



**A T L A N T I S SE
CONDENSED FINANCIAL STATEMENT
FOR 6 MONTHS**

ENDED ON DECEMBER 31 2023

**PREPARED IN ACCORDANCE
WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS**

Tallinn, 22/02/2024



ATLANTIS SE

Condensed financial statement for 6 months ended on December 31, 2023 (in thous. EUR)

CORPORATE PROFILE

Company's name: **ATLANTIS SE**

Beginning of the financial year: July 1, 2023

End of the financial year: June 30, 2024

Registry code: 14633855

Address: Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145

E-mail: biuro@atlantis-sa.pl

Website: www.atlantis-sa.pl

The main economic activity: As at 31/12/2023 the main economic activity registered in the Republic of Estonia is 'holding company activities'.

Supervisory Board:

1. Małgorzata Patrowicz,
2. Jacek Koralewski,
3. Martyna Patrowicz,
4. Wojciech Hetkowski

Management Board:

1. Damian Patrowicz *Member of the Management Board*

The duration of the company is unlimited.

Financial statement ATLANTIS SE for the period since 01/07/2023 to 31/12/2023 have been prepared in accordance with the International Financial Reporting Standards, which was approved by the European Union and related interpretations published in the form of European Commission regulations.



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**STATEMENT OF FINANCIAL POSITION**

INTERIM CONDENSED STATEMENT OF FINANCIAL POSITION	December 31, 2023 unaudited in thous. EUR	June 30, 2023 audited in thous. EUR
Assets		
Fixed assets	210	4 032
Long-term financial assets	210	4 032
Current assets	7 123	3 190
Short-term receivables	88	86
Short-term financial asset	7 033	2 935
Cash and cash equivalents	1	160
Short-term accruals and prepayments	1	9
Assets total	7 333	7 222
Liabilities		
Equity	7 326	7 196
Share capital	33 750	33 750
Supplementary capital	0	0
Other reserve capital	292	292
Exchange differences	-961	-963
Profit / (loss) from the previous years and the current year	-25 755	-25 883
Short-term liabilities	7	26
Trade liabilities	6	21
Other liabilities	1	0
Short-term provisions	0	5
Liabilities total	7 333	7 222
Book value	7 326	7 196
Number of shares	337 500 000	337 500 000
Book value per share (in PLN)	0,02	0,02
Diluted number of shares	337 500 000	337 500 000

INCOME STATEMENT

INTERIM CONDENSED INCOME STATEMENT	6 months ended on 31/12/2023 (unaudited) In thous. EUR	6 months ended on 31/12/2022 (unaudited) In thous. EUR
Net revenues from sales of products, goods and materials	148	229
Gross profit (loss) on sales (I-II)	148	229
General and administrative expenses	20	11
Profit (loss) on operating activities	128	218
Pre-tax profit	128	218
Income tax	0	0
Net profit (loss)	128	218
Net profit (loss)	128	218
Weighted average number of ordinary shares	337 500 000	322 304 795
Profit (loss) per one ordinary share (PLN)	0,00	0,00
Weighted diluted average number of ordinary shares	337 500 000	322 304 795
Diluted profit (loss) per one ordinary share (PLN)	0,00	0,00

STATEMENT OF COMPREHENSIVE INCOME	6 months ended on 31/12/2023 (unaudited) In thous. EUR	6 months ended on 31/12/2022 (unaudited) In thous. EUR
Profit/loss for the period	128	218
Other comprehensive income, including	2	-47
Elements which could be transferred to the income statement in the next periods:	2	-47
- differences from conversion into EURO	2	-47
Comprehensive income for the period	130	171

STATEMENT OF CHANGES IN EQUITY

INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY	6 months ended on 31/12/2023 (unaudited) In thous. EUR	6 months ended on 31/12/2022 (unaudited) In thous. EUR
Opening balance of equity (OB)	7 196	6 771
Opening balance of equity (OB) after reconciliation to comparable data	7 196	6 771
Opening balance of share capital	33 750	33 750
Closing balance of share capital	33 750	33 750
Opening balance of supplementary capital	0	0
Closing balance of supplementary capital	0	0
Opening balance of other reserve capital	292	292
Closing balance of other reserve capitals	292	292
Opening balance of retained profit/not settled loss of previous years	-25 883	-26 312
Changes of retained profits/not settled loss of previous years	128	218
a) increases (due to)	128	218
- profit/loss for the period	128	218
Closing balance of retained profit/not settled loss of previous years	-25 755	-26 094
Opening balance of exchange differences	-963	-959
Changes in exchange differences	2	-47
a) increase	2	0
b) decrease	0	47
Closing balance of exchange differences	-961	-1 006
Closing balance of equity (CB)	7 326	6 942

CASH FLOW STATEMENT

CASH FLOW STATEMENT	6 months ended on 31/12/2023 (unaudited) In thous. EUR	6 months ended on 31/12/2022 (unaudited) In thous. EUR
Operating activity		
Gross profit (loss)	128	218
Total adjustments	-289	-201
Interest and dividends	-147	-126
Loans granted	-134	-5 272
Received repayments of the loans	5	5 206
Change in other provisions	-5	-5
Change in receivables and in accrued expenses	-2	-7
Change in liabilities	-14	1
Change in accruals	8	2
Other adjustments	0	0
Net cash flow from operating activities	-161	17
Investment activity		
Inflows from investment activity	0	0
Expenses due to investment activity	0	0
Net cash flow from investment activity	0	0
Financial activity		
Inflows due to financial activity	0	0
Expenses due to financial activity	0	0
Net cash flow from financial activities	0	0
Exchange differences	2	0
Net cash flow, total	-159	17
Balance sheet change in cash	-159	17
Cash opening balance	160	0
Cash closing balance	1	17

TRANSACTIONS WITH RELATED ENTITIES
Personal ties of ATLANTIS SE:

Personal ties of Management Board:

- **Damian Patrowicz** – Member of the Supervisory Board of Elkop SE, Member of the Management Board of FON SE, Investment Friends Capital SE, Atlantis SE, Patro Inwestycje Sp. z o.o., and PATRO INVEST OÜ

Personal ties of the Supervisory Board:

- **Wojciech Hetkowski** *Member of the Supervisory Board* – Member of the Supervisory Board of Elkop SE, Atlantis SE, FON SE, Investment Friends Capital SE, Investment Friends SE,
- **Małgorzata Patrowicz** *Member of the Supervisory Board* – Member of the Supervisory Board of Elkop SE, Fon SE, Investment Friends Capital SE, Investment Friends SE

- **Martyna Patrowicz *Member of the Supervisory Board*** – Member of the Supervisory Board of Elkop SE, FON SE, Investment Friends Capital SE
- **Jacek Koralewski *Member of the Supervisory Board***– Chairman of Elkop SE, Member of the Supervisory Board of Fon SE, Investment Friends SE, Investment Friends Capital SE

Credits/Loans with related entities:

Borrower	During 12 months (thous. EUR)	1-5 years (thous. EUR)	Interest rate	Currency	Repayment date	Collaterals
DAMAR PATRO UU	7 003	210	2,5% - 9%	EUR	02.2024 – 08.2025	Blank promissory note with note agreement
Patro Invest OU	30	0	9%	PLN	07.2024	Blank promissory note with note agreement
Total	7 033	210				

As at December 31, 2023 in the Company there are not any loans received from related entities.

The Issuer did not grant warranties for any entities.

As at June 30, 2023 the following loans granted for related entities are in the Company:

Borrower	During 12 months (thous. EUR)	1-5 years (thous. EUR)	Interest rate	Currency	Repayment date	Collaterals
DAMAR PATRO UU	2 935	4 032	2,5% - 9%	EUR	07.2023 – 06.2024	Blank promissory note with note agreement
Total	2 935	4 032				

As at June 30, 2023 all loans are granted to related entities.

As at June 30, 2022 there are not loans received from related entities in the Company.

The Issuer did not grant warranties for any entities.

Transactions with related entities::

Transactions with related entities for the period ended on 31/12/2023 (in thous. euro)	Revenue from interest	Granted loans	Repayments of granted loans	Receivables from loans and interest
Parent company:				
Patro Invest OU	1	34	5	30
Key Management Board's members and zarządu all companies owned by them indirectly or directly:				
Damar Patro UU	147	100	0	7 213

Transactions with related entities for the period ended on 30/06/2023 (in thous. euro)	Revenue from interest	Granted loans	Repayments of granted loans	Receivables from loans and interest
Parent company:				
Patro Invest OU	14	694	2 074	0
Key Management Board's members and zarządu all companies owned by them indirectly or directly:				
FON SE	40	0	2 754	0
Damar Patro UU	411	4 901	0	6 967
Patro Administracja Sp. z o.o.	3	0	842	0

MAIN FINANCIAL RATIOS

RATIO	December 31, 2023 unaudited in thous. EUR	June 30, 2023 audited in thous. EUR
EBITDA	128	429
ROA	1,75%	5,94%
ROE	1,75%	5,96%

EBITDA - earnings before interest, taxes, depreciation and amortization
(EBIT+ amortization)

ROA – return on assets, net profit of the Company to value of the assets
(net profit/value of assets*100)

ROE – return on equity, net profit of the Company to equity
(net profit/equity*100)

Tallinn, 2024-02-22

Signatures of all Members of the Management Board

Damian Patrowicz name and surname	Member of the Management Board position/function
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III. REPORT OF THE MANAGEMENT BOARD ON THE COMPANY'S ACTIVITY

1. The main areas of activity, product and service groups. Information concerning the branches of the entity registered in a foreign state.

The main business activity of the Company is financial activity, including lending activities. The Company realizes its basic profile activity connected with lending activities. The Company concluded agreements with Polish and Estonian business entities.

In the reporting period, the Company obtained revenues mainly from its financial service activity, i.e., interest on loans granted.

2. Significant events which have occurred during the period of preparation of the semi-annual accounts, and which are not presented in the semi-annual accounts, but which have or may have a material effect on economic performance for the next periods.

All events having influence on the financial statements and financial result presented in the report, as well as events which may have influence on results of further periods were presented in the report. Significant factor that influenced presented financial results is recoverability of receivables due to granted cash loans.

3. General (macroeconomic) development of the environment, in which the entity conducts business and influence of this development on the financial efficiency

Considering the specific of the activity, i.e., financial service activities in the field of granting loans to related parties, according to the Company, the following internal and external factors have and will have significant influence on results

- the general market prosperity on lending market and level of interest rates,
- the proper realization by the Borrowers of their obligations resulting from concluded loan agreements, as well as course of the execution process and the collection of overdue loans, if such agreements occur,
- efficiency of administrative and legal procedures,
- the economic situation and investing circumstances in Poland, Estonia, or in this region,
- access to external financing sources,
- cooperation with other financial entities.

The risk related to the possibility of fluctuations in the exchange rate of one currency in relation to another may lead to both deterioration of the financial situation of an entity or its improvement. The Company's income and operating cash flows are dependent of changes in market interest rates.

4. Whether the operating activities of the accounting entity take place on a seasonal basis, or whether their business activities are cyclical

Activity being conducted by Atlantis SE is neither cyclical nor based on seasonality.

5. Significant environmental and social impacts resulting from the activities of the accounting entity

Activity that is conducted by Atlantis SE does not cause any significant environmental and social impacts. There are not any liabilities resulting from pensions and benefits of a similar nature for prior managers, supervisors or prior members of administrative organs and liabilities incurred in connection with these pensions.

6. If at the balance-sheet date the owners' equity of the accounting entity does not comply with the requirements established by the Commercial Code, the activities planned for restoration of owners' equity shall be described in the management report.

As at 31/12/2023 the share capital of the Company amounted to: EUR 33 750 000 and was divided into 337 500 000 shares without par value.

As at the balance sheet date, 31/12/2023, the equity capital of the Company amounted to less than 50% of the share capital and did not meet the requirements of § 301 Commercial Code of Estonia. The Management Board of Atlantis SE offered the General Meeting to reduce the Company's share capital.

7. All restrictions, as provided by the articles of association, on the transfer of securities, including restrictions on ownership in securities or the need to obtain agreement from the company or other owners of securities.

There are no restrictions in Atlantis SE on transfer of securities and the need to obtain consent of the company or other shareholders.

8. All restrictions on transfer of securities known to the company as provided by contracts between the company and its shareholders, or contracts between the shareholders.

The Company has not got knowledge about restrictions on transfer of securities resulting from contracts between the company and its shareholders, or contracts between shareholders.

9. Qualifying holding pursuant to the provisions of § 9 of the Securities Market Act.

As at 31/12/2023 according to the Management Board's best knowledge, the structure of direct and indirect shareholders holding at least 5% of the total number of votes at the General Meeting was as follows:

No.	Shareholder	Number of shares	% of shares	Number of votes	% of votes
1	Patro Invest OU	175 069 000	51,87	175 069 000	51,87
x	Total	337 500 000	100	337 500 000	100

* Damian Patrowicz holds 100% of Patro Invest OU shares

As at the date of publication of this report, according to the Management Board's best knowledge the Shareholder of Patro Invest OU holds 175 069 000 shares constituting 51,87% of the share capital and votes at the General Meeting of Shareholders (Damian Patrowicz holds 100% of Patro Invest OU shares).

As at 31/12/2022 according to the Management Board's best knowledge, the structure of direct and indirect shareholders holding at least 5% of the total number of votes at the General Meeting was as follows:

No.	Shareholder	Number of shares	% of shares	Number of votes	% of votes
1	Patro Invest OU	175 069 000	51,87	175 069 000	51,87
x	Total	337 500 000	100	337 500 000	100

*** Damian Patrowicz holds 100% of Patro Invest OU shares**

10. Owners of shares granting specific powers of audit, and a description of their powers.

The Company did not issue shares granting specific powers to its Shareholders.

11. An auditing system in case a holding scheme for employees exists where the employees do not directly perform their powers of audit.

Employees of the Company do not own any shares granting audit powers.

12. Provisions and rules for the election, appointment, resignation and removal of the members of the management board of the company established by legislation.

The Management Board of the Company consists of 1 (one) to 4 (four) members elected for 3 (three) years. The term of office of the member of the Management Board may be extended. The members of the Management Board shall be elected and removed by the Supervisory Board that shall also decide on the remuneration of the members of the Management Board. Each member of the Management Board may represent the Company independently in all legal acts unless a resolution of the Supervisory Board prescribes otherwise. In the event that the Management Board has more than 2 (two) members, the chairman of the Management Board shall be appointed by the Supervisory Board by its resolution. A meeting of the Management Board has a quorum if more than one-half of the members of the Management Board are present. The resolutions of the Management Board are adopted by a simple majority of votes. Each member of the Management Board has one vote. The chairman of the Management Board shall have a casting vote upon an equal division of votes.

13. Provisions and rules for amendment of the articles of association of the company established by legislation

Amendment of the Company's Article of Association is voted by Shareholders. If amendments are included in the agenda of the general meeting shareholders may vote via electronic voting before or during the meeting. The notice on convening the general meeting shall specify whether electronic voting is possible and the manner for casting votes determined by the Management Board. A shareholder who has voted electronically is considered to be present at the general meeting and the number of votes from the shares represented is considered in the quorum, if the applicable legal acts do not state otherwise.

14. Authorization of the members of the management board of the company, including the authorization to issue and repurchase shares

Members of the Management Board are obliged to act within applicable provisions of law and authorisations granted by the General Meeting and Supervisory Board.

15. Information about transactions concluded by the company or its Subsidiary with related entities on other than market terms, specifying their values and information describing character of These transactions.

In the period covered by this report, the Company has not concluded significant transactions with related entities on other than market conditions. All-important transactions, including those one with related entities are described in the Financial Statement for the period since 01/07/2023 till 31/12/2023.

16. Information on taken and terminated agreements regarding credits in the presented period, specifying at least their value, Interest rate level, currency and maturity term.

In the presented reporting period, the Company did not have taken and terminated credits.

17. Information on granted loans in the presented period, specifying especially loans granted to related entities, their value, type and interest rate level, currency and maturity term.

Loans granted by the Company were described in note Credits/Loans of Financial Statement of the Company for the period since July 1, 2023 till December 31 2023.

18. Information on granted and received in the financial year Warranties and guaranties, specifying especially guaranties and Warranties granted to the related entities of the company.

The Company, in the reporting period, have not granted or received any warranties and guaranties.

19. In case of the issue of securities in the period covered by the report - description of the usage of revenues from the issue of securities by the Company until the moment of preparation of the report on the activity.

In the reporting period the Company did not issue new securities.

20. Explanation of differences between financial results disclosed in the annual report and previously published forecasts for the Particular year.

The company did not publish forecasts of financial data.

21. Assessment and its justification, regarding management of funds, specifying ability to discharge from taken obligation and Indication of possible threats and action which the issue undertook or intends to undertake in order to prevent those threat.

As at the day of preparation of the periodical report, the Management Board according to their best knowledge, does not recognize any threat in terms of fulfilling his obligations and financial liquidity. The Company systematically settles its liabilities and have not any credits or loans taken and other significant burdens. The Company dedicates owned funds for conducted lending activity and intends to develop this activity gradually. Possible surpluses are located on temporal deposits in safe banks. Because of the fact that the main activity of the Company is lending activity, the significant influence on results and maintaining liquidity of the Company, have the proper and prompt realization of obligations by the Borrowers toward the Company which result from concluded loan agreements.

22. Result from operating for the financial year, specifying level of Influence of these factors or unusual events on achieved result.

According to assessment and the best knowledge of the Management Board, apart from events indicated in the Report of the Company for the period since July 1, 2023 until December 31, 2023 any, especially unusual, factors and event which could significantly influence the assessment and change of the property and financial situation of the Company as well as possibility to realize its obligations did not occur. A material influence on the Company's results has revenues due to lending service activities.

23. Information on average employment with division into Specializations

The company did not hire any employees in the financial year lasting since July 1, 2023 until December 31, 2023.

24. Indication of total number and nominal value of all shares (stocks) Of the company and shares in related entities of the company owned by the managing and supervising persons of the company.

- Members of the Management Board as at the sheet date the Member of the Management Board Mr. Damian Patrowicz owns indirectly shares of the Company. According to the best knowledge of the Management Board Mr. Damian Patrowicz owns indirectly via his subsidiary Patro Invest OÜ 175 069 000 shares of Atlantis SE constituting 51,87% the Company's share capital and entitling to cast 175 069 000 votes at the General Meeting of Shareholders.
- Members of the Supervisory Board According to the knowledge of the Management Board, Members of the Management Board as at the balance-sheet date did not own directly or indirectly shares of the Company.

25. Information on known for the company agreements as a result of Which there could occur changes in proportions of owned shares by the current shareholders.

The Company has not any knowledge about this kind of agreements.

26. Information on own shares

In the period covered by this report the Company did not have own shares

27. Information on financial instruments in terms of:

- a) prices' change, credit, significant interruptions of cash flows and loosing of financial liquidity, to which the entity is exposed**
- b) applied by the entity goals and methods of financial risk management, along with securing methods of significant kinds of planned transactions for which hedging accountancy is applied.**

The Company has no formalized system of financial risk managements. Decisions on application of securing instruments for planned transactions are made on the basis of current analyse of the Company's situation and its environment.

28. Information regarding an agreement and an entity authorized to Audit financial statements of the company.

The body entitled to choose a certified auditor, according to the Company's Article of Association is the General Meeting of Shareholders. No statutory auditor was appointed to audit the presented financial statements.

29. Functional and reporting currency

The functional currency of the Company is Polish zloty (PLN), and reporting (presentational) currency of the Company is EUR. The financial statements are presented in EUR thousand. The financial statements are prepared with assumption that the Company will going concern in the foreseeable future.

RISKS

The Company is exposed to the following types of risk resulting from the use of financial instruments: credit risk, market risk, liquidity risk, interest rate risk. The Management Board is responsible for establishment of risk management in the Company as well as for supervision of its respecting. Risk management principles in the Company aim at identification and analysis of risks to which the Company is exposed, setting out the proper limits and control as well as monitoring of risk and level of limits adjusted to it.

Credit risk

Credit risk is the risk of incurring a financial loss by the Company when the customer or the other party to the contract for a financial instrument fails to comply with the obligations arising from the contract. Credit risk is mainly associated with receivables. The Company's exposure to credit risk is mainly due to the individual characteristics of each client. The company monitors its receivables on an ongoing basis. The Company creates impairment losses that correspond to the estimated value of losses incurred on trade and other receivables and on investments. The purpose of the Company's credit policy is to maintain financial liquidity ratios at a safe high level, timely payment of liabilities to suppliers and minimization of costs related to servicing bank liabilities. The policy of managing liabilities and receivables from suppliers and customers is also used to minimize the use of bank loans and related financial costs. Its purpose is to agree the terms of mutual payments in such a way that, while complying with the principle of timely fulfilment of own obligations, also use a trade credit.

Entities to which Company provides financing are related entities, therefore there is no particular type of control. Related entities received loans to invest in the capital market or grant further loans.

Interest rate risk

The Company invests free cash in short-term deposits with a variable interest rate. All such investments have a maturity of up to one year. The Company did not apply interest rate hedges, considering that the interest rate risk is not significant.

At the balance sheet date, the interest rate structure of the Company's interest bearing financial instruments were as follows:

Borrower	Interest rate	Fixed/variable interest rate
DAMAR PATRO UU	2,5% - 9%	Fixed
Patro Invest OU	9%	Fixed

The Company has no liabilities from the loans received.

Liquidity risk

Liquidity risk is the risk of difficulties in meeting the obligations of the Company related to financial liabilities, which are settled through the release of cash or other financial assets. The liquidity management by the Company consists in ensuring, to the highest degree possible, that the Company always has sufficient liquidity to settle the required liabilities. The company has sufficient funds to cover expected operating costs and to service its financial liabilities.

Risk related to related parties

There are interpretations indicating the possibility of risk arising from the negative impact of links between members of the Company's bodies on their decisions. This applies in particular to the impact of these ties in the scope of ongoing supervision over the Company's operations. When assessing the likelihood of such risk, it should be considered that the supervisory bodies are subject to the control of another body - the General Meeting, and it is in the interest of the members of the Supervisory Board to perform their duties in a reliable and lawful manner.

Risk of shares price's fluctuations and limited liquidity

An inherent feature of market trading is fluctuations in share prices and short-term fluctuations in turnover. It might result in possible sale or purchase of the qualifying holding of the Company's shares will relate to a necessity to accept significantly less favourable price than the reference price. The Company cannot also exclude significant, temporary limitations of liquidity, which may significantly hamper the sale or purchase of the Company's shares.

Risk related to the shareholder structure

As at the balance sheet date (31/12/2023) 51,87% of the share capital and 51,87% of votes at the Company's General Meeting owned directly Patro Invest OU, as a result of which the above-mentioned Shareholder has a significant influence on the adopted resolutions at the General Meeting of the Company's Shareholder.

Risk related to the economic situation in Poland and Estonia

The economic situation in Poland and Estonia has a significant impact on the financial results achieved by all entities operating in these countries, including the Company, because the success of the development of companies investing in financial instruments and conducting financial services activities largely depends on the conditions of running a business. Rising inflation may also have an impact on the business situation because it may have an impact on the level of interest rates

Currency risk

The Company do not own significant financial instruments whose fair value and future cash flow related to them may fluctuate due to changes in currency exchange rates. Therefore, the impact of changes in exchange rates on the Company's results was not estimated. There is a currency risk in connection with the loans granted in PLN. The risk related to the possibility of fluctuations in the exchange rate of one currency in relation to another may lead to both deterioration of the financial situation of the entity and its improvement as a result of a decrease in a given receivable or an

increase in this receivable. Financial assets and liabilities recognized in euros and polish zloty did not carry considerable risk.

Risk related to the armed conflict in Ukraine

Due to the ongoing armed conflict in Ukraine, the Company's operations are moderately exposed to the consequences of the war. As at the date of publication of the report, the Company does not anticipate extending the conflict beyond the territory of Ukraine therefore, no impact on the operating activities of the Company is expected.

IV. SELECTED FINANCIAL DATA

	In thous. EUR	
	Six months ended on December 31, 2023	Six months ended on December 31, 2022
Revenues from the sale of products, goods and materials	148	229
Profit (loss) from operating activities	128	218
Pre-tax profit (loss)	128	218
Net cash flow from operating activities	-161	17
Change in cash and cash equivalents	-159	17
Total assets *	7 333	7 222
Short-term liabilities*	7	26
Share capital *	33 750	33 750
Weighted average diluted number of shares (in pcs.)	337 500 000	322 304 795
Book value per share (EURO)*	0,02	0,60

*For the balance items marked with asterisk the data presented in the second column cover the data as at 30/06/2023

Tallinn, 22/02/2024

Damian Patrowicz – Member of the Management Board