



**UKRPRODUCT GROUP**

**September 26, 2018**

**UKRPRODUCT GROUP LIMITED**

**(“Ukrproduct”, the “Company” or, together with its subsidiaries, the “Group”)**

**UNAUDITED INTERIM FINANCIAL RESULTS FOR THE  
SIX MONTHS ENDED 30 JUNE 2018**

**Kyiv, Ukraine – September 26, 2018** - Ukrproduct Group Limited (“Ukrproduct”, “UPG” or the “Group”) (AIM:UKR), one of the leading Ukrainian producers and distributors of branded dairy foods and beverages (kvass), today announces its unaudited interim financial results for the six months ended 30 June 2018.

*The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 (“MAR”).*

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## **CEO's REPORT**

The business environment in Ukraine continues to recover, with the economy growing by 2.5% in 2017. Sectors such as manufacturing and domestic trade grew by over 5% in 2017. Economic growth could improve to 3.5% in 2018 and 4% in 2019\*. Consumer demand has improved due to an increase in the minimum wage. As a result, whilst the operating environment remains competitive, the Group's trading opportunities have improved domestically.

### **Trading**

Revenue growth for the six months to 30 June 2018 (the "Period") came predominantly from Beverages, Services and Supplementary products. The Board estimates that Ukrproduct's butter market share in the Ukraine has increased by approximately 1% to 6.5%, whilst market share in processed cheese and processed cheese products has increased by approximately 0.5% to 9%. Consumer demand for processed cheese and processed cheese products is growing, as the price of hard cheese rises. Competition in processed cheese and processed cheese products' market is growing and includes more than 10 key players: 5 of them are making significant investments to product promotion. The Period also saw improved kvass beverage sales, helped by a new cider product: Lemon and Ginger.

During the Period, revenue from export sales increased due to bulk butter shipments, however, export sales of packaged butter and spreads decreased. Skimmed milk products continue to decline given low prices worldwide.

The Group has expanded export sales into non-dairy products – other food commodities (supplementary products). The Company has sufficient experience and opportunities in the export market and has seen profitable operations. These operations make use of third party logistics services and are financed by deferring payment for purchased products.

### **Finances**

The Group earned profit after tax of £408,000 for the Period.

On 7 February 2018, Ukrproduct announced that on 05 February 2018 it entered into an agreement for a new loan facility with Creditwest Bank Ukraine (the "New Loan Agreement"). Under the terms of the New Loan Agreement, UAH 65 million was made available for refinancing purposes and for working capital.

On 9 February 2018, Ukrproduct announced that it had drawn down UAH 32.3 million under the terms of the New Loan Agreement with Creditwest Bank Ukraine in order to fully repay all amounts outstanding to OTP Bank. Accordingly, the Company has no outstanding liabilities to OTP Bank. As at today's date, the Company has fully drawn down the loan available under the New Loan Agreement, which is due for repayment on 5 February 2021, as announced by the Company on 7 February 2018.

As at 30 June 2018, the Group had total liabilities of UAH 522,9 million (approx. £15.1 million) and net assets of UAH 38,8 million (approx. £1.1 million) with cash balances of UAH 4,0 million (approx. £0.1 million). The Group's financial position was improved following the New Loan Agreement. In September 2018 Ukrproduct made a scheduled repayment of €175.809 to EBRD. However, in relation to the Period, The Board notified EBRD in advance of covenant breaches of the Loan and EBRD provided waivers in respect of the breached covenants dated 30 June 2018.

## **Outlook**

In FY2018, it is expected that the Ukrainian economy will continue its recovery from the fall in 2014-2015, but downside risks, largely stemming from mounting domestic political tensions and geopolitical uncertainties, remain significant.

As part of a continuing process, Ukrproduct is evaluating its business in light of the competitive marketplace. Ukrproduct will seek to sustain operational improvement via a strategy focused on cash production, operating efficiency and building profitable sales with a competitive product/service offering.

\* *Source: The World Bank*

UKRPRODUCT GROUP LIMITED  
 UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT  
 FOR THE PERIOD ENDED 30 JUNE 2018 AND 2017  
 (in thousand GBP, unless otherwise stated)

	Six months ended 30 June 2018 £ '000	Six months ended 30 June 2017 £ '000
Revenue	14,827	14,910
<i>including branded and SMP products</i>	<i>11,837</i>	<i>13,637</i>
<i>including Supplementary products</i>	<i>563</i>	<i>-</i>
Cost of sales	(13,583)	(13,216)
<i>including Supplementary products</i>	<i>(557)</i>	<i>-</i>
<b>Gross profit</b>	<b>1,244</b>	<b>1,694</b>
Administrative expenses	(534)	(482)
Selling and distribution expenses	(842)	(716)
Other operating income/ expenses, net	(55)	(88)
<b>(Loss)/profit from operations</b>	<b>(187)</b>	<b>408</b>
Finance expense, net	(231)	(220)
Effect of foreign currency translation	793	(230)
<b>Profit/(loss) before taxation</b>	<b>375</b>	<b>(42)</b>
Income tax expense	33	46
<b>Profit for the Six months</b>	<b>408</b>	<b>4</b>
Attributable to:		
Equity holders of the Parent	408	4
Non-controlling interest	-	-
	<b>408</b>	<b>4</b>
<b>Earnings per share (pence):</b>		
Basic	<b>1.03</b>	<b>0.01</b>
Diluted	<b>1.03</b>	<b>0.01</b>

UKRPRODUCT GROUP LIMITED  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
 FOR THE PERIOD ENDED 30 JUNE 2018 AND 2017  
 (in thousand GBP, unless otherwise stated)

	<b>Six months ended 30 June 2018 £ '000</b>	<b>Six months ended 30 June 2017 £ '000</b>
<b>Profit for the six months</b>	<b>408</b>	<b>4</b>
<b>Other comprehensive income</b>		
Exchange differences on translation to the presentation currency	(170)	(226)
<b>Other comprehensive income for the six months, net of tax</b>	<b>(170)</b>	<b>(226)</b>
<b>Total comprehensive income for the six months, net of tax</b>	<b>238</b>	<b>(222)</b>
Attributable to:		
Equity holders of the Parent	(238)	(222)
Non-controlling interests	-	-
	<b>(238)</b>	<b>(222)</b>

UKRPRODUCT GROUP LIMITED  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
 FOR THE PERIOD ENDED 30 JUNE 2018 AND 2017  
 (in thousand GBP, unless otherwise stated)

	As at 30 June 2018 £ '000	As at 31 December 2017 £ '000	As at 30 June 2017 £ '000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6,701	6,288	7,166
Intangible assets	523	543	592
Deferred tax assets	2	-	1
<b>Total non-current assets</b>	<b>7,226</b>	<b>6,831</b>	<b>7,759</b>
<b>Current assets</b>			
Inventories	4,953	2,426	2,375
<i>including supplementary products</i>	<i>1,388</i>	-	-
Trade and other receivables	3,602	2,171	2,779
<i>including Receivables for sold supplementary products</i>	<i>570</i>	-	-
Current taxes	279	271	473
Other financial assets	26	30	32
Cash and cash equivalents	116	496	237
<b>Total current assets</b>	<b>8,976</b>	<b>5,394</b>	<b>5,896</b>
<b>TOTAL ASSETS</b>	<b>16,202</b>	<b>12,225</b>	<b>13,655</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity attributable to equity holders</b>			
Share capital	3,967	3,967	3,967
Share premium	4,562	4,562	4,562
Translation reserve	(15,064)	(14,894)	(15,007)
Other reserves	3,683	3,769	3,845
Retained earnings	3,972	3,478	4,521
<b>Total equity attributable to equity holders of the parent</b>	<b>1,120</b>	<b>882</b>	<b>1,888</b>
Non-controlling interest	-	-	-
<b>TOTAL EQUITY</b>	<b>1,120</b>	<b>882</b>	<b>1,888</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Bank borrowings	5,381	5,716	5,815
Long-term payables	456	459	476
Deferred tax liabilities	234	262	308
<b>Total Non Current Liabilities</b>	<b>6,071</b>	<b>6,437</b>	<b>6,599</b>
<b>Current Liabilities</b>			
Bank borrowings	1,998	1,318	1,350
Trade and other payables	6,960	3,565	3,774
<i>including Payables for</i>	<i>2,218</i>	-	-

*supplementary products*

Current income tax liabilities	16	-	16
Other taxes payable	37	23	28
<b>Total Current Liabilities</b>	<b>9,011</b>	<b>4,906</b>	<b>5,168</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>16,202</b>	<b>12,225</b>	<b>13,655</b>

UKRPRODUCT GROUP LIMITED  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
 FOR THE PERIOD ENDED 30 JUNE 2018 AND 2017  
 (in thousand GBP, unless otherwise stated)

	Six months ended 30 June 2018 £ '000	Six months ended 30 June 2017 £ '000
<b>Cash flows from operating activities</b>		
Profit/(Loss) before taxation for the six months	375	(42)
Adjustments for:		
Exchange difference	(793)	230
Depreciation and amortisation	258	288
Impairment of trade receivables	25	5
Impairment of inventories	102	79
Interest income	(2)	-
Interest expense	233	220
Increase of inventories	(2,629)	(599)
<i>including supplementary products</i>	(1,388)	-
Increase in trade and other receivables	(1,471)	(523)
<i>including Receivables for sold supplementary products</i>	(570)	-
Increase in trade and other payables	3,629	1,015
<i>including Payables for supplementary products</i>	2,218	-
<b>Cash generated from operations</b>	<b>(273)</b>	<b>673</b>
Interest received	2	-
Income tax paid	5	(6)
<b>Net cash (used in)/generated by operating activities</b>	<b>(266)</b>	<b>667</b>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment	(140)	(41)
Proceeds from sale of property, plant and equipment	-	1
Repayments / (proceeds) from loans issued	5	(15)
<b>Net cash used in investing activities</b>	<b>(135)</b>	<b>(55)</b>
<b>Cash flows from financing activities</b>		
Interest paid	(182)	(185)
Net proceeds from short term borrowing	510	-
Repayments of investment borrowing		(176)



	(223)	
<b>Net cash used in financing activities</b>	<b>105</b>	<b>(361)</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(296)</b>	<b>251</b>
Effect of exchange rate changes on cash and cash equivalents	(84)	(189)
<b>Cash and cash equivalents at the beginning of the six months</b>	<b>496</b>	<b>175</b>
<b>Cash and cash equivalents at the end of the six months</b>	<b>116</b>	<b>237</b>



**As at 31 December 2017**

	<b>3,967</b>	<b>4,562</b>	<b>3,769</b>	<b>3,478</b>	<b>(14,894)</b>	<b>882</b>	<b>-</b>	<b>882</b>
Profit for the six months	-	-	-	408	-	<b>408</b>	-	<b>408</b>
Other comprehensive income	-	-	-	-	(170)	<b>(170)</b>	-	<b>(170)</b>
<b>Total comprehensive income</b>	-	-	-	<b>408</b>	<b>(170)</b>	<b>238</b>	-	<b>238</b>
Depreciation on revaluation	-	-	(86)	86	-	-	-	-
<b>As at 30 June 2018</b>	<b>3,967</b>	<b>4,562</b>	<b>3,683</b>	<b>3,972</b>	<b>(15,064)</b>	<b>1,120</b>	<b>-</b>	<b>1,120</b>

UKRPRODUCT GROUP LIMITED  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 30 JUNE 2018

**1. Basis of preparation**

The unaudited condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting.

The interim financial statements are unaudited but have been reviewed by the auditors.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of certain properties.

The same accounting policies, presentation and methods of computation have been followed in these unaudited condensed consolidated financial statements as were applied in the preparation of the Group's financial statements for the year ended 31 December 2017.

The preparation of the unaudited condensed consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from those estimates.

The comparatives for the six months ended 30 June 2017 are extracted from the Group's consolidated financial statements for the year ended 31 December 2017. The auditor's report for those accounts was unqualified, but did include a paragraph on material uncertainty related to going concern, in respect of the losses incurred by the Group during the year ended 31 December 2017 and surrounding the breach of the loan agreement with the European Bank for Reconstruction and Development (the "EBRD").

Going concern

The unaudited condensed consolidated financial statements have been prepared on a going concern basis which assumes that the Group will be able to meet its liabilities as they fall due, for the foreseeable future.

The Group earned a profit of £408,000 for the six months ended 30 June 2018. Nevertheless, for the same period, the Group generated a negative cash flow from operating activities of £266,000. The Group also has a net current liabilities position of £35,000 as at the period end date.

These conditions represent a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and, in such case, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business. It is worth noting that the Group held goods for sale that were prepaid as at 30 June 2018. During the subsequent period the Group has sold such prepaid inventories and received Gross Profit in the amount of £418,000.

The loan with EBRD is divided into 2 tranches. Tranche A has a maturity date of 01 December 2022 and interest is payable at a margin of 5% over EURIBOR per annum. Tranche B has a maturity date of 1 December 2024 and is subject to interest at the higher of EURIBOR or 1% per annum before 1 December 2022 after which date interest is charged at a margin of 5% over EURIBOR per annum. Following the restructuring of the loan in 2016 the Group has complied with the new repayment terms. The Board notified EBRD in advance of covenant breaches of the Loan and EBRD provided waivers in respect of the breached covenants as at 30 June 2018.

On 7 February 2018, Ukrproduct announced that a new loan facility with Creditwest Bank Ukraine (the "New Loan Agreement") had been entered into on 5 February 2018. Under the terms of the New Loan Agreement,

UAH 65 million was made available for refinancing purposes and for working capital. The interest rate under the New Loan Agreement is fixed at 18% per annum.

On 8 February 2018, Ukrproduct announced that it had drawn down UAH 32.3 million under the terms of the New Loan Agreement with Creditwest Bank Ukraine in order to fully repay all amounts outstanding to OTP Bank. Accordingly, the Group has no outstanding liabilities to OTP Bank. As at today's date, the Group has fully drawn down the loan available under the New Loan Agreement, which is due for repayment on 5 February 2021, as announced by the Group on 7 February 2018.

Based on the existence of these conditions, the condensed consolidated financial statements have been prepared on a going concern basis, because management believes that it has employed sufficient and appropriate measures to underpin its cost cutting strategy including but not limited to increasing volume of export sales and full production capacity.

## 2. Write-off of inventories to net realizable value

In accordance with requirements of IAS 2, "The value of inventories must be recorded at the lower of cost or net realisable value. Where net realisable value drops to below the cost of inventory the loss is to be recognised as an expense in the period in which the drop of value occurs." The Group conducted an evaluation of inventories as at 30 June 2018 and 30 June 2017. The loss from impairment of inventories amounted to:

	<b>Six months ended 30 June 2018</b>	<b>Six months ended 30 June 2017</b>
	<b>£ '000</b>	<b>£ '000</b>
Impairment of finished goods	(279)	(79)

## 3. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions as defined by IAS 24 "Related Party Disclosures". In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.

Transactions and balances between the Group companies and other related parties are set out below.

Sales of goods and services to related parties and purchases from related parties are summarised below. All sales and purchases were with related parties under common control of the ultimate beneficiaries of the Group.

	<b>Six months ended 30 June 2018</b>	<b>Six months ended 30 June 2017</b>
	<b>£ '000</b>	<b>£ '000</b>
Sales	0	0
Purchases	42	7
Administrative expenses	7	7
Other operational incomes	0	-
Other operational expenses	0	-

Balances due from/(to) related parties at each period end are shown below.

	<b>As at 30 June 2018</b>	<b>As at 30 June 2017</b>
	<b>£ '000</b>	<b>£ '000</b>
Receivables and prepayments	26	39

(Allowance for trade debtors)	-	(14)
Other financial assets	-	12
Trade and other payables	(11)	(2)

In the first half of 2018, the Group's commercial relationships with the related parties comprised of sales and purchases. The terms and conditions for the contracts with the related parties were similar to the terms and conditions applied in dealings with unrelated parties. There were no guarantees given by the Group to related parties and vice versa.

The ultimate controlling owners and beneficiaries of the related parties were Messrs Alexander Slipchuk and Sergey Evlanchik, directors of the Group.

#### 4. Segment information

At 30 June 2018, the Group was organised internationally into five main business segments:

- 1) Branded products – processed cheese, hard cheese, packaged butter and spreads
- 2) Beverages – kvass, other beverages
- 3) Non-branded products – skimmed milk powder, other skimmed milk products
- 4) Distribution services and other – resale of third-party goods and processing services.
- 5) Supplementary products - export trading activities with non-dairy products. The Group has expanded export sales into non-dairy products - other food commodities . The group has sufficient experience and opportunities in the export market and has seen profitable operations. These operations make use of third party logistics services and are financed by deferring payment for purchased products.

The segment results for the six months ended 30 June 2018 are as follows:

	<b>Branded products</b>	<b>Beverages</b>	<b>Non-branded products</b>	<b>Distribution services and other</b>	<b>Supplementary products</b>	<b>Total</b>
	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>
<b>Sales</b>	10,016	611	1,822	1,815	563	<b>14,827</b>
<b>Gross profit</b>	1,265	346	(829)	456	6	<b>1,244</b>

The segment results for the six months ended 30 June 2017 were as follows:

	<b>Branded products</b>	<b>Beverages</b>	<b>Non-branded products</b>	<b>Distribution services and other</b>	<b>Supplementary products</b>	<b>Total</b>
	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>
<b>Sales</b>	9,575	488	4,062	785	0	<b>14,910</b>
<b>Gross profit</b>	1,720	254	(579)	299	0	<b>1,694</b>

#### 5. Earnings per share

Basic earnings per share have been calculated by dividing net profit attributable to the ordinary shareholders (profit for the period) by the weighted average number of shares in issue.

	<b>Six months ended 30 June 2018</b>	<b>Six months ended 30 June 2017</b>
Net profit attributable to ordinary shareholders, £'000	<b>408</b>	<b>4</b>
Weighted number of ordinary shares in issue	39,673,050	39,673,050
Basic earnings per share, pence	<b>1.03</b>	<b>0.01</b>
Diluted average number of shares	39,673,050	39,673,050
Diluted earnings per share, pence	<b>1.03</b>	<b>0.01</b>

**6. Approval of interim financial statements**

The unaudited condensed consolidated financial statements were approved by the board of directors on 26 September 2018.