantis Portugal LDA	127	0
Sarantis France SARL	55,458	57,181
Total	2,517,763	3,308,683

Liabilities from loans	30.06.2019	31.12.2018
Waldeck LTD	549,433	538,493
Total	549,433	538,493
Grand Total Liabilities	3,067,196	3,847,176



## <u>Income</u>

Income from sale of merchandise	01.01 - 30.06.2019	01.01 - 30.06.2018
Sarantis Belgrade D.O.O	1,420,229	1,273,482
Sarantis Skopje D.O.O	331,571	320,459
Sarantis Bulgaria LTD	1,074,977	904,289
Sarantis Romania S.A.	2,995,375	2,956,868
Sarantis Polska S.A.	3,012,812	1,932,222
Sarantis Czech Republic sro	1,508,238	1,168,562
Sarantis Hungary Kft.	343,519	320,527
Sarantis Portugal LDA	506,321	544,114
Total	11,193,041	9,420,522

Other Income	01.01 - 30.06.2019	01.01 - 30.06.2018
Sarantis Belgrade D.O.O	55,523	32,763
Sarantis Banja Luca DOO	4,159	3,870
Sarantis Skopje D.O.O	12,481	9,191
Sarantis Bulgaria LTD	11,626	5,604
Sarantis Romania S.A.	42,101	33,340
Sarantis Polska S.A.	58,359	42,061
Sarantis Czech Republic sro	50,143	42,980
Polipak SP.Z.O.O.	13,700	24,495
Sarantis Hungary Kft.	19,162	19,787
Sarantis Portugal LDA	40,187	39,473
Total	307,441	253,565
Grand Total Income	11,500,482	9,674,088

# **Expenses and Purchases**

Purchases of Merchandise - Services	01.01 - 30.06.2019	01.01 - 30.06.2018
Sarantis Belgrade D.O.O	53	14,288
Sarantis Bulgaria LTD	3,683	0
Sarantis Romania S.A.	12,827	29,756
Sarantis Polska S.A.	542,857	593,756
Polipak SP.Z.O.O.	1,579,897	1,682,913
Sarantis Hungary Kft.	82	893
Sarantis Portugal LDA	127	0
Total	2,139,526	2,321,607

Expenses – Interest	01.01 - 30.06.2019	01.01 - 30.06.2018
Waldeck LTD	10,939	10,939
Total	10,939	10,939
Grand Total Expenses	2,150,465	2,332,546



Table of Disclosures of Related Parties				
	Group	Company		
a) Income	0	11,500,482		
b) Expenses	0	2,150,465		
c) Receivables	0	3,683,128		
d) Liabilities	0	3,067,196		
e) Transactions and remuneration of senior ex	899,949	602,707		
f) Receivables from senior executives and mar	82,327	0		
g) Liabilities towards senior executives and m	0	0		
h) Receivables from affiliates	0	0		
i) Payables to affiliates	17,447	17,447		

# 4.9.23 Business Units and Geographical Analysis Tables

# 4.9.23.1 Breakdown by Business Unit

**Turnover Analysis** 

SBU Turnover (€ mil)	H1 '19	%	H1 '18
Cosmetics	77.26	4.21%	74.14
% of Total	44.87%		46.26%
Own	50.85	-1.16%	51.45
% of SBU	65.82%		69.39%
Distributed	26.41	16.36%	22.69
% of SBU	34.18%		30.61%
Household Products	66.35	14.95%	57.72
% of Total	38.53%		36.01%
Own	65.95	15.45%	57.12
% of SBU	99.39%		98.96%
Distributed	0.40	-32.80%	0.60
% of SBU	0.61%		1.04%
Private Label	9.61	7.68%	8.92
% of Total	5.58%		5.57%
Other Sales	18.98	-2.66%	19.49
% of Total	11.02%		12.16%
Health Care Products	4.32	-9.39%	4.77
% of SBU	22.78%		24.47%
Selective	14.65	-0.47%	14.72
% of SBU	77.22%		75.53%
Total Turnover	172.19	7.43%	160.27



**EBIT Analysis** 

EBIT Analysis					
SBU EBIT (€ mil)		H1 '19	%	H1 '18	
Cosmetics		3.91	-12.18%	4.45	
	Margin	5.06%		6.01%	
	% of EBIT	24.98%		30.02%	
Own		3.08	-20.41%	3.87	
	Margin	6.05%		7.51%	
	% of EBIT	19.64%		26.05%	
Distributed		0.84	41.87%	0.59	
	Margin	3.16%		2.59%	
	% of EBIT	5.33%		3.97%	
Household Products		5.96	7.63%	5.53	
	Margin	8.98%		9.59%	
	% of EBIT	38.03%		37.30%	
Own		6.02	8.62%	5.54	
	Margin	9.13%		9.70%	
	% of EBIT	38.43%		37.34%	
Distributed		-0.06	-916.00%	-0.01	
	Margin	-15.24%		-1.01%	
	% of EBIT	-0.39%		-0.04%	
Private Label		0.46	-36.69%	0.73	
	Margin	4.81%		8.18%	
	% of EBIT	2.95%		4.92%	
Other Sales		1.05	150.93%	0.42	
	Margin	5.52%		2.14%	
	% of EBIT	6.69%		2.81%	
Health Care Products		0.53	1043.59%	0.05	
	Margin	12.37%		0.98%	
	% of EBIT	3.41%		0.32%	
Selective		0.51	38.29%	0.37	
	Margin	3.50%		2.52%	
	% of EBIT	3.27%		2.50%	
Income from Associated Companies		4.28	15.76%	3.70	
	% of EBIT	27.35%		24.95%	
Total EBIT		15.66	5.57%	14.84	
	Margin	9.10%		9.26%	



## 4.9.23.2 Geographical Breakdown

**Total EBIT** 

For administrative purposes, the Group monitors its operating results on a country-by-country basis. Operational costs are allocated in order to serve the evaluation of performance and the most effective decision-making.

		ver Analysis		
Country Turnover (€ mil)	H1 '19		%	H1 '18
Greece	59.50		-0.82%	59.99
% of Total Turnover	34.55%			37.43%
Poland	27.37		-0.84%	27.60
Poland - Polipak	9.61		7.68%	8.92
Romania	24.80		8.86%	22.78
Bulgaria		6.20	0.10%	6.19
Serbia	;	8.92	4.14%	8.57
Czech Republic	1	10.54	1.78%	10.35
Slovakia	:	2.79	15.78%	2.41
Hungary		4.96	-1.72%	5.05
North Macedonia		1.98	-2.53%	2.03
Bosnia	1.33		-0.56%	1.34
Portugal	0.84		-1.72%	0.86
Ukraine	12.05		239.06%	3.55
Russia	1.31		107.25%	0.63
Foreign Countries Subtotal	112.69		12.37%	100.28
% of Total Turnover	65.45%			62.57%
Total Turnover	1	72.19	7.43%	160.27
	EBI	T Analysis		
Country EBIT (€ mil)		H1 '19	%	H1 '18
Greece		10.66	6.09%	10.05
6 of Total Ebit		68.05%		67.71%
	Poland	0.95	-26.05%	1.28
Polano	d-Polipak	0.46	-36.69%	0.73
Romania Bulgaria		1.42	-2.66%	1.46
		0.46	12.95%	0.41
Serbia		0.38	-31.37%	0.56
Czech Republic		0.80	25.09%	0.64
Slovakia		0.11	-49.52%	0.23
Hungary		0.05	116.66%	-0.32
North Macedonia		0.24	-15.19%	0.28
Bosnia		-0.14	4.68%	-0.15
Portugal		-0.20	9.52%	-0.22
	Ukraine	0.52 625.18%		-0.10
Russia		-0.06	-2050.59%	0.00
Foreign Countries Subtotal				
Foreign Countries Subtotal		5.00	4.46%	4.79

15.66

5.57%

14.84



## Marousi, 10 September 2018

THE CHAIRMAN OF THE BOARD	THE VICE-CHAIRMAN OF THE BOARD	THE GROUP'S CHIEF FINANCIAL OFFICER & BOARD MEMBER	THE COMPANY'S FINANCE DIRECTOR	THE ACCOUNTANT DIRECTOR
GRIGORIS SARANTIS	KYRIAKOS SARANTIS	KONSTANTINOS ROZAKEAS	ANASTASIA- STAVROULA LATSOU	VASILIOS D. MEINTANIS
ID No. X 080619/03	ID No. AI 597050/2010	ID No. AK 783631/13	ID No. AA 128208/05	ID No. AB 656347/06