



Invitation to acquire shares in Viva Wine Group AB

IN CONNECTION WITH LISTING ON NASDAQ FIRST NORTH PREMIER GROWTH MARKET

Joint Global Coordinators and Joint Bookrunners

ABG
SUNDAL COLLIER

S|E|B

Validity of this Prospectus

This Prospectus was approved by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) on 6 December 2021. The Prospectus is valid for a period of maximum 12 months from this date, provided that Viva Wine Group AB fulfils the obligation, in accordance with the Prospectus Regulation, if applicable, to provide supplements to the Prospectus in the event of significant new factors, material mistakes or material inaccuracies, which may affect the assessment of the shares in the Offering. The obligation to prepare a supplement to the Prospectus is valid from the time of approval until the end of the offering period. The Company is under no obligation to prepare a supplement to the Prospectus after the end of the offering period.

Nasdaq First North Premier Growth Market

Nasdaq First North Growth Market is a registered growth market for small- and medium-sized growth enterprises in accordance with MiFID II, as implemented in national law in Denmark, Finland and Sweden, and is operated by a stock exchange within the Nasdaq Group. Companies on Nasdaq First North Growth Market are not subject to the same rules as companies on the regulated market, as defined in EU law and implemented in national law. Instead, they are subject to a less extensive set of rules and regulations adapted to small growth companies. The risks attributable to investing in a company on Nasdaq First North Growth Market may therefore be higher than investing in a company on a regulated market. All companies with shares traded on Nasdaq First North Premier Growth Market have a Certified Adviser who monitors that the rules are followed. The Company's Certified Adviser is FNCA Sweden AB. FNCA Sweden AB does not hold any shares in the Company. Nasdaq Stockholm AB approves the application for admission to trading.

IMPORTANT INFORMATION TO INVESTORS

This prospectus (the "**Prospectus**") has been prepared in connection with an offering to the public in Sweden, Norway and Finland and to institutional investors in Sweden and abroad to acquire new and existing shares in Viva Wine Group AB (the "**Offering**"). The Company has, in connection with the Offering, applied for admission to trading of the Company's shares on Nasdaq First North Premier Growth Market in Stockholm.

In the Prospectus, depending on the context, "**Viva Wine Group**", the "**Group**" or the "**Company**" refers to Viva Wine Group AB, (a Swedish public limited liability company), reg. no. 559178-4953, or the group in which Viva Wine Group AB is the parent company. "**Selling Shareholders**" refers to Emil Sallnäs (through Late Harvest Wine Holding 1971 AB), and Björn Wittmark and Pamela Wilson (through Vin & Vind AB). References to the "**Nasdaq First North Premier Growth Market**", refers to the multilateral trading platform and the growth market for small and medium-sized enterprises operated by Nasdaq Stockholm AB in accordance with the Directive (EU) 2014/65 of the European Parliament and of the Council ("**MIFID II**"). ABG Sundal Collier AB "**ABGSC**" and Skandinaviska Enskilda Banken AB ("**SEB**") acts as Joint Global Coordinators and Joint Bookrunners by reason of the Offering. SEB, Nordnet and Avanza acts as Retail Managers by reasons of the Offering. The Company's Certified Adviser on the Nasdaq First North Premier Growth Market is FNCA Sweden AB. References to "**Euroclear**" refers to Euroclear Sweden AB.

Approval of the Prospectus and applicable law etc.

The Prospectus has been prepared in accordance with article 13 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended (the "**Prospectus Regulation**"). The Swedish Financial Supervisory Authority (Sw. Finansinspektionen) (the "**SFSA**"), as the national competent authority, has approved the Prospectus in accordance with article 20 of the Prospectus Regulation. The SFSA only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. The approval should not be considered as an endorsement of the Group or support for the securities described in the Prospectus. The SFSA does not guarantee that the information in the Prospectus is correct or complete. Each investor should make its own assessment of whether it is appropriate to invest in the Offering. Swedish law applies to the Prospectus. Disputes arising from the Prospectus and related legal matters shall be decided exclusively by the Swedish court, whereby Stockholm District Court shall constitute the first instance.

Offering restrictions

Within the European Economic Area ("**EEA**"), no offer is made to the public of shares in Member States other than Sweden, Norway and Finland. In other Member States within the EEA where the Prospectus Regulation is applicable, an offer of shares can only be submitted in accordance with exceptions in the Prospectus Regulation and any implementation measures.

Viva Wine Group has not taken and will not take any measures to allow an offer to the public in any jurisdiction other than Sweden, Norway and Finland. No shares may be offered, subscribed for, sold or transferred, directly or indirectly, in or to the United States, Australia, Canada, Hong Kong, Japan, New Zealand, Singapore, South Africa, South Korea, Switzerland or any other jurisdiction where such distribution requires additional prospectus, registration or other measures in addition to those that follow from Swedish law or otherwise contravene applicable rules in such jurisdiction or can not take place without the application of exceptions from such measure. Subscription and acquisition of securities in violation of the above restrictions may be invalid. Persons who receive copies of the Prospectus, or wish to invest in Viva Wine Group, must inform themselves and follow the mentioned restrictions. Measures in violation of the restrictions may constitute a breach of applicable securities legislation. Viva Wine Group reserves the right to, at its sole discretion, void the application for subscription in the Offering if Viva Wine Group or its advisers consider that such subscription may involve a violation or a violation of laws, rules or regulations in any jurisdiction. No shares or other securities issued by Viva Wine Group have been registered or will be registered under the United States Securities Act of 1933, according to its latest wording, or the securities laws of any state or other jurisdiction in the United States, including District of Columbia.

Investment information

An investment in securities is associated with certain risks. When investors make an investment decision, they must rely on their own assessment of Viva Wine Group including applicable facts and risks. Prior to making an investment decision, prospective investors should engage their own professional adviser and carefully evaluate and give due consideration to the investment decision. Investors may rely only on the information contained in the Prospectus and any supplements to the Prospectus. No person has been authorized to provide any information or make any statements other than those contained in the Prospectus. If this nevertheless takes place, such information and such statements are not to be deemed as approved by the Company or the Joint Global Coordinators and neither the Company nor the Joint Global Coordinators are responsible for such information or such statements. Neither publication nor distribution of the Prospectus, nor any transactions that take place on the basis of the Prospectus, are to be deemed to implicate that the information in the Prospectus is correct and valid at any other time than the date of publication or that any changes have been made to Viva Wine Group's operations after this date. A supplementary prospectus in accordance with the Prospectus Regulation will be published in the event of significant new factors, material mistakes or material inaccuracies, which may affect the assessment of the shares in the Offering.

Stabilization measures

In connection with the Offering, to the extent it is compatible with Swedish law, ABGSC (the "**Stabilization Manager**") may, acting on behalf of the Joint Global Coordinators, over-allot shares to conduct transactions aimed to stabilize, maintain or in other ways support the market price of the Company's shares at a higher level than the one that might otherwise have prevailed in the open market. Such stabilization transactions may be conducted on Nasdaq First North Premier Growth Market, over-the-counter market or

any other way and may be executed any time during the period that starts from the first day of trading in the Company's shares on Nasdaq First North Premier Growth Market and ending not later than 30 calendar days thereafter. The Stabilization Manager is, however, not required to conduct such transactions and there is no assurance that such measures will be undertaken. Under no circumstances will transactions be carried out at a higher price than that the price in the Offering.

Forward-looking statements

The Prospectus contains certain forward-looking statements and opinions. Forward-looking statements are statements that do not relate to historical facts and events, and such statements and opinions pertaining to the future that, for example, contain wordings such as "according to estimates", "anticipates", "assumes", "believes", "could", "estimates", "expects", "forecasts", "intends", "is of the opinion", "may", "plans", "potential", "predicts", "projects", "should", "to the knowledge of" "will", "would" or similar expressions, which are intended to identify a statement as forward-looking. This applies, in particular, to statements and opinions in the Prospectus concerning future financial returns, plans and expectations with respect to the business and management of the Company, future growth and profitability, and the general economic and regulatory environment, and other matters affecting the Company.

Forward-looking statements are based on estimates and assumptions made to the best of the Company's knowledge as of the date of the Prospectus, unless otherwise is stated. Such forward-looking statements are subject to risks, uncertainties, and other factors that could cause the actual results, including the Company's cash flow, financial position and operating profit, to differ from the information presented in such statements, to fail to meet expectations expressly or implicitly assumed or described in those statements or to turn out to be less favorable than the results expressly or implicitly assumed or described in those statements. Accordingly, prospective investors should not place undue reliance on the forward-looking statements contained herein, and are strongly advised to read the entire Prospectus. Neither the Company nor the Joint Bookrunners can give any assurance regarding the future accuracy of the opinions set forth herein or as to the actual occurrence of any predicted developments.

In light of the risks, uncertainties and assumptions associated with forward-looking statements, it is possible that the future events mentioned in the Prospectus may not occur. Moreover, the forward-looking estimates and forecasts derived from third party studies referred to in the Prospectus may prove to be inaccurate. Actual results, performance or events may differ materially from those presented in such statements due to, without limitation: changes in general economic conditions, in particular economic conditions in the markets in which the Company operates, changes affecting interest rate levels, changes affecting currency exchange rates, changes in levels of competition, changes in laws and regulations, and the occurrence of accidents or environmental damages.

After the date of the Prospectus, neither the Company nor the Joint Global Coordinators assumes any obligation, except as required by applicable law or Nasdaq First North Premier Growth Market's Rule Book for Issuers, to update any forward-looking statements or to conform these forward-looking statements to actual events or developments.

Industry and market information

The Prospectus contains information about the Company's geographic markets and product markets, market size, market shares, market position and other market information pertaining to Viva Wine Group's business and market. Unless otherwise stated, such information is based on the Company's analysis of several different sources, including statistics and information from external industry and market reports, market research, public information and commercial publications. Such information provided by third parties has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by the third party from which the information was obtained, no facts have been omitted which would render the reproduced information inaccurate or misleading. Industry and market publications generally state that the information reproduced therein has been obtained from sources deemed to be reliable, but the accuracy and completeness of such information cannot be guaranteed. The information has not been independently verified by the Company and the Company cannot guarantee the correctness of the market information contained in the Prospectus or that it has been collected or derived from such market publications. Market information and market statistics are inherently forward-looking, subject to uncertainty, could be interpreted subjectively and do not necessarily reflect actual or future market conditions. Such information and statistics are based on market research, which itself is based on selection and subjective interpretations and assessments by both the researchers and the respondents, including assessments about what types of products and transactions should be included in the relevant market. Accordingly, prospective investors should be aware that the financial information, market information and forecast and estimated market information contained in the Prospectus do not necessarily constitute reliable indicators of the Viva Wine Group's future results.

Availability

The Prospectus is available on Viva Wine Group's investor relation web page (www.vivagroup.se), ABGSC's web page (www.abgsc.com), SEB's web page (www.seb.se), the web page of the SFSA (<https://fi.se/sv/vara-register/prospektregistret/>) and the European Securities and Markets Authority's web page (www.esma.europa.eu).

Financial information

Certain financial and other information presented in the Prospectus has been rounded to make the information easily comprehensible to the reader. Accordingly, the figures contained in certain columns do not tally exactly with the total amount specified. Except as expressly indicated herein, no information in the Prospectus has been audited or reviewed by the Company's auditor. Financial information in the Prospectus relating to the Company that is not included in the audited information or that has not been reviewed by the Company's auditor is derived from the Company's internal accounting and reporting systems. All financial amounts are presented in Swedish Krona ("**SEK**"), unless otherwise stated.

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SUMMARY OF THE OFFERING

Price per share:	SEK 49
Application period for the public in Sweden, Norway and Finland and for institutional investors in Sweden and abroad:	6 December at 15:00 CET - 15:00 CET 13 December 2021
First day of trading:	14 December 2021
Settlement date:	16 December 2021

CALENDAR

Year-end report 2021	24 February 2022
Interim report for the period 1 January – 31 March 2022	12 May 2022
Annual report 2021	27 April 2022
Interim report for the period 1 January – 30 June 2022	25 August 2022
Interim report for the period 1 January–30 September 2022	16 November 2022
Year-end report 2022	23 February 2023

OTHER INFORMATION

Ticker:	VIVA
ISIN code:	SE0017084361

Summary

INTRODUCTIONS AND WARNINGS

Introductions and warnings This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the investor. The investor may lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under Swedish law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have prepared the summary, including any translations thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

Information about the issuer Viva Wine Group AB ("Viva Wine Group" or the "Company") is a Swedish public limited liability with corporate registration number 559178-4953. The address of the Company's head office is Blasieholmsgatan 4A, 111 48 Stockholm. The Company's Legal Entity Identifier (LEI) code is 549300XZE8FG96FTL804. The shares in the Offering have the ISIN code SE0017084361.

Viva Wine Group is the parent company of a group which as of the date of the Prospectus consists of 47 direct and indirect subsidiaries.

Information about Selling Shareholders In addition to the newly issued shares offered by Viva Wine Group AB, and within the framework of the Offering, Emil Sallnäs (through Late Harvest Wine Holding 1971 AB), and Björn Wittmark and Pamela Wilson (through Vin & Vind AB) ("Selling Shareholders"), together, offers in total 3,673,468 existing shares as a part of the Overallotment Option. Information about Selling Shareholders is shown in the table below.

Name	Address	LEI-code	Legal form	Country of registration and jurisdiction
Late Harvest Wine Holding 1971 AB	c/o Emil Sallnäs Klövervägen 42 167 53 BROMMA, SWEDEN	636700VZ9G-OJHM4Q0A27	Swedish limited liability company	Sweden
Vin & Vind AB	Ebba Bååts väg 7 A 141 59 HUDDINGE, SWEDEN	636700B098-YRRX64DK78	Swedish limited liability company	Sweden

Competent authority The Prospectus has been reviewed and approved by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) (the "SFSA") on 6 December 2021, which is the competent authority in Sweden for approving prospectuses under the Prospectus Regulation. The SFSA may be contacted on the following details:

Finansinspektionen
Box 7821, SE-103 97 Stockholm
+46 (0)8 408 980 00
finansinspektionen@fi.se
www.fi.se

KEY INFORMATION ABOUT THE ISSUER

Who is the issuer of the securities?

Company's registered office and legal form Viva Wine Group AB is a Swedish public limited liability company that was formed in Sweden and registered with the Swedish Companies Registration Office on 5 November 2018. The Company's name was registered on 1 February 2019. The Company's corporate registration number is 559178-4953 and the registered seat is located in Stockholm municipality, Stockholm County. The address of the Company's head office is Blasieholmsgatan 4A, 111 48 Stockholm. The Company's operations are governed by Swedish law.

Viva Wine Group's principal activities Viva Wine Group is the leading wine group in the Nordic region with a strong position in the European E-commerce market for wine.¹ The Company develops, markets and sells both its own and partners' brands in several growing markets. The Group consists of entrepreneurial companies that share a platform for economies of scale and value creation. The company sells affordable quality wines from around the world to consumers in the Nordic countries, Germany, Switzerland, Austria, France and the Netherlands.

Viva Wine Group currently has four market segments of which the two predominantly largest are Sweden and the Nordic region, based on the Company's business model in retail monopoly being characterized by delivering high-quality and affordable products at an unbeatable product value in terms of price, quality and sustainability. Viva Wine Group's strong international presence outside the Nordic region is conducted by the Company in its two other market segments for the e-commerce market and its pilot projects for B2B sales in the United Kingdom, the United States and China.

¹ Systembolaget, Alko, Vinmonopolet. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the largest market share by sales of wine in litres to Systembolaget. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the third-largest market share by sales of wine in litres to Alko. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the seventh-largest market share by sales of wine in litres to Vinmonopolet.

Major shareholders

As of the date of the Prospectus, the Company has 14 shareholders. The Company is indirectly controlled by Late Harvest Wine Holding 1971 AB and Vin & Vind AB. The table below shows the shareholding in the Company, as of the date of the Prospectus and before and after the completion of the Offering, whereby the ownership structure is also shown partly if the Overallotment Option is not exercised, and partly on the assumption that the Overallotment Option is fully exercised. Selling Shareholders only sell existing shares as part of the Overallotment Option.

Shareholder	Holding immediately prior to the Offering		After the Offering (if the Offering is fully subscribed and the Overallotment Option is not exercised in full)		After the Offering (if the Offering is fully subscribed and the Overallotment Option is exercised in full)	
	Amount	Percent (%)	Amount	Percent (%)	Amount	Percent (%)
Late Harvest Wine Holding 1971 AB ¹	25,110,216	39.03	25,110,216	28.27	23,273,482	26.20
Vin & Vind AB ²	25,110,216	39.03	25,110,216	28.27	23,273,482	26.20
Legendum Capital AB ³	9,380,889	14.58	9,380,889	10.56	9,380,889	10.56
Arinto AB ⁴	3,149,160	4.89	3,149,160	3.55	3,149,160	3.55
Other shareholders	1,591,608	2.47	1,591,608	1.79	1,591,608	1.79
New shareholders	-	-	24,489,795	27.57	28,163,263	31.70
Total	64,342,089	100	88,831,884	100	88,831,884	100

1) Owned by Emil Sallnäs (CEO of Viva Wine Group). 2) Owned by Björn Wittmark (Director Business Development i Viva Wine Group) and Pamela Wilson. 3) Owned by John Wistedt (CEO Wine Team Global). 4) Owned by Charlotte Söderberg.

Board of Directors and management

The Company's Board of Directors consists of Anders Moberg (1950) (chairman), John Wistedt (1980), Anne Thorstvedt Sjöberg (1965), Helen Fasth Gillstedt (1962) and Mikael Aru (1953).

The Company's management consists of Emil Sallnäs (CEO), Linn Gäfvert (CFO), Björn Wittmark (Senior Business Developer), John Wistedt (CEO Wine Team Global) and Mikael Sundström (Director Sustainability & Corporate Communications).

Auditor

Ernst & Young Aktiebolag is the independent auditor of Viva Wine Group AB with Andreas Nyberg as the responsible auditor. Andreas Nyberg has been auditor for the periods covered by the historical financial information in the Prospectus. Andreas Nyberg is an authorized public accountant and a member of FAR (the professional institute for authorized public accountants). Ernst & Young Aktiebolag's address is Box 7850, 103 99 Stockholm.

Key financial information of Viva Wine Group

Key financial information in summary

Viva Wine Group AB was founded on 1 November 2018. In early 2019, as part of an internal restructuring, Viva Wine Group AB acquired the majority of the shares in Giertz Vinimport AB from Malbec Holding AB. As of 1 January 2020, Viva Wine Group AB prepares its consolidated accounts in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations from the IFRS Interpretations Committee as adopted by the EU ("IFRS").

Below certain key financial items for the Group regarding the financial years 2020, 2019 and 2018 are presented as well as interim information regarding the period 1 January–30 September 2021 with comparative figures for the corresponding period 2020. The historical financial information for the 2020, 2019 and 2018 financial years has been prepared in accordance with IFRS, the Swedish Annual Accounts Act (1995:1554) and the Swedish Financial Reporting Board's recommendation RFR 1 (Supplementary Accounting Rules for Groups). The historical financial information for the 2020 and 2019 financial years has been audited by the Company's auditor in accordance with FAR's recommendation RevR 5 Examination of Financial Information in Prospectuses since this information is included in its entirety in the Prospectus. The audited annual report for the 2018 financial year for Malbec Holding AB has been incorporated in the Prospectus through reference. The interim financial information for 1 January–30 September 2021 has been prepared in accordance with IAS 34 Interim Financial Reporting and has been reviewed, not audited, by the Company's auditor in accordance with ISRE 2410 Review of Interim Financial Information.

Key items in the Group's year-end result

	1 January–31 December			1 January–30 September
	Viva Wine Group AB		Malbec Holding AB	Viva Wine Group AB
	IFRS		BFNAR 2012:1 (K3)	IAS 34
SEK million	2020	2019	2018	2021 2020
Net sales	2,845.2	2,334.7	1,989.5	3,367.9 ¹ 2,291.2 2,043.0
Operating profit	280.8	155.5	137.2	174.6 218.2 195.0
Profit for the period	219.2	132.7	123.2	134.6 ² 177.9 166.7
Earnings per share before and after dilution, SEK³	33.64	17.13	13.95	15.54 26.47 25.95

1) Under previous GAAP relating to financial year 2018, the Group reported gross alcohol tax, as part of net sales and as part of operating expenses, within the line item goods for resale. With the transition to IFRS, under IFRS 15, amounts received on behalf of third parties (e.g. taxes) are excluded from net sales. In addition, income from rebilling and marketing expenses was recognised as part of net sales or as part of other operating income; at transition to IFRS, these are reclassified to be recognised net of marketing expenses in the line item other external expenses within operating expenses.

2) The information has been changed in the 2019 Annual Report due to a change in accounting principle. The adjusted data is unaudited.

3) Earnings per share before and after dilution are calculated on the parent company's share of profit.

Key financial information in summary (cont.)

Key items in the Group's balance sheet

SEK million	31 December				30 September	
	Viva Wine Group AB			Malbec Holding AB	Viva Wine Group AB	
	IFRS			BFNAR 2012:1 (K3)	IAS 34	
	2020	2019	2018	2018	2021	
Total assets	1,425.7	1,205.9	1,036.4	986.1	2,998.4	
Total equity	404.0	244.5	211.3	213.3	499.5	

Key items in the Group's cash flow statement

SEK million	1 January–31 December				1 January–30 September	
	Viva Wine Group AB			Malbec Holding AB	Viva Wine Group AB	
	IFRS			BFNAR 2012:1 (K3)	IAS 34	
	2020	2019	2018	2018	2021	2020
Net cash from operating activities	217.1	130.0	164.4	159.4	102.5	43.3
Net cash used in investing activities	-64.1	-65.7	-34.2	-33.8	-1,136.8	-2.4
Net cash from financing activities	-205.3	28.5	-210.9	-206.3	1,271.6	-122.1
Net increase/decrease in cash	-52.3	92.8	-80.8	-80.8	237.2	-81.1

Pro forma accounts

On 3 August 2021, Viva Wine Group has acquired all shares in Vicampo.de GmbH ("**Vicampo**"), which is part of the operating segment "E-commerce". The purchase price amounts to EUR 129 million and is settled in cash. In addition, on 1 November 2021, Viva Wine has entered into an agreement to acquire an additional 40 percent of the shares in the former associate Norwegian Beverage Group AS ("**NBG**"), which is part of the operating segment "Nordics" as of the date of the Prospectus. With this transaction, Viva Wine increases its ownership interest from previously 49 percent of the shares and votes to 89 percent of the shares and votes. As Viva Wine Group's acquisition of Vicampo and NBG will have a material impact on the group's future results, pro forma financial information has been prepared.

Key items in the pro forma accounts regarding the Group's consolidated income statement for the interim period 1 January–30 September 2021

SEK million	Viva Wine Group IFRS	Vicampo German GAAP	Norwegian Beverage Group, Norwegian GAAP	Adjustments of accounting principles	Acquisition adjustments	Pro forma Income statement
Net sales	2,291.2	455.1	174.4	-	-	2,920.7
Operating profit (EBIT)	218.2	71.0	30.9	10.8	-53.7	277.2
Profit for the period	177.9	56.2	23.9	10.4	-56.8	211.6

Key items in the pro forma accounts regarding the Group's consolidated income statement for the financial year 2020

SEK million	Viva Wine Group IFRS	Vicampo German GAAP	Norwegian Beverage Group, Norwegian GAAP	Adjustments of accounting principles	Acquisition adjustments	Pro forma Income statement
Net sales	2,845.2	698.3	171.2	-	0.0	3,714.7
Operating profit (EBIT)	280.8	45.8	20.3	0.1	163.1	510.2
Profit for the period	219.2	34.0	15.6	-0.5	142.2	410.7

Key items in the pro forma accounts regarding the Group's consolidated balance sheet as of 30 September 2021

SEK million	Viva Wine Group IFRS	Norwegian Beverage Group, Norwegian GAAP	Adjustments of accounting principles	Acquisition adjustments	Pro forma Balance sheet
Total assets	2,998.4	66.1	3.2	488.4	3,556.1
Total equity	499.5	26.9	-	245.0	771.3

Specific key risks for the Company

Key risks related to the Company's operations

Risk related to the Company's operations and industry

Viva Wine Group is dependent on maintaining good relationships with producers, suppliers, customers and other partners

As part of its operations selling quality wines, Viva Wine Group has established a diverse international producer and supplier network of 350 producers from more than 15 countries. If Viva Wine Group is unable to retain and expand its existing producer and distributor network, there is a risk that this could impact its ability to extend the existing range of products and thereby limit the Company's growth potential. There is a risk that Viva Wine Group's sub-suppliers, distributors and other partners fail to fulfil contractual commitments in terms of quality, service and delivery times, and on the compliance of these parties with Viva Wine Group's guidelines and other industry standards in respect of the environment, work environment, anti-corruption, human rights and business ethics and a risk that they circumvent the Company by selling their products directly to the Company's competitors, which would have a negative impact on Viva Wine Group's reputation and its financial position.

Viva Wine Group's growth may challenge its resources

Viva Wine Group's growth strategy comprises both organic growth and growth through acquisitions in order to grow the Company's market share in the Nordic monopoly markets and to accelerate the Company's E-commerce segment in the European market which exposes the Company to a number of risks regarding Group management, administration, IT systems and operational and financial infrastructure. There is a risk that a planned acquisition may not be completed for commercial, financial or other reasons despite the acquisition process having been initiated due to competition or the Company's financial situation. In addition, the expected economies of scale identified during the acquisition process could fail to materialise. If Viva Wine Group fails to effectively manage the increase in the size and complexity of operations resulting from future growth or if the Company fails to identify suitable acquisition targets or if other risks associated with an acquisition were to materialise, this could increase the Company's costs and have a negative impact on Viva Wine Group's expansion, operations and financial position and mean the Company is unable to carry out its strategy.

The Company operates in a growing and competitive industry

The state retail monopolies in Viva Wine Group's Nordics segment, and in particular in the Sweden segment, are important sources of revenue for the Group. Despite the substantial legislation that applies to the state retail monopoly and other international markets in which the Company operates, the wine importer and distribution industry is exposed to competition. If the Company were to fail to respond to the competition from new and existing competitors, this could have a material negative impact on the Company's operations and results.

Risks of disruption to stocks and inventory management

Viva Wine Group uses a number of warehouses operated by third parties, including warehouses in the Nordic region, namely in Stockholm, Oslo and Turku, as well as warehouses in Germany, China and the US. There is a risk that these suppliers' warehouses could be damaged and that the Group's own stored products could be damaged. Damage to stored products may result from IT or other system failures, sabotage or similar accidents, which may result in impairment of Group's inventory and also result in delayed deliveries that could have consequences for Viva Wine Group's ability to fulfil its obligations to customers.

Risks related to the Company's international operations

Although the Company's largest segment on the date of the Prospectus is Sweden, Viva Wine Group, as a result of its international sales, is exposed to a series of complex laws, regulations and controls as well as treaties and guidelines, including those related to imports and sales of alcoholic drinks, marketing of these, labour law and environmental laws. There is a risk for negative changes on legal requirements, sanctions, economic and political instability, customs duties and other trade barriers and price or currency controls that may limit Viva Wine Group's profitability in the relevant countries.

Risks relating to key employees and personnel

The Company has a decentralised organisation in which the Group's operations are conducted by ten contractor-led companies based in six different countries, while the Company has a smaller group of key employees who manage Group-specific organisational matters. One important element in Viva Wine Group's development concerns the Company's ability to retain its senior executives and other key employees, both in each subsidiary and at Group level, with their extensive expertise and experience of the area of operation. In addition, it is essential for the Company's growth to attract competent and qualified employees. There is a risk that Viva Wine Group's development may be delayed or that its market advantages could be lost should key employees leave the Company for any reason or if the Company is unable to continue to recruit qualified personnel, which could have a negative impact on the Company's business development and financial position.

Viva Wine Group relies on well-functioning and secure IT systems

The Company relies on well-functioning and accessible IT systems from third-party providers that are used, inter alia, to securely process, store and transfer confidential information that is received or transferred by e-mail and other technologies. As Viva Wine Group accelerates its operations in the E-commerce segment, the Company will become increasingly dependent on secure IT systems given the volume of personal data received from consumers when selling online, including contact details and payment data. The impact of a security breach, unauthorised access or loss of confidential information may lead to legal action, damages, temporary shutdowns, system errors or other consequences that result in operational disruptions and have a negative impact on Viva Wine Group's financial position and its reputation and ability to conduct the operations with the full confidence of its customers.

The Company is dependent on access to quality raw materials

The single most important raw material for the Company is the grapes used in the wine production in the Company's producer network. Should the availability of quality wines and grapes at the Company's producers decrease or

Key risks related to the Company's operations (cont.)

deteriorate, or if the price of raw materials rises, this could make it difficult for the Company to distribute and deliver wine in accordance with its contractual commitments with customers and may also lead to price increases. If such risks were to materialise, it could have a material negative impact on the Company's operations and results.

Risks related to changes in legislation and regulatory rules pertaining to alcoholic drinks

The Company's operations, strategy and future revenue are affected by the regulation or re-regulation of alcohol sales in jurisdictions through legislation. Legislation can change for a number of reasons in jurisdictions where Viva Wine Group conducts operations, such as political reasons, public health reasons or other causes. Viva Wine Group's net sales were mainly generated by the Company's operations in Sweden. The state monopoly on alcohol may change in the future as regards a decrease or increase in the number of stores, variations in the categories of alcohol sold, or changes that enable the abolishment or discontinuation of the state monopoly. Such a change could impact competition and consumer behaviour and require the Company to adapt and modify its operations on the basis of new conditions, which would have a material impact on the Company's business development, financial position and results.

Financial risks

Risks related to currency fluctuations

Currency risk is the risk that the fair value of or future cash flows from a financial instrument will vary due to changes in foreign exchange rates. Currency risks mainly arise on the translation of foreign operations' assets and liabilities into the functional currency of the parent company, known as translation exposure. The Group's sales and purchases in foreign currencies, known as transaction exposure, also comprise a currency risk. In summary, the Group conducts operations all over the world with a cost base in the local currency and is thus exposed to currency risk. The Group's currency exposure is primarily in EUR as the Group, for the 2020, 2019 and 2018 financial years had a currency exposure from sales in EUR of 20.0 percent, 17.3 percent and 11.3 percent, respectively. In addition, currency exposure in EUR from purchases in the 2020, 2019 and 2018 financial years amounted to 95.2 percent, 81.4 percent and 72.3 percent, respectively. The Group uses forward exchange contracts to currency hedge this exposure with a maturity date that generally varies between nine and 12 months. The risks are measured through a forecast of highly probable future payments in EUR. The goal is to minimise the volatility in expenses for highly probable purchases of goods.

Viva Wine Group is subject to risks related to impairment of goodwill

Viva Wine Group's goodwill totalled SEK 591.1 million on 30 September 2021, corresponding to 19.7 percent of the Company's total assets. The Group's carrying amount for goodwill arose in connection with the Company's acquisitions, including the Group companies Tryffelsvinet AB and Vinexus Deutschland GmbH in the 2020 financial year and the acquisition of Vicampo in August 2021. Goodwill is not amortised but is tested annually for impairment, or when there is an indication of an impairment requirement, at the lowest level where separate identifiable cash flows (cash-generating units) exist, which for Viva Wine Group comprises the acquired company. There is a risk that Viva Wine Group's assumptions in these respects could be proven incorrect or that the discount rate used may not correctly reflect the specific risks for the cash-generating unit, which could result in deviations in the measurement of goodwill. Significant such deviations and major impairment of goodwill could have a material negative impact on the Company's financial position.

KEY INFORMATION ABOUT THE SECURITIES

The main features of the securities

Information regarding the Company's shares

Key information regarding the Company's shares

The Company has issued one class of shares. As of the date of the Prospectus, according to the Company's articles of association, the share capital may not be less than SEK 500,000 and may not exceed SEK 2,000,000 and the number of shares may not be less than 60,000,000 and not exceed 240,000,000. As of 30 September 2021, the Company's share capital amounted to SEK 500,000 distributed on 5,000,000 shares. As of the date of the Prospectus, the Company's share capital amounts to SEK 536,184.08 distributed on 64,342,089 shares. The shares are denominated in SEK and each share has a quota value of SEK 0.008. The ISIN code for the Company's share is SE0017084361. The shares in the Company has been issued in accordance with Swedish law. All issued shares are fully paid and freely transferable. No public takeover bid has been made for the offered shares during the current or preceding financial year.

Certain rights attached to the shares

The rights attached to the shares issued by the Company, including those pursuant to the Company's articles of association, may only be amended in accordance with the procedures set out in the Swedish Companies Act (2005:551).

Preferential rights to new shares, etc.

If the Company issues new shares, warrants or convertibles in a cash issue or a set-off issue, as a general rule, the main rule is that shareholders have preferential rights to subscribe for such securities proportionally to the number of shares held prior to the issue.

Voting Rights

Each share in the Company entitles the holder to one vote at general meetings of shareholders, and each shareholder is entitled to cast votes equal in number to the number of shares held by said shareholder in the Company.

Rights to dividends and balances in the event of liquidation

All shares will carry equal rights to dividends and to the Company's assets and any potential surplus in the event of liquidation. Entitlement to receive dividends accrues to those who, on the record date adopted by the general meeting of shareholders, are registered in the share register maintained by Euroclear as shareholders. No restrictions on the right to receive dividends apply to shareholders residing outside of Sweden. Shareholders who are not subjects to taxation in Sweden are usually subject to Swedish withholding tax.

Information regarding the Company's shares (cont.)
Dividend policy

Viva Wine Group intends to use generated cash flow for dividends to shareholders after considering long-term financial stability, growth opportunities and strategic initiatives. Taking these considerations into account, Viva Wine Group intends to distribute 50-70 percent of the annual result attributable to the parent company's shareholders as dividends.

Where will the securities be traded?
Admission to trading on Nasdaq First North Premier Growth Market

The Company's shares will be subject to application for trade on the multilateral trading platform and the growth market for small and medium-sized enterprises Nasdaq First North Premier Growth Market. Nasdaq Stockholm AB, who operates Nasdaq First North Premier Growth Market, has on 22 November 2021 assessed that the Company meets the listing requirements provided that customary terms and conditions, including the distribution requirement for the Company's shares, are met no later than the first day of trading in the Company's shares. The Company's Board of Directors intend to apply for admission to trading of the Company's shares on Nasdaq First North Premier Growth Market and trading is expected to commence on 14 December 2021.

What are the key risks specific to the securities?
Key risks that are specific to Viva Wine Group's securities
Risk of an illiquid market and price volatility

There is a risk that the price of the shares will be very volatile in connection with the admission to trading. If active and liquid trading does not develop or does not remain sustainable, this may lead to difficulties for shareholders in selling shares and the market price may differ significantly from the share price in the Offering.

Subscription undertakings in the Offering from Cornerstone Investors are not guaranteed

Subscription undertakings from Cornerstone Investors are not secured by bank guarantees, blocking funds, pledges or similar arrangements, so there is a risk that the commitments made by the Cornerstone investors will not be fulfilled. Cornerstone investors' commitments are further conditional. In the event that any of these conditions is not met, there is a risk that Cornerstone investors will not fulfill their obligations, which could have a significant negative effect on the implementation of the Offering.

The major shareholders interests may differ from the interests of minority owners

The major shareholders have through their ownership the opportunity to exercise a significant influence in matters that require the approval of the shareholders at the Annual General Meeting. The major shareholders interest may differ from the interests of other shareholders and the major shareholders could exercise influence over the Company in a manner that does not promote the interests of the other shareholders in the best way.

KEY INFORMATION ON THE OFFERING OF SECURITIES TO THE PUBLIC
Under which conditions and timetable can I invest in the securities?
Terms and conditions of the Offering
The Offering

The Offering comprises 24,489,795 shares in the Company, and is divided into two parts: 1) The offering to the general public in Sweden, Norway and Finland, and 2) The offering to institutional investors in Sweden and abroad.

The Offering, provided the Offering is fully subscribed, is expected to provide the Company with proceeds amounting to approximately SEK 1,200 million before deduction of costs related to the Offering amounting to approximately SEK 65 million. The net proceeds from the Offering are thus expected to amount to approximately SEK 1,135 million.

The outcome of the Offering is expected to be announced through a press release, which will be available on the Company's website www.vivagroup.se on or about 14 December 2021.

Overallotment Option

To cover any overallotments in the Offering, the Selling Shareholders have committed to issue, upon request by the Joint Global Coordinators, an option to the Joint Global Coordinators to acquire maximum additional 3,673,468 shares in the Company, corresponding to maximum 15 percent of the total number of shares in the Offering (the "Overallotment Option"). The Company does not receive any payment from the sale of the shares offered by the Selling Shareholders.

The Offering Price

The Offering price has been set at SEK 49 per share.

Application

Applications for acquisition of shares within the Offering to the general public should be made during the period 6 December–13 December 2021, and relate to a minimum of 125 shares and a maximum of 22,000 shares in even lots of 25 shares each. The application is binding. The application period will begin at 15:00 CET on 6 December 2021.

Information regarding allotment and payment

Allotment is expected to take place on or about 14 December 2021. As soon as possible thereafter, contract notes will be sent to those having received allotment in the Offering. Those who have not been allotted shares in the Offering will not be notified.

Terms and conditions of the Offering (cont.)

Terms and condition for completion of the Offering

The Offering is conditional upon that the Company, Emil Sallnäs, Björn Wittmark, Pamela Wilson and John Wistedt and the Joint Global Coordinators enters into a placing agreement (the "**Placing Agreement**"), which is expected to take place on or around 13 December 2021, that certain terms and conditions in the Placing Agreement are fulfilled and that the agreement is not terminated as well as that the interest in the Offering, based on the Joint Global Coordinator's assessment, being sufficient to achieve effective trading in the share.

The Joint Global Coordinators may terminate the Placing Agreement up until 16 December 2021, if for example any material adverse event was to occur or if any other conditions stipulated by the Placing Agreement are not satisfied, in which case the Offering will be suspended and neither delivery of, nor payment for, shares will be affected under the Offering. Trading that occurs in the Company's shares will thus be conditional on the first two days of trading.

Who is the offeror?

Offeror of the securities

In addition to the newly issued shares offered by Viva Wine Group AB within the framework of the Offering, Emil Sallnäs, through Late Harvest Wine Holding 1971 AB, offers 1,836,734 existing shares in the Company and Björn Wittmark and Pamela Wilson, through Vin & Vind AB, offers 1,836,734 existing shares in the Company, amounting to a total of 3,673,468 existing shares in the Company as part of the Overallotment Option. Information about Selling Shareholders is shown in the table below.

Name	Address	Legal form	Country of registration and jurisdiction
Late Harvest Wine Holding 1971 AB	c/o Emil Sallnäs Klövervägen 42 167 53 BROMMA, SWEDEN	Swedish limited liability company	Sweden
Vin & Vind AB	Ebba Bååts väg 7 A 141 59 HUDDINGE, SWEDEN	Swedish limited liability company	Sweden

Why is this Prospectus being produced?

Background and rationale

The Board of Directors and management of Viva Wine Group, together with the Selling Shareholders, believe that the Offering and listing is an important step in the Company's development, and is expected to promote the Company's growth and performance. In addition, the Offering and listing will broaden the Company's shareholder base and provide access to Swedish and international capital markets. Furthermore, the listing of shares on Nasdaq First North Premier Growth Market is expected to increase awareness of the Company and its operations and strengthen the Company's brand among customers, partners, employees, investors and other important stakeholders.

The Offering comprises newly issued shares that is expected to raise proceeds of approximately SEK 1,200 million for Viva Wine Group before transaction costs related to the Offering. Transaction costs related to the Offering are expected to amount to SEK 65 million and the Company is thus expected to raise proceeds of approximately SEK 1,135 million after transaction costs related to the Offering.

The Company is of the opinion that its existing working capital, as of the date of the Prospectus, is not sufficient to meet the Company's current needs during the coming twelve-month period. The main cause for the deficit is that the Company must finance the consolidation of minority interest, the acquisition of Norwegian Beverage Group, and repay bridge financing used in the acquisition of Vicampo. The Company intends to finance the working capital deficit in the immediate twelve month period with the funds raised by the Company through the new shares issue carried out in the Offering. The net proceeds from the Offering are intended to be used to achieve an strengthened capital structure in the Company and a simplified group structure by (i) repaying the bridge loan facility of SEK 660 million raised in connection with the acquisition of Vicampo to (ii) partially finance the acquisition of Norwegian Beverage Group, approximately SEK 190 million, and (iii) partially finance the acquisitions of parts of the ownership of minority shareholders in some of the Group's subsidiaries of approximately of SEK 270 million. In the event that the Offering is not completed or not fully subscribed and the refinancing of the bank loans due within twelve months is not completed, the Company will need to seek alternative financing in the form of, for example, other debt financing, a rights issue or a directed rights issue.

Viva Wine Group will not receive any proceeds from the Selling Shareholder's sale of shares in the Overallotment Option.

Interests of advisers

In connection with the Offering, the Joint Global Coordinators provides financial advisory and other services to the Company, services for which they will receive remuneration. From time to time, the Joint Global Coordinators may provide various banking, financial, investment, commercial and other services to the Company in the ordinary course of business and in connection with other transactions, for which they may receive remuneration. SEB is also a lender to the Company.

Other than as set out above, the Company deems that there are no interest or engagements that could be material to the Offering.

Risk factors

An investment in securities is associated with various risks. This section describes the risk factors and important circumstances that are considered significant to the Viva Wine Group AB's ("Viva Wine Group", the "Group" or the "Company") business and future development. In accordance with the Prospectus Regulation, the risk factors listed in this section are limited to such risks that are deemed to be specific to the Group and/or the Group's shares and which are considered significant in order for an investor to be able to make a well-informed investment decision.

Viva Wine Group has assessed the materiality of the risks based on the likelihood of the risks occurring and the expected extent of their negative effects. The risk factors are presented in a limited number of categories that include risks attributable to Viva Wine Group's business, industry, legal and regulatory risks, financial risks and risks related to Viva Wine Group's shares and the Offering. The risk factors presented below are based on the Company's assessment and information available as of the date of the Prospectus. The risk factors that are considered to be most significant as of the date of the Prospectus are presented first within each category, while subsequent risk factors are presented without any particular ranking.

RISKS RELATED TO THE COMPANY'S OPERATIONS AND INDUSTRY

Viva Wine Group is dependent on maintaining good relationships with producers, suppliers, customers and other partners

As part of its operations selling quality wines, Viva Wine Group has established a diverse international producer and supplier network. The Company's producer network comprises approximately 350 producers from more than 15 countries across five continents. In 2020, Italy was the largest producer country followed by France and Spain. The Company is dependent on retaining strong collaborations with these producers, through which the Company has successfully built a highly varied and high-quality product portfolio.

One of Viva Wine Group's main competitive advantages is its broad range of quality wines, and the Company is therefore dependent on its producers and suppliers to make available such a range. If Viva Wine Group is unable to retain and expand its existing producer and distributor network, there is a risk that this could impact its ability to extend the existing range of products and thereby limit the Company's growth potential.

Based on net sales, the state retail monopoly, Systembolaget, is the largest customer in the Company's Sweden operating segment. In the Nordics segment, the main customers are the Finnish counterpart to Systembolaget, Alko, and the Norwegian counterpart, Vinmonopolet. Systembolaget in Sweden and Alko in Finland accounted for approximately 90 percent of the Company's net sales in the 2018–2020 financial years. The combined revenue from Systembolaget amounted to SEK 2,233.2 million for 2020, SEK 1,846.3 million for 2019 and SEK 1,678.2 million for 2018. The combined revenue from Alko amounted to SEK 348.4 million for 2020, SEK 229.9 million for 2019 and SEK 174.0 million for 2018. State retail monopolies apply their own terms and conditions for producers, importers and distributors, which the Company is prevented from negotiating, which may therefore be disadvantageous to the Company and may, for example, expose the Company to increased and unforeseen costs and result in claims against the Company pertaining to product liability.

Viva Wine Group is also dependent on the fulfilment of contractual commitments by sub-suppliers, distributors and other partners in terms of quality, service and delivery times, and on the compliance of these parties with Viva Wine Group's guidelines and other industry standards in respect of the environment, work environment,

anti-corruption, human rights and business ethics. There is a risk that such actors will not deliver on time or in line with the cost scenario or quality undertaken or that they will not comply with applicable guidelines and industry standards. Viva Wine Group's contractual relationship with distributors, suppliers and partners may be regulated through framework agreements or agreements that consist of order or tender confirmations, and in the latter case this may entail ambiguity in terms of the conditions regulating the contractual relationship.

If Viva Wine Group were to fail in its judgement and evaluation of such actors and if it is found that these actors, to a significant extent, fail to maintain the quality level expected by Viva Wine Group or do not engage in properly functioning environmental and safety work, there is a risk that this could have a negative impact on Viva Wine Group's reputation and operations as well as its financial position.

Viva Wine Group is also exposed to a risk that producers and suppliers could change their strategy and circumvent the Company by selling their products directly to the Company's customers or to the Company's competitors. Viva Wine Group's access to products may also be negatively impacted if producers, suppliers or other partners find themselves in financial difficulties or do not comply with applicable legislation, trade restrictions, foreign-exchange rates, transport capacity, costs or other factors that are beyond the control of the Company, which could have a material negative impact on the Group's operations, future prospects, results and financial position.

Viva Wine Group's growth may challenge its resources

Viva Wine Group's growth strategy comprises both organic growth and growth through acquisitions in order to grow the Company's market share in the Nordic monopoly markets and to accelerate the Company's E-commerce segment in the European market. The implementation of the Company's strategy exposes the Company to a number of risks. Growth may expose Group management, administration, IT systems and operational and financial infrastructure in the Group to several challenges.

On the date of this Prospectus, the Company had recently completed add-on acquisitions to complement an existing brand portfolio and expand its operations internationally through the acquisition of the Group company Vicampo.de GmbH in 2021. In connection with an acquisition, the Company makes certain assumptions and takes certain positions based on information available on the acquisition date and certain forecasts based on assumptions

about future development, margins and earnings capacity, that inherently involve certain uncertainties. There is a risk that a planned acquisition may not be completed for commercial, financial or other reasons despite the acquisition process having been initiated due to competition or the Company's financial situation. There is also a risk that the Company will be unable to identify a suitable candidate for acquisition at all. In addition, the expected economies of scale identified during the acquisition process could fail to materialise, either in part or completely, which could result in higher costs than planned. There is also a risk that it will not be possible to realise expected synergies or that further integration costs will be required to achieve these synergies, which means the Company would be exposed to unforeseen costs.

The integration of the acquired operations may also entail a risk that the Company could fail to retain key employees or consultants, both in the acquired company and in the existing Group, due to operational changes caused by a growing organisation.

The Company's organic growth, regardless of corporate acquisitions, and future growth have also entailed and may continue to entail high demands on the Company's management and its operational and financial infrastructure. Investments in the operations, including investments in the preparation of procedures and processes, will require the Company to set aside resources from the Company's management and operations as well as other financial resources. Continued growth may also limit the Company's capacity to attract, train, motivate and retain employees, and develop and improve its operating, management and financial controls. In order to reach new customers, and to increase sales to existing customers, the Company may need to change the Company's product offering, optimise its range of products, create new websites, campaigns, sales methods or products and set aside time for marketing activities and measures aimed at increasing the Company's average order value. To take such action, the Company may need to allocate significant time and resources from management.

If Viva Wine Group fails to effectively manage the increase in the size and complexity of operations resulting from future growth or if the Company fails to identify suitable acquisition targets or if other risks associated with an acquisition were to materialise, this could increase the Company's costs and have a negative impact on Viva Wine Group's expansion, operations and financial position and mean the Company is unable to carry out its strategy.

The Company operates in a growing and competitive industry

The state retail monopolies in Viva Wine Group's Nordics segment, and in particular in the Sweden segment, are important sources of revenue for the Group. Despite the substantial legislation that applies to the state retail monopoly and other international markets in which the Company operates, the wine importer and distribution industry is exposed to competition. The market in the Company's E-commerce segment is also exposed to competition. Circumstances that impact the Company's competitive situation include the brand portfolio's size, product categories, pricing, product quality, innovation and new product offerings, distribution options and the ability to forecast and react to changes in consumption patterns and preferences as well as demand. Changes in the industry environment, regulations, the retail monopolies' approach and scope, which includes the phasing out or easing of the monopolies or in E-commerce, may impact competition and pricing.

Viva Wine Group's competitors comprise national and international producers and distributors. The Company may be challenged by existing and new competitors that have significantly greater financial and operational resources than Viva Wine Group. If the Company were to fail to respond to the competition from new and existing competitors, this could have a material negative impact on the Company's operations, financial position and results.

Risks of disruption to stocks and inventory management

Viva Wine Group uses a number of warehouses operated by third parties, including warehouses in the Nordic region, namely in Stockholm, Oslo and Turku, as well as warehouses in Germany, China and the US. There is a risk that these suppliers' warehouses could be damaged and that the Group's own stored products could be damaged. Damage to stored products may result from IT or other system failures, sabotage or similar accidents, which may result in impairment of Group's inventory and also result in delayed deliveries that could have consequences for Viva Wine Group's ability to fulfil its obligations to customers. If Viva Wine Group's inventories were to suffer unforeseen stoppages, disruptions or delays, this could have a negative impact on the Group's operations, results and financial position to the extent that these losses are not fully covered by insurance policies.

Risks related to the Company's international operations

The Company operates in several growing markets and develops, markets and sells quality wines to consumers in Sweden, the Nordic region, continental Europe, the UK, North America and China. Viva Wine Group reports the Group's operations in four operating segments – Sweden, Nordics, E-commerce and Other – with the Sweden segment accounting for 81.7 percent of the Group's net sales in the 2020 financial year, Nordics for 12.4 percent, E-commerce for 4.8 percent and Other, which comprises sales in the US, China and the UK, for 4.8 percent. The figures shown above does not include eliminations.

Although the Company's largest segment on the date of this Prospectus is Sweden, Viva Wine Group, as a result of its international sales, is exposed to a series of complex laws, regulations and controls as well as treaties and guidelines, including those related to imports and sales of alcoholic drinks, marketing of these, labour law and environmental laws. Negative changes to legal requirements, sanctions, economic and political instability, customs duties and other trade barriers and price or currency controls may limit Viva Wine Group's profitability in the countries in question. Furthermore, terrorist acts, armed conflicts, natural disasters, government measures as well as epidemics and pandemics could have a material negative impact on Viva Wine Group's operations, disrupt deliveries of raw materials and undermine the Company's ability to manufacture and deliver its products to customers. The global political landscape is constantly changing due to the political situation in the world. In recent years, a trade war has been ongoing whereby the US, China and the EU, among other countries, have introduced trade restrictions on importing and exporting certain products and materials. There is a risk that the trade war could escalate and lead to trade embargoes. Since Viva Wine Group conducts operations internationally, this could impact its customers, suppliers, distributors and other partners. Trade restrictions, including new or extended duties or fees, embargoes, sanctions, security measures and customs restrictions as well as foreign strikes and work stoppages or boycotts, may have a negative impact on Viva Wine Group's operations, financial position and results of operations.

Risks relating to key employees and personnel

The Company has a decentralised organisation consisting of ten entrepreneurial companies in six different countries. In addition, the Company has a smaller group of key employees who manage Group-specific organisational matters. One important element in Viva Wine Group's development concerns the Company's ability to retain its senior executives and other key employees, both in each subsidiary and at Group level, with their extensive expertise and experience of the area of operation. In addition, it is essential for the Company's growth to attract competent and qualified employees. There is a risk that recruitment will not take place in a satisfactory manner as a result of competing employers or difficulties in finding the right skills while the Company is experiencing constant growth. There is a risk that Viva Wine Group's development may be delayed or that its market advantages could be lost should key employees leave the Company for any reason or if the Company is unable to continue to recruit qualified personnel, which could have a negative impact on the Company's business development and financial position.

Viva Wine Group relies on well-functioning and secure IT systems

The Company relies on well-functioning and accessible IT systems from third-party providers that are used, inter alia, to securely process, store and transfer confidential information that is received or transferred by e-mail and other technologies. As Viva Wine Group accelerates its operations in the E-commerce segment, the Company will become increasingly dependent on secure IT systems given the volume of personal data received from consumers when selling online, including contact details and payment data. The IT system exposes the Company, and makes it vulnerable, to risks related to unauthorised intrusion, hacking and similar disruptions. Outages in the IT system may arise due to technical faults, defects, overloaded networks, maintenance, malicious blocking of electronic access by third-party actors and criminal acts, such as cyberattacks aimed at gaining unauthorised access to the Company's products, systems or confidential information (including intellectual property rights and personal data).

The impact of a security breach, unauthorised access or loss of confidential information may lead to legal action, damages, temporary shutdowns, system errors or other consequences that result in operational disruptions and have a negative impact on Viva Wine Group's financial position and its reputation and ability to conduct the operations with the full confidence of its customers.

The Company is dependent on access to quality raw materials

The wine grape is the single most important raw material used in the wine production in the Company's producer network. The cost of the raw material may increase for several different reasons over which the Company has no control, such as climate change and weather conditions that influence access to quality raw materials, uncertainties in agricultural conditions or changes to import and export legislation. Should the availability of quality wines and grapes at the Company's producers decrease or deteriorate, or if the price of raw materials rises, this could make it difficult for the Company to distribute and deliver wine in accordance with its contractual commitments with customers and may also lead to price increases. If such risks were to materialise, it could have a material negative impact on the Company's operations and results.

RISKS RELATED TO POLITICAL AND LEGAL ASPECTS

Risks related to changes in legislation and regulatory rules pertaining to alcoholic drinks

The Company's operations, strategy and future revenue are affected by the regulation or re-regulation of alcohol sales in jurisdictions through legislation. Legislation can change for a number of reasons in jurisdictions where Viva Wine Group conducts operations, such as political reasons, public health reasons or other causes. Viva Wine Group's net sales for the 2020 financial year were mainly generated by the Company's operations in Sweden, which accounted for 81.7 percent of the Group's net sales. The Company also operates in Finland and Norway, which make up the Group's Nordics operating segment and accounted for 12.4 percent of the Group's net sales in the 2020 financial year. In all of these Nordic countries, retail sales of alcoholic drinks take place through companies owned and controlled by the state in each jurisdiction (Systembolaget, Alko, and Vinmonopolet, respectively in the order referred to in the previous sentences), and only alcoholic drinks with a low per mille level may be sold in the rest of the retail trade.

The state monopoly on alcohol may change in the future as regards a decrease or increase in the number of stores, variations in the categories of alcohol sold, or changes that enable the abolishment or discontinuation of the state monopoly. Such a change could impact competition and consumer behaviour and require the Company to adapt and modify its operations on the basis of new conditions, which would have a material impact on the Company's business development, financial position and results.

Viva Wine Group's operations are also covered by marketing legislation that restricts the Company's ability to market alcohol and the Company may in certain jurisdictions need to ensure that no active marketing of its products and services takes place. Courts and authorities in the jurisdictions concerned may deem that the absence of marketing activities and the prevention/obstruction measures taken by Viva Wine Group are insufficient. In addition, marketing legislation may change, for example through a relaxation of rules, which would impact competition and require the Company to implement a significant restructuring of its operations, which would have a material impact on the Company's results and financial position.

Viva Wine Group's operations are subject to regulations in a number of different countries which places demands on the Company's continuous regulatory compliance

The Group operates in several different jurisdictions and generates revenue from various international markets and is therefore obligated to comply with a number of different laws and regulatory rules. The relevant authorities routinely monitor the Company's compliance with applicable requirements and regulations. Even if the Company has procedures and processes in place to monitor legal developments and other developments that impact the Company's regulatory compliance, there is a risk that the Company's interpretation of rule compliance may not be consistent with interpretations of the rules by the relevant authorities or that the Company's procedures and processes could fail to identify regulatory changes that impact its operations. Should any of the aforementioned risks occur, this could lead to fines or other sanctions, including the rescinding of one of the Group's licences. This could in turn have a material negative impact on the Group's operations, financial position and results.

Viva Wine Group's operations and its geographic distribution as regards markets where sales take place and the Company's international producer network expose Viva Wine Group to risks related to sustainability factors, such as human rights, working conditions and corruption. Such incidents or accusations against the Company or its producers, suppliers, distributors and other partners lead to negative publicity which will risk damaging Viva Wine Group's reputation.

Since Viva Wine Group's operations are international, and the various business segments have operational responsibility and are responsible for their own results and therefore conduct their operations without involving Group-wide functions in all business decisions, it is complex and time-consuming to fully monitor and check that the entire organisation complies with internal policies and codes of conduct. Breaches of, or non-compliance with, applicable laws and regulations, such as those related to public procurement and competition law, money laundering, IT security and data protection (including the EU General Data Protection Regulation, GDPR), corporate governance, IFRS and other rules relating to accounting and financial reporting, the environment, health and safety, business ethics and equal opportunities, could have a negative impact on Viva Wine Group's operations and reputation.

Compliance with these regulations and requirements is also associated with costs for the Company, mainly costs for external advisors such as lawyers and auditors. If Viva Wine Group's employees, suppliers, distributors or other partners act in a manner that constitutes a serious contravention of prevailing laws and internal and external policies or in a manner that does not correspond to the level of business ethics and integrity undertaken by Viva Wine Group, this could primarily have a negative impact on Viva Wine Group's reputation, operations and financial position.

Viva Wine Group is dependent on its ability to obtain and maintain protection for its intellectual property rights

Viva Wine Group owns or holds the rights for a large number of intellectual property rights, the most important of which for the Company's operations are the Swedish brand portfolio, 48 percent of which constitutes the Company's own brands and 52 percent partner brands. The Company's continued growth and its ability to effectively compete are dependent on its ability to obtain, protect and defend its entitlement to its intellectual property rights.

There is a risk that the measures taken by the Group to protect its intellectual property rights will prove to be insufficient, and in such case the Group may not be appropriately protected from an intellectual property rights perspective. As Viva Wine Group expands internationally and enters new markets, the Company's costs to obtain and protect its intellectual property rights also increase.

There is also a risk that third parties will register or develop intellectual property rights that could limit the Company's ability to continue with its current or future operations or that could replace or circumvent the Group's intellectual property rights. For example, if another actor sells low-quality products under a Viva Wine Group brand or symbol, there is a risk that this could seriously impede Viva Wine Group's competitiveness and damage the Group's reputation. Moreover, authorities may reject brand

applications submitted by the Company, and even if an application is successful external parties could attempt to oppose or dispute such registrations. In addition, there is a risk that employees, in Sweden and abroad, could develop intellectual property rights and that such intellectual property rights could be deemed to belong to the employee under applicable local legislation.

Viva Wine Group may also be negatively impacted by processes or claims relating to intellectual property rights, such as when Viva Wine Group argues that a third party has infringed the Group's intellectual property rights, or vice versa. Disputes, claims or legal proceedings involving alleged infringements of intellectual property rights or other claims brought against the Company can be expensive and time-consuming, even if they are ultimately settled in favour of the Company. If such a dispute or such proceedings were to result in an unfavourable outcome for Viva Wine Group, the Company could be compelled to pay damages, cease the activity responsible for the infringement and/or be compelled to acquire a licence and therefore incur additional costs to produce or market the products in question. If Viva Wine Group were to infringe, or was accused of infringing, the intellectual property rights of others, this could have a negative impact on Viva Wine Group's reputation, operations and financial position.

FINANCIAL RISKS

Risks related to currency fluctuations

Currency risk is the risk that the fair value of or future cash flows from a financial instrument will vary due to changes in foreign exchange rates. Currency risks mainly arise on the translation of foreign operations' assets and liabilities into the functional currency of the parent company, known as translation exposure. The Group's sales and purchases in foreign currencies, known as transaction exposure, also comprise a currency risk. In summary, the Group conducts operations all over the world with a cost base in the local currency and is thus exposed to currency risk. The Group's currency exposure is primarily in EUR as the Group, for the 2020, 2019 and 2018 financial years had a currency exposure from sales in EUR of 20.0 percent, 17.3 percent and 11.3 percent, respectively. In addition, currency exposure in EUR from purchases in the 2020, 2019 and 2018 financial years amounted to 95.2 percent, 81.4 percent and 72.3 percent, respectively. The Group uses forward exchange contracts to currency hedge this exposure with a maturity date that generally varies between nine and 12 months. The risks are measured through a forecast of highly probable future payments in EUR. The goal is to minimise the volatility in expenses for highly probable purchases of goods.

Consequently, Viva Wine Group's profit and assets are impacted by fluctuations in the value of the EUR against the SEK. A change in EUR of +/- 1 percent against the SEK in the 2020 financial year would have entailed an impact on profit before tax of +/- SEK 15.3 million, SEK 14.0 million and SEK 11.7 million, respectively, for the 2020, 2019 and 2018 financial years. The sensitivity analysis presupposes that all other factors (such as exchange rates) remain unchanged. Translation risk arises when the net assets of foreign subsidiaries are translated to the presentation currency of SEK. The Group is impacted by the translation of the income statements and balance sheets of foreign subsidiaries to SEK.

Viva Wine Group is subject to risks related to impairment of goodwill

Goodwill represents the difference between the consideration transferred and the fair value of the acquired assets, assumed liabilities and contingent liabilities. Viva Wine Group's goodwill totalled SEK 591.1 million on 30 September 2021, corresponding to 19.7 percent of the Company's total assets. The Group's carrying amount for goodwill arose in connection with the Company's acquisitions, including the Group companies Tryffelsvinet AB and Vinexus Deutschland GmbH in the 2020 financial year and the acquisition of Vicampo in August 2021.

Goodwill is not amortised but is tested annually for impairment, or when there is an indication of an impairment requirement, at the lowest level where separate identifiable cash flows (cash-generating units) exist, which for Viva Wine Group comprises the acquired company. Impairment testing of the Group's goodwill involves assessing whether a unit's recoverable amount is higher than its carrying amount for each cash-generating unit to which the goodwill belongs. The recoverable amount is calculated on the basis of the unit's value in use, which is the present value of the unit's expected future cash flows before tax for the next year and without regard to potential future expansions of operations and restructuring. There is a risk that Viva Wine Group's assumptions in these respects could be proven incorrect or that the discount rate used may not correctly reflect the specific risks for the cash-generating unit, which could result in deviations in the measurement of goodwill. Significant such deviations and major impairment of goodwill could have a material negative impact on the Company's financial position.

RISKS RELATED TO THE COMPANY'S SHARES AND THE OFFERING

Risk of an illiquid market and price volatility

Viva Wine Group's shares have not previously been traded on a marketplace. It is therefore difficult to predict the amount of trading or the interest that may be shown in the shares. The price for which the shares are traded and the price at which investors can make their investment will be affected by a number of factors, some of which are specific to Viva Wine Group and its business, while others are general for listed companies and outside the Company's control. The listing and admission to trading of Viva Wine Group's shares on Nasdaq First North Premier Growth Market should not be interpreted as meaning that there will be a liquid market for the shares. There is a risk that the price of the shares will be highly volatile in connection with the admission to trading. If active and liquid trading does not develop or does not prove sustainable, this could make it difficult for shareholders to sell their shares and the market price could differ considerably from the price of the shares in the Offering.

The major shareholders interests may differ from the interests of minority owners

Emil Sallnäs (through the wholly owned company Late Harvest Wine Holding 1971 AB) and Björn Wittmark and Pamela Wilson (through the wholly owned company Vin & Vind AB) are Viva Wine Group's largest shareholders and, after completion of the Offering, will control 52.4 percent of the shares and votes in the Company, under the assumption that the Offering is fully subscribed and that the Overallotment Option is exercised in full. Through their holdings, the major shareholders have the ability to exert a signifi-

cant influence in matters requiring the approval of shareholders at general meetings. These include the appointment and discharge of board members, resolutions concerning dividends, resolutions regarding new share issues, amendments to the articles of association and other important matters. The interests of the major shareholders may differ from the interests of the Company or other shareholders, and the major shareholders could exercise their influence over the Company in a way that does not best promote the interests of the other shareholders.

Risks related to large sales of shares in the future

The price of the Company's share on Nasdaq First North Premier Growth Market may be significantly impacted by large sales of shares, particularly by board members, senior executives and major shareholders. Viva Wine Group shareholders that will hold approximately 68.3 percent of the shares and votes outstanding in the Company after the Offering (assuming it is fully subscribed and that the Overallotment Option is utilised in full) have undertaken lock-up commitments under which they have agreed not to sell their respective shareholdings for a certain period of time from the first day of trading on Nasdaq First North Premier Growth Market. However, the Joint Global Coordinators may decide during the lock-up period to permit exceptions from these selling restrictions. When this lock-up period has expired, the affected shareholders are free to divest their shares unless there are other legal or contractual obstacles. Future sales of large blocks of shares and divestments by major shareholders, board members and/or senior executives may have a negative impact on the Company's share price.

The Company's ability to pay dividends is dependent on its future results, financial position, cash flow, working capital requirements, capital expenditures and other factors

Viva Wine Group intends to distribute surplus capital to its shareholders after taking its long-term financial stability, growth opportunities and strategic initiatives into consideration. Taking these considerations into account, Viva Wine Group intends to distribute 50–70 percent of its net profit for the year attributable to the parent company's shareholders. However, each year the Board of Directors will evaluate the possibility of distributing a dividend after taking into account the Company's business relationships, growth opportunities and financial position. Any future dividends that the Company may resolve to pay will depend on a number of factors, such as future results, cash flow, working capital requirements, capital expenditures, compliance with loan terms and other factors. There is a risk that the Company may not have sufficient distributable funds and that the Company's shareholders may decide not to pay out dividends in the future. There is therefore a risk that a dividend may not be proposed or approved and that no resolution will be made on dividend payments in a given year or at all. An investor in the Company's share must therefore be aware that dividends may not be paid.

Subscription undertakings in the Offering from Cornerstone Investors are not guaranteed

Bergendahl & Son, Capital World Investors, Erik Selin and Svolder (the "Cornerstone Investors") have undertaken in advance to acquire shares in the Offering corresponding to a total of SEK 950 million. The undertaking is for 19,387,756 shares, corresponding to 68.8 percent of the total number of shares in the Offering (including the Overallotment Option) and approximately 21.8 percent of share capital and votes in the Company after completion of the Offering, provided that the Offering is subscribed in full and the

Overallotment Option is exercised in full. However, the Cornerstone Investors' undertakings are not secured by bank guarantees, blocked funds, pledges of collateral or similar arrangements, which means there is a risk that the Cornerstone Investors may not meet their undertakings. The Cornerstone Investors' undertakings are also subject to conditions. If any of these conditions is not satisfied, there is a risk that the Cornerstone Investors will not fulfil their undertakings, which could have a negative impact on the completion of the Offering.

Shareholders in the US or other countries outside Sweden may not be permitted to take part in potential future new share issues

If Viva Wine Group issues new shares with preferential rights for existing shareholders in the future, shareholders in some countries may be subject to restrictions that mean they are unable to participate in such issues or that their participation is otherwise obstructed or limited. For example, shareholders in the US may not be permitted to exercise their rights to subscribe for new shares unless there are registration documents in accordance with the US Securities Act regarding such shares or an exemption from the registration requirements under the US Securities Act is applicable. Shareholders in other jurisdictions outside Sweden may similarly be affected. Viva Wine Group has no obligation to submit registration documents in accordance with the US Securities Act or to seek similar approval or relevant exemptions in accordance with legislation in any jurisdiction outside Sweden, and these actions may be associated with practical difficulties and costs. Insofar as Viva Wine Group's shareholders in jurisdictions outside Sweden are not able to exercise their rights to subscribe for new shares in any future new issues, their proportional interests in the Company will be reduced. Such issues may therefore entail that existing shareholders will see their share of the Company's share capital diluted which may have a negative impact on the share price, earnings per share and net asset value per share.

Invitation to acquire shares in Viva Wine Group AB

The Company, together with the Selling Shareholders, has resolved to, through the Offering, broaden and diversify the shareholder base in the Company in conjunction with the listing of the Company's shares on Nasdaq First North Premier Growth Market. On 22 November 2021, Nasdaq Stockholm AB, which runs Nasdaq First North Premier Growth Market, determined that the Company meets the listing requirements, provided that certain customary terms and conditions, including fulfilment of the distribution requirement, are met no later than the first day of trading in the Company's shares. Trading is expected to commence on 14 December 2021.

Investors are hereby invited, in accordance with the terms and conditions set forth in this Prospectus, to acquire a maximum of 24,489,795 shares in the Company (the "**Offering**"). The price per share in the Offering has been set at SEK 49 and is based on interest from the Cornerstone Investors, the prevailing market conditions and a comparison with the market price of comparable listed companies as well as estimates on the Company's profit and future prospects. The Offering is made up partly by an offering to the general public in Sweden, Norway and Finland, partly by an offering to institutional investors in Sweden and abroad. Provided that the Offering is fully subscribed, the number of shares outstanding in the Company will increase from 64,342,089 to 88,831,884, corresponding to a dilution of 27.6 percent of the total number of shares outstanding in the Company after completion of the Offering.

The Company's board intends to resolve on the new issue of shares in the Offering based on the authorisation from the extra general meeting held on 20 September 2021. Provided the Offering is fully subscribed, it is expected to raise proceeds of approximately SEK 1,200 million for the Company before trans-

action costs pertaining to the Offering. The Company's costs related to the Offering are expected to amount to approximately SEK 65 million and net proceeds from the Offering are thus expected to amount to approximately SEK 1,135 million.

To cover any overallotment in relation to the Offering, Emil Sallnäs (through the wholly owned company Late Harvest Wine Holding 1971 AB), and Björn Wittmark and Pamela Wilson through Vin & Vind AB ("**Selling Shareholders**") has issued an option to Joint Global Coordinators to offer not more than 3,673,468 shares, corresponding to a maximum of 15 percent of the number of shares in the Offering, which can be used in full or in part for a period of 30 days from the first day of trading on Nasdaq First North Premier Growth Market (the "**Overallotment Option**"). If the Overallotment Option is utilised in full, the Offering will encompass a total of 28,163,263 shares, corresponding to a value of approximately SEK 1,380 million. The Overallotment Option may only be exercised to cover a possible overallotment in the Offering. The Company does not receive any payment from the sale of the shares offered by the Selling Shareholders.

Bergendahl & Son AB ("**Bergendahl & Son**"), Funds managed or advised by Capital World Investors ("**Capital**"), Erik Selin Fastigheter AB ("**Erik Selin**") and Svolder AB (publ) ("**Svolder**") (together the "**Cornerstone Investors**") have undertaken to subscribe for shares in the Offering totalling SEK 950 million, corresponding to 68.8 percent of the Offering including the Overallotment Option. These undertakings from Cornerstone Investors correspond to a total of 21.8 percent of the Company's share capital and votes after the completion of the Offering. For complete information concerning the undertakings from the Cornerstone Investors, refer to the section "*Legal considerations and supplementary information – Subscription Undertakings from Cornerstone Investors*".

For more information, refer to the full Prospectus, which has been prepared by the Board of Directors of the Company in connection with the Offering. The Company's Board of Directors is responsible for the contents of the Prospectus. To the best of the Board of Directors knowledge, the information provided in the Prospectus complies with the factual circumstances and no information has been omitted from the Prospectus that is likely to affect its content.

The Board of Directors

Stockholm, 6 December 2021

Viva Wine Group AB

Background and rationale

Viva Wine Group is the leading wine group in the Nordic region with a strong position in the European E-commerce market for wine.¹ The Company develops, markets and sells both owned and partner brands in several growing markets. The Group consists of entrepreneurial companies that share a platform for economies of scale and value creation. The Company sells affordable quality wines from all over the world to consumers in locations such as the Nordic countries, Germany, Switzerland, Austria, France and the Netherlands.

The Company's operations are conducted by ten contractor-led companies based in six countries. The operations are distinguished in the market through the Company's decentralised organisation which is characterised by creativity and entrepreneurship. The Company strives for close partnerships with its suppliers based on the entire product cycle and the integration of sustainability aspects in every stage of value creation. Sustainability is one of the Company's foremost driving forces and success factors, which has enabled the Company to maintain a position as a market leader in certified ethical and organic wine. In 2020, certified ethical and organic wine accounted for 49 percent of the Company's volumes in Sweden.

Viva Wine Group has a long-standing history of profitable net sales growth. During the period between 2018 and 2020, the Company's net sales increased from SEK 2.0 billion in 2018 to SEK 2.8 billion in 2020 (net sales pro forma 2020: SEK 3.7 billion)², while average annual organic growth amounted to 15.3 percent. In the same period, the Company's adjusted EBITA margin increased from 6.9 percent to 10.3 percent (adjusted EBITA margin 2020: 11.2 percent)³. The Company's growth has been driven by acquisitions, new establishments and expansion in existing and new businesses. Since 2019, the Company has completed a total of five acquisitions including Vicampo, which was acquired in August 2021.

The Board of Directors and management of Viva Wine Group, together with the Selling Shareholders, believe that the Offering and listing is an important step in the Company's development, and is expected to promote the Company's growth and performance. In addition, the Offering and listing will broaden the Company's shareholder base and provide access to Swedish and international capital markets. Furthermore, the listing of shares on Nasdaq First North Premier Growth Market is expected to increase awareness

of the Company and its operations and strengthen the Company's brand among customers, partners, employees, investors and other important stakeholders.

The Offering only includes newly issued shares that are expected to generate approximately SEK 1,200 million to Viva Wine Group before deductions for costs related to the Offering. The costs related to the Offering are expected to amount to approximately SEK 65 million. The Company is thus expected to receive approximately SEK 1,135 million after deductions for costs related to the Offering. Selling Shareholders offer existing shares within the framework of the Overallotment Option.

The Company is of the opinion that its existing working capital, as of the date of the Prospectus, is not sufficient to meet the Company's current needs during the coming twelve-month period. The main cause for the deficit is that the Company must finance the consolidation of minority interest, the acquisition of Norwegian Beverage Group, and repay bridge financing used in the acquisition of Vicampo. The Company intends to finance the working capital deficit in the immediate twelve month period with the funds raised by the Company through the new shares issue carried out in the Offering. The net proceeds from the Offering are intended to be used to achieve an strengthened capital structure in the Company and a simplified group structure by (i) repaying the bridge loan facility of SEK 660 million raised in connection with the acquisition of Vicampo to (ii) partially finance the acquisition of Norwegian Beverage Group, approximately SEK 190 million, and (iii) partially finance the acquisitions of parts of the ownership of minority shareholders in some of the Group's subsidiaries of approximately SEK 270 million.

In the event that the Offering is not completed or not fully subscribed and the refinancing of the bank loans due within twelve months is not completed, the Company will need to seek alternative financing in the form of, for example, other debt financing, a rights issue or a directed rights issue. For complete information regarding the Company's working capital, see the section "*Capital structure, indebtedness and other financial information - Statement regarding working capital*".

Selling Shareholders offer existing shares within the framework of the Overallotment Option. Viva Wine Group will not receive any income from the Selling Shareholders' sale of existing shares.

6 December 2021

Viva Wine Group AB

The Board of Directors

The Company's Board of Directors is solely responsible for the contents of this Prospectus. However, the Selling Shareholders confirm their commitment to the terms and conditions of the Offering in accordance with what is set out in "Terms and conditions".

1) Systembolaget, Alko, Vinmonopolet. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the largest market share by sales of wine in litres to Systembolaget. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the third-largest market share by sales of wine in litres to Alko. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the seventh-largest market share by sales of wine in litres to Vinmonopolet.

2) For more information, refer to the section "*Pro forma financial statements – Pro forma income statement for the period 1 January–31 December 2020*".

3) For more information, refer to the section "*Selected historical financial information - Definitions of key performance indicators*", "*Pro forma financial statements – Pro forma income statement for the period 1 January–31 December 2020*" and "*Pro forma financial statements - Alternative key numbers*".

Terms and conditions

THE OFFERING

The Offering comprises 24,489,795 shares in the Company and are divided into two parts:

- » The offering to the general public in Sweden, Norway and Finland¹
- » The offering to institutional investors in Sweden and abroad²

The outcome of the Offering is expected to be announced through a press release, prior to the first day of trading in the Company's shares, which will be available on the Company's website (www.vivagroup.se) on or about 14 December 2021.

Overallotment Option

To cover any overallotment in the Offering, the Selling Shareholders will issue an option to the Joint Global Coordinators to acquire a further maximum of 3,673,468 shares in the Company, corresponding to a maximum of 15 percent of the shares in the Offering. The Overallotment Option is exercisable, in whole or in part, for a period of 30 days from the first day of trading in the Company's shares on Nasdaq First North Growth Market. For further information about the Overallotment Option, refer to section "Legal considerations and supplementary information – Placing Agreement".

ALLOTMENT OF SHARES

The allotment of shares between each part of the Offering will be based on demand. The allotment will be determined by the Company's Board of Directors in consultation with the Joint Global Coordinators.

BOOK BUILDING PROCEDURE

Institutional investors will be given the opportunity to participate in the Offering in a form of a tender procedure by submitting expressions of interest. The tender procedure will start at 15:00 CET on 6 December 2021 and run until 13 December 2021. The book building may be shortened or extended. Announcement of any such shortening or extension will be made public through a press release.³

THE OFFERING PRICE

The price per share in the Offering has been set at SEK 49 and is based on the interest of Cornerstone investors, prevailing market conditions and a comparison with the market value of comparable listed companies and estimates regarding the Company's profit and future prospects. No commission will be payable.

APPLICATION

The Offering to the general public in Sweden, Norway and Finland

Applications for acquisition of shares within the Offering to the general public should be made during the period 6 December at 15:00 CET - 13 December 2021⁴, and relate to a minimum of 125 shares and a maximum of 22,000 shares⁵ in even lots of 25 shares each. The application period will begin at 15:00 CET on 6 December 2021. The Company's Board of Directors reserve the

right to discontinue or extend the application period. Notification of such potential early discontinuation or extension will be provided through a press release. Only one application per investor may be made. If more than one application is made, the right to consider only the first application is reserved. The application is binding.

Application via SEB in Sweden

Persons in Sweden applying to acquire shares through SEB must hold a securities depository account or an Investment Savings Account ("ISK") at SEB. Persons who do not hold a securities depository account or an ISK at SEB must open such account prior to submission of the application form. Please note that it may take some time to open a securities depository account or an ISK. In connection with acquisitions of shares that are to be registered in an ISK, payment must always be made using the funds available on the ISK.

The cash balance on the securities depository account or the ISK with SEB must, for the period from 15:00 CET on 13 December 2021 until 23:59 CET on 16 December 2021, correspond to at least the amount to which the application relates. This means that the account holder undertakes to keep the amount available on the designated securities depository account or ISK during the aforementioned period and that the holder is aware that shares may not be allotted if the amount during such period is insufficient. Note that the amount may not be withdrawn during the aforementioned period. As soon as possible after allotment has taken place, the funds will be freely available for those who do not receive any allotment. Funds which are not available will carry an entitlement to interest during the aforementioned period in accordance with the terms and conditions of the securities depository account or ISK specified in the application.

In order to participate in the Offering via SEB, an application to acquire shares must take place via SEB's Internet bank using a Digipass, BankID or Mobilt BankID (detailed instructions are available on SEB's website, www.seb.se). Applications through SEB's internet bank must be received by SEB not later than 15:00 CET on 13 December 2021. Customers of SEB Private Banking may not subscribe for shares through SEB's Internet bank, instead subscribe through your stockbroker or private banker.

Application via Nordnet in Sweden, Norway and Finland

Individuals in Sweden, Norway and Finland who hold a securities depository account at Nordnet can apply through Nordnet's web service. Application to acquire shares is made via Nordnet's web service and can be submitted from 15:00 CET on 6 December 2021 up to and including 15:00 CET on 13 December 2021. To ensure that they do not lose their right to any allotment, Nordnet customers must have sufficient funds available in their account from 15:00 CET on 13 December 2021 until the settlement date, which is expected to be 16 December 2021. Full details of how to become a Nordnet customer and the application procedure via Nordnet are available on www.nordnet.se, www.nordnet.no and www.nordnet.fi. For customers that have an investment savings account at the Company, should an application result in allotment, Nordnet will purchase the equivalent number of shares to the Offering and resell the shares to the customer at a price corresponding to the Offering.

1) The offering to the general public in Sweden, Norway and Finland entails an offer of shares to acquire a maximum of 22,000 shares.

2) "Institutional investors" include private individuals and legal entities that apply to acquire more than 22,000 shares.

3) If the application period is shortened or extended, the announcement on the outcome of the Offering, the first day of trading and the date of allocation and payment will be adjusted accordingly.

4) If the application period is shortened or extended, the announcement on the outcome of the Offering, the first day of trading and the date of allocation and payment will be adjusted accordingly.

5) Any investor wishing to acquire more than 22,000 shares is to contact the Joint Global Coordinators in accordance with the information provided under the heading "Terms and conditions - The institutional offering" below.

Application via Avanza in Sweden

Persons applying to acquire shares through Avanza must hold a securities depository account or investment savings account at Avanza. Persons who do not hold a securities depository account or an investment savings account at Avanza must open such account prior to submission of the application form. Opening a securities depository account or investment savings account at Avanza is free of charge and takes approximately three minutes.

Customers with a securities depository account or investment savings account at Avanza can apply to acquire shares via Avanza's Internet service. Applications via Avanza can be submitted from 15:00 CET on 6 December 2021 up to and including 15:00 CET on 13 December 2021. To ensure that they do not lose their possible right to any allotment, Avanza customers must have sufficient funds available in their depository account from 15:00 CET on 13 December 2021 until the settlement date, which is expected to be 16 December 2021. Only one application per person will be accepted. If more than one application is submitted, Avanza reserves the right to consider only one of the applications received. Full details of the application procedure via Avanza are available on Avanza's website (www.avanza.se).

The institutional offering

The application period for institutional investors in Sweden and from abroad is between 15:00 CET on 6 December - 13 December 2021. Applications from institutional investors in Sweden and from abroad shall be submitted to the Joint Global Coordinators (in accordance with special instructions).

Important information about LEI och NPID

According to the Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments ("MiFID II") all investors need a global identification code to be able to carry out securities transactions since 2018. These requirements call for all legal entities to apply for registration of a LEI-code (Legal Entity Identifier), and all physical persons to learn their NPID-number (National Personal ID or National Client Identifier), in order to be able to acquire shares in the Offering. Observe that it is the investor's legal status that determines whether a LEI-code or NPID-number is required, and that the Joint Global Coordinators may not be able to execute the transaction for the person in question if a LEI-code or NPID-number (as applicable) is not presented. Legal entities needing to acquire a LEI-code can turn to any of the suppliers available on the market. Instructions regarding the global LEI-system can be found on www.gleif.org/en/about-lei/how-to-get-an-lei-find-lei-issuing-organizations. For physical persons with only a Swedish citizenship, the NPID-number is "SE" followed by the personal identity number. If the person in question has multiple citizenships or another citizenship than Swedish, the NPID-number can be any other type of number. Those intending to apply to acquire shares in the Offering are encouraged to apply for registration of a LEI-code (legal entities) or learn their NPID-number (physical persons) as early as possible as this information needs to be stated in the application.

Employees within Viva Wine Group

Employees within Viva Wine Group in Sweden, Norway and Finland that wish to acquire shares in the Offering shall follow separate instructions from the Company.

ALLOTMENT

Decision on allotment of shares in the Offering will be made by the Company's Board of Directors in consultation with the Joint Global Coordinators, whereby the goal will be to achieve a strong institutional ownership base and a broad distribution of the shares among the general public, in order to facilitate a regular and liquid trading in the shares on Nasdaq First North Premier Growth Market.

Allotment to the general public in Sweden, Norway and Finland

In the event of oversubscription, allotment may be withheld or take place with a lower number of shares than the application concerns, whereupon allotment wholly or partly may take place by random selection. Allotment to those persons receiving shares in the Offering will occur, in the first place, so that a certain number of shares are allotted per application. In addition thereto, allotment takes place with a certain, equal share of the excess number of shares that the application concerns and will only take place in even lots of 25 shares.

Certain related parties to the Company and Selling Shareholders, including certain board members and employees within the Company, as well as clients to the Joint Global Coordinators, may be considered separately during the allotment.

Allotment to institutional investors

Decision on the allotment of shares within the framework of the offering to institutional investors in Sweden and abroad will, as mentioned above, be made with the aim of achieving a good a strong institutional owner base. Allotment to the institutions submitting expressions of interest will take place on a fully discretionary basis.

However, the Cornerstone Investors, having undertaken to subscribe for shares in the Offering, will be given priority in relation to other investors up to the full amount of Offering shares which it has undertaken to acquire.

Employees within Viva Wine Group

Employees within Viva Wine Group in Sweden, Norway and Finland can be considered separately during the allotment. Any prioritised allotment to employees will, if applicable, concern shares with a value up to SEK 200,000 per employee.

INFORMATION REGARDING ALLOTMENT AND PAYMENT

The Offering to the general public in Sweden, Norway and Finland

Allotment is expected to take place on or about 14 December 2021. As soon as possible thereafter, contract notes will be sent to those having received allotment in the Offering. Those who have not been allotted shares in the Offering will not be notified.

Information about allotment can be viewed from 09:00 CET on 14 December 2021 through each bank's internet service.

Payment for allotted shares will be deducted from the specified securities depository account or ISK on 16 December 2021. If sufficient funds are not available on the securities depository account or ISK on the settlement date, 16 December 2021, or if full payment is not made in due time, allotted shares may be transferred and sold to another party. The party who initially received allotment of shares in the Offering may bear the difference, should the selling price in the event of such a transfer be less than the Offering Price.

The following shall apply in respect of ISK at SEB, Nordnet and Avanza: where an application has resulted in allotment, SEB, Nordnet and Avanza will acquire a corresponding number of shares in the Offering for sale to the ISK account holder at the Offering Price.

Applications received by Nordnet

Clients who have applied through Nordnet's web service will receive information about allotment by the allotted number of shares being booked against payment of funds in the specific account, which is expected to occur on or about 14 December 2021. Note that funds for payment of allotted shares are to be available from 15:00 CET on 13 December 2021 up to the settlement date, which is expected to be 16 December 2021.

Applications received by Avanza

Those who applied via Avanza's Internet service will receive information on allotment by the allotted number of shares being booked against payment of funds in the specified account, which is expected to take place on or about 09:00 CET on 14 December 2021. For those who applied via Avanza's Internet service, payment for allotted shares will be deducted no later than the settlement date on 16 December 2021. In order not to lose their right to any possible allotment, customers with Avanza must have sufficient funds in deposit or investment savings account during the period from the last time of application up to and including the settlement date, which is estimated to be through the period from and including 15:00 CET on 13 December 2021 through 16 December 2021.

The institutional offering

Institutional investors are expected to receive information regarding allotment on or about 14 December 2021 in a particular order, whereupon contract notes will be distributed. Full payment for allotted shares shall be made in cash not later than 16 December 2021 in accordance with instructions set out in the contract note. Note that if full payment is not made in due time, allotted shares may be transferred to another party. Should the price in the event of such transfer be less than the Offering Price, the investor who originally received allotment of shares in the Offering may have to bear the difference.

Registration and recognition of allotted shares

Registration of allotted shares with Euroclear Sweden is, for both institutional investors and the general public in Sweden and Norway, expected to be effected on or about 16 December 2021 2021, after which Euroclear Sweden will distribute notices stating the number of shares that have been registered in the receiver's securities account. Notification to shareholders whose holdings are nominee-registered will take place in accordance with the practices of the respective nominee.

LISTING ON NASDAQ FIRST NORTH PREMIER GROWTH MARKET

The Board of Directors of Viva Wine Group AB intends to finally apply for the admission to trading of the Company's shares on Nasdaq First North Premier Growth Market. On 22 November 2021, Nasdaq Stockholm AB decided that Viva Wine Group AB meets Nasdaq First North Premier Growth Market's listing requirements. Nasdaq Stockholm will approve an application for listing of the Company's shares on Nasdaq First North Premier Growth Market provided that customary terms and conditions are satisfied, including that the Company submits such an application and that the distribution requirement for the Company's shares is

met no later than the first day of trading in the Company's shares. Trading is expected to begin on or about 14 December 2021 with the ticker VIVA. This means that trading will commence before the terms and conditions for completion of the Offering have been met, for further information see section "*Terms and conditions – Terms and conditions for completion of the Offering*". Trading will be conditional upon the terms and conditions being met and, accordingly, the Offering may not be completed until this has been done. If the Offering is not completed, any delivered shares are to be returned and any payment will be refunded.

REGISTRATION OF THE NEW SHARE ISSUE WITH THE SWEDISH COMPANIES REGISTRATION OFFICE

The Board of Directors in Viva Wine Group AB intends to, with support and authorisation from the Company's extraordinary general meeting held on 20 September 2021, decide on a new issue of the number of shares required in connection with the Offering according to the Prospectus. The new issue of shares is estimated to be registered through the Swedish Companies Registration Office on 16 December 2021.

IMPORTANT INFORMATION ABOUT THE SALE OF NEW SHARES

Notifications about allotment of shares to the public in Sweden, Norway and Finland will be made through distribution of contract notes, expected to be distributed on 14 December 2021. Institutional investors are expected to receive notification of allotment on or about 14 December 2021 in particular order, whereupon contract notes are dispatched. After payments for the allocated shares have been processed, the duly paid shares will be transferred to the securities depository account or the securities account specified by the acquirer. The time required to transfer payments and transfer duly paid shares to the acquirers of shares in Viva Wine Group AB means that these acquirers will not have shares available in the specified securities depository account or the securities account until 16 December 2021, at the earliest. Trading in the Company's shares on Nasdaq First North Premier Growth Market is expected to commence on or around 14 December 2021. Accordingly, if shares are not available in an acquirer's securities account or securities depository account until 16 December 2021 at the earliest, the acquirer may not be able to sell these shares on the stock exchange as from the time trading in the shares commences, but first when the shares are available in the securities account or the securities depository account.

STABILIZATION MEASURES

In connection with the Offering, ABG Sundal Collier AB ("**ABGSC**"), acting as stabilization manager ("**Stabilization Manager**"), and on behalf of the Joint Global Coordinators, may, to the extent permitted in accordance with Swedish law, carry out transactions aimed to stabilize, maintain, or in other ways support the market price of the Company's shares, for a period of up to 30 days from the commencement of trading in the Company's shares on Nasdaq First North Premier Growth Market. For further information on stabilization, see section "*Legal considerations and supplementary information – Tax consequences for investors*".

ANNOUNCEMENT OF THE OUTCOME OF THE OFFERING

The final outcome of the Offering will be announced through a press release which will be available on Viva Wine Group's website (www.vivagroup.se) on or about 14 December 2021.

RIGHT TO DIVIDEND

The newly issued shares in the Offering carry a right to dividend for the first time on the record date for dividend occurring immediately after registration of the shares and completion of the Offering. Decisions regarding the distribution of dividend are proposed by the Board of Directors and resolved by the shareholders' meeting. Dividend payments are administered by Euroclear Sweden or, for nominee-registered shareholdings, in accordance with the procedures of the individual nominee. For information see also section *"Legal considerations and supplementary information - Tax consequences for investors"*.

TERMS AND CONDITION FOR COMPLETION OF THE OFFERING

The Offering is conditional upon that the Company, Emil Sallnäs, Björn Wittmark, Pamela Wilson and John Wistedt and the Joint Global Coordinators enters into a placing agreement (the **"Placing Agreement"**) and that certain terms and conditions in the Placing Agreement are fulfilled and that the agreement is not terminated as well as that the interest in the Offering, based on the Joint Global Coordinator's assessment, being sufficient to achieve effective trading in the share. Pursuant to the Placing Agreement, the Joint Global Coordinators' commitment to procure purchasers for the shares is conditional upon, inter alia, that certain force majeure events and material adverse changes to the Company's business do not occur and certain other customary conditions. The Placement Agreement is expected to be entered into on or about 13 December 2021. The Joint Global Coordinators may terminate the Placing Agreement up until 16 December 2021, if for example any material adverse event was to occur or if any other conditions stipulated by the Placing Agreement are not satisfied, in which case the Offering will be suspended and neither delivery of, nor payment for, shares will be affected under the Offering. Trading that occurs in the Company's shares before the terms and conditions for completion of the Offering have been met, that is, up until 16 December 2021, will thus be conditional on the completion of the Offering. For complete information regarding the Placing Agreement, see section *"Legal considerations and supplementary information - Placing agreement"*.

MISCELLANEOUS INFORMATION

Information to Investors

The fact that ABGSC och SEB are Joint Global Coordinators does not necessarily imply that the respective bank considers the applicant in the Offering (the **"Investor"**) as a client of the bank. The Investor is considered as a client for the Offering with the respective bank only if the bank has advised the Investor regarding the Offering or otherwise has contacted the Investor individually regarding the Offering or if the Investor has applied through the respective bank's branch offices or internet bank. The consequence of the respective bank not viewing an Investor of the Offering as a client is that the rules regarding protection of investors under the Swedish Securities Markets Act (Sw. lagen (2007:528) om värdepappersmarknaden) will not be applied to the investment. This means that neither the so-called client classification nor the suitability assessment will be applicable regarding the investment. The Investor is thus solely responsible for having sufficient experience and knowledge to understand the risks involved with the investment.

Information to distributors

With reference to the product governance requirements in: (a) MiFID II, (b) Articles 9 and 10 in the Commission Delegated Directive 2017/593/EU of 7 April 2016 supplementing MiFID II, and (c) Chapter 8 Sections 13 and 14 of the Swedish Securities Act as well as Chapter 5 Section 5 of the SFSA's regulations regarding

investment services and activities, FFFS 2017:2, (together the **"Product governance requirements of MiFID II"**), and without liability for damages that may otherwise rest with a "Producer" in accordance with the Product governance requirements of MiFID II, shares in the Company have been subject to a product approval process, where the target market for the shares in the Company are (i) non-professional investors and (ii) investors who fulfil the requirements of a professional investor and eligible counterparty, each a **"Target market"** pursuant to MiFID II.

Solely for the purposes of the product governance requirements contained in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **"UK MiFIR"**), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any Producer (for the purposes of UK MiFIR) may otherwise have with respect thereto, the shares in the Offering have been subject to a product approval process by Joint Global Coordinators, which has determined that such shares are: (i) compatible with an end target market of retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook and professional clients, as defined in UK MiFIR; and (ii) eligible for distribution through all distribution channels as are permitted by UK MiFIR. Any person subsequently offering, selling or recommending shares in the Offering (a **"distributor"**) should take into consideration the Target Market Assessment; however, a distributor subject to the UK MiFIR is responsible for undertaking its own target market assessment in respect of the shares in the Offering (by either adopting or refining the Target Market Assessment) and determining appropriate distribution channels.

Notwithstanding the Target Market Assessment the distributors shall note that: the value of the shares in the Company may decrease and it is not guaranteed that an investor will get whole or a part of the invested amount in return; shares in the Company does not offer a guaranteed income or a capital protection; and an investment in shares in the Company is only suitable for an investor who does not need a guaranteed income or a capital protection who (alone or together with a suitable financial or other advisor) are capable of evaluating the benefits and the risks with such an investment and who has sufficient financial means to bear such losses that may arise therefore. The Target market review does not affect the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering. The Target Market Assessment shall not be considered as (a) a suitability assessment pursuant to MiFID II or UK MiFIR; or (b) a recommendation to any investor or group of investors to invest in, acquire, or take any other action regarding shares in the Company. Each individual distributor is responsible for their own Target Market Assessment in respect of the shares in the Company and determining appropriate distribution channels.

Information about the processing of personal data

Anyone acquiring shares in the Offering will submit information to the Joint Global Coordinators, Nordnet or Avanza. Personal data submitted to Joint Global Coordinators, Nordnet or Avanza will be processed in data systems to the extent required to provide services and administer customer arrangements. Personal data obtained from sources other than the customer may also be processed. The personal data may also be processed in the data systems of companies or organizations with which Joint Global Coordinators, Avanza or Nordnet cooperate. Information pertaining to the treatment of personal data can be obtained from Joint Global Coordinators' or Nordnet's or Avanza's offices, which also accept requests for the correction of personal data. Address details may be obtained from Joint Global Coordinators, Nordnet's or Avanza's through an automatic procedure executed by Euroclear Sweden.

Market overview

The Prospectus contains information about the Company's activities and the markets in which the Company operates, including information on market growth, market size and the Company's market position relative to competitors. Such information is based on data, statistics and reports from various independent sources and/or has been prepared by the Company based on its internal information or obtained from third party sources, including Euromonitor International and other publicly available sources such as Systembolaget, Vinmonopolet and Alko. The Company has collected data concerning the market volumes on the Nordic monopoly market for wine that has been made available to the Company by Systembolaget, Vinmonopolet and Alko. In addition, the Company has compiled data about the market and the competitors partly based on publicly available sources and assessments, estimates and methods that the Company has considered reasonable. The Company has accurately reproduced such third party information and, as far as the Company is aware and is able to ascertain from information published by these third parties from which the information was obtained, no facts have been omitted which would render the reproduced information inaccurate or misleading. The Company has, however, not independently verified the correctness or completeness of any third party information and the Company can therefore not guarantee its correctness or completeness.

Market and industry information contains estimates regarding future market development and other forward-looking information. Forward-looking information is not a guarantee of future results or developments and actual results may differ materially from those in the forward-looking information. For more information regarding the risks associated with the forward-looking information, see the section "Important information to investors - Forward-looking statements".

SUMMARY

A large, attractive and stable Nordic monopoly market for wine

Viva Wine Group considers itself to be operating in a large and attractive Nordic monopoly retail market for wine,¹ which in 2020 was estimated at approximately SEK 47 billion.² Local availability, positive customer experiences and expert advice on food and suitable drinks to accompany it form the core of the Nordic monopoly's business model. In the Company's opinion, strong political support and a high level of customer satisfaction have enabled acceptance of and the strong position of the monopoly and has thus given rise to stable growth of approximately 3 percent per year between 2010 and 2019. Going forward, the market is expected to grow at a similar rate, approximately 3 percent per year between 2021 and 2025.³

The importance of knowledge and scalability in a consolidated market

In the Company's opinion, the Nordic monopoly market for wine, with ongoing consolidation, can be described as market properties have made it possible for a few corporate groups to control a large part of the volume of wine in the monopoly market in the Nordic region. The Company believes that successfully conducting business in the Nordic monopoly market for wine will require in-depth customer and product knowledge, broad supplier networks and a capacity for driving volumes in a scalable and profitable manner. The Company believes it possesses all of these characteristics.

Increased focus on organic wines and sustainability in the supply chain

In the Company's opinion, there has been a shift in recent years toward the organic wine segment. In pace with strong consumer awareness of issues related to society and the environment, the share of organic wines at Systembolaget, for example, has increased from approximately 17 percent to 25 percent between 2015 and 2020.⁴ In terms of volume, this corresponds to sales of approximately 55 million litres in 2020 and an increase of approximately 21 million litres compared with 2015.⁵ Given the Company's strong focus on sustainability, its volume-based market share in the organic wine segment at Systembolaget totalled roughly 39 percent for 2020⁶, which makes the Company a market leader in Sweden.⁷

Major growth opportunities in the European E-commerce segment for wine

In addition to the Nordic monopoly market for wine, the Company also has a significant presence in the European E-commerce segment for wine. The European online market for wine has experienced strong growth in recent years. Nonetheless, wine is a commodity that has moved its sales online only to a very limited extent. However, there has been a confirmed increase in the degree of penetration in Europe in recent years, and volume-based online sales for the market in western Europe⁸ accelerated further during the coronavirus pandemic, with a growth of approximately 43.5 percent for 2020 compared with 2019.⁹

1) The monopoly market for wine in the Nordic region is limited to the markets where Viva Wine Group conducts operations. The market thus contains the Swedish, Norwegian and Finnish alcohol monopolies, and thereby excludes the monopoly in Iceland. Since Denmark offers a free market for the sale of alcohol, the country is not included in the definition of the Nordic monopoly market for wine. Nor are associated Nordic territories such as Greenland, the Faroe Islands and Åland included in the Nordic monopoly market for wine.

2) Euromonitor International, Alcoholic Drinks 2022ed. The value is based on the aggregate consumer value of wines sold at Nordic monopolies, represents the retail selling price. As a result, market size also includes VAT, alcohol taxes, mark-ups by the monopoly, and the purchase price from suppliers. Assumptions of exchange rates NOK/SEK=1.0 and EUR/SEK=10.0.

3) Euromonitor International, Alcoholic Drinks 2022ed. Based on the market value of the Nordic monopoly market for wine. Current prices. Assumptions of exchange rates NOK/SEK=1.0 and EUR/SEK=10.0. Constant currency.

4) Measured in volume (litres).

5) Systembolaget: www.omsystembolaget.se/foretagsfakta/systembolaget-i-siffror/forsaljningsstatistik/.

6) Measured in litres.

7) Systembolaget and Company information. Measured in litres.

8) Western Europe refers to Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, Turkey and the UK.

9) Euromonitor International, Alcoholic Drinks 2022ed.

The Company believes that wine is a product that is well suited for E-commerce given characteristics such as low cyclicity, high average order value, frequent regularity of purchases, similar packaging and low return rates.

Identified trends that are expected to drive continued E-commerce penetration in Europe

The Company believes there are primarily three factors that are expected to promote a continued increase in online penetration for wine in Europe. One important trend in this regard is the

demographic shift toward an increased share of consumers that belong to the generation of "digital natives". These generations are the ones that have been exposed to the robust digitalisation of society, including increased E-commerce, since birth. As a result of these persons becoming an increasingly important part of the global economy and reaching an age where the consumption of wine normally increases, the shift to E-commerce channels is expected to grow. Moreover, the Company believes that the availability of information on wine is increasing – which is necessary for consumers to properly plan their online purchases.

THE NORDIC WINE MONOPOLY MARKET

Viva Wine Group conducts its primary operations in the Nordic monopoly market for wine, in which each country has legislated the sole right to the sale of alcohol. This sole right has been given to Systembolaget AB in Sweden, Vinmonopolet AS in Norway and Alko Oy in Finland. The Company believes that the Nordic monopoly market offers serious industry actors an attractive sales channel as well as stable and secure conditions for growth. In addition, the Company believes that there is political support for continued development of innovative solutions for responsible, sustainable consumption.

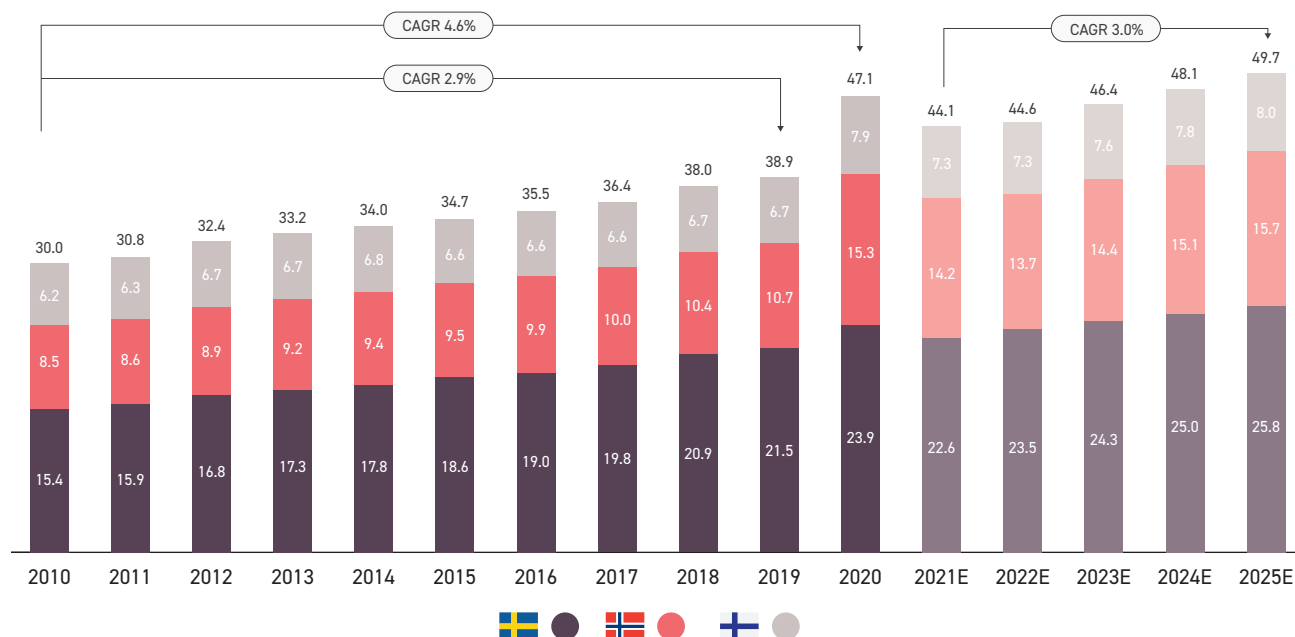
Consistently stable history and expected market growth

The aggregated consumer value for wines sold¹ increased from approximately SEK 30.0 billion in 2010 to approximately SEK 38.9 billion in 2019. This corresponds to a compound annual growth rate (CAGR) of approximately 2.9 percent over the same period.

Considering the sales value of SEK 47.1 billion for 2020, the CAGR for the period from 2010 to 2020 totals approximately 4.6 percent. The market for 2020 can be divided further into wines sold for approximately SEK 23.9 billion in Sweden, approximately SEK 15.3 billion in Norway and approximately SEK 7.9 billion in Finland. Expressed as a percentage, this corresponds to a market share for Sweden, Norway and Finland of approximately 51 percent, 32 percent and 17 percent respectively. The historical rate of growth is expected to continue, with a CAGR of 3.0 percent between 2021 and 2025.²

The coronavirus pandemic has had a big impact on several sectors, especially the HoReCa³ business. As a result of restrictions and lockdowns at the societal level during the years of the coronavirus, monopoly sales increased in all the Nordic markets. Compared with aggregate sales of approximately SEK 38.9 billion in 2019, sales of approximately SEK 47.1 billion in 2020 meant an increase of approximately 21.0 percent.⁴

Development in value for the Nordic wine monopoly market from 2010 to 2025E, SEK billion⁵



1) The aggregate consumer value of wines sold in the Nordic monopoly represents the retail selling price. As a result, market size also includes VAT, alcohol taxes, mark-ups by the monopoly, and the purchase price from suppliers.

2) Euromonitor International, Alcoholic Drinks 2022ed. Current prices. Assumptions of exchange rates NOK/SEK=1.0 and EUR/SEK=10.0. Constant currency.

3) HoReCa means Hotel, restaurants, and catering.

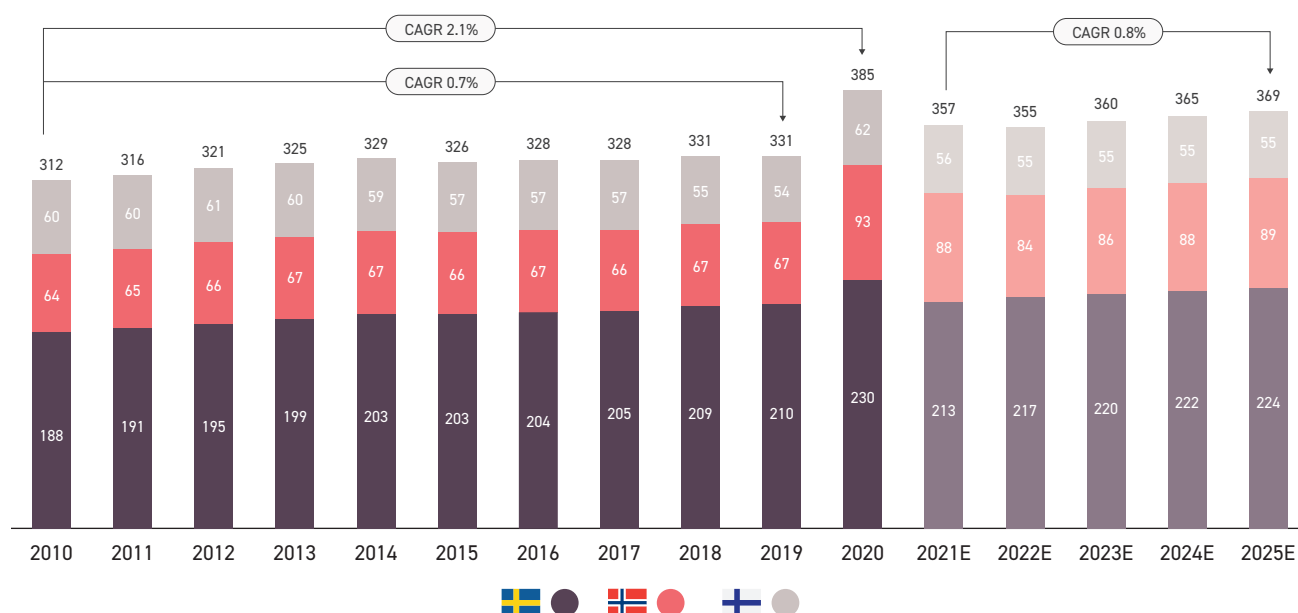
4) Euromonitor International, Alcoholic Drinks 2022ed. Current prices. Assumptions of exchange rates NOK/SEK=1.0 and EUR/SEK=10.0. Constant currency.

5) Euromonitor International, Alcoholic Drinks 2022ed. Current prices. Assumptions of exchange rates NOK/SEK=1.0 and EUR/SEK=10.0. Constant currency.

Summary of market value performance, 2019 and 2020¹

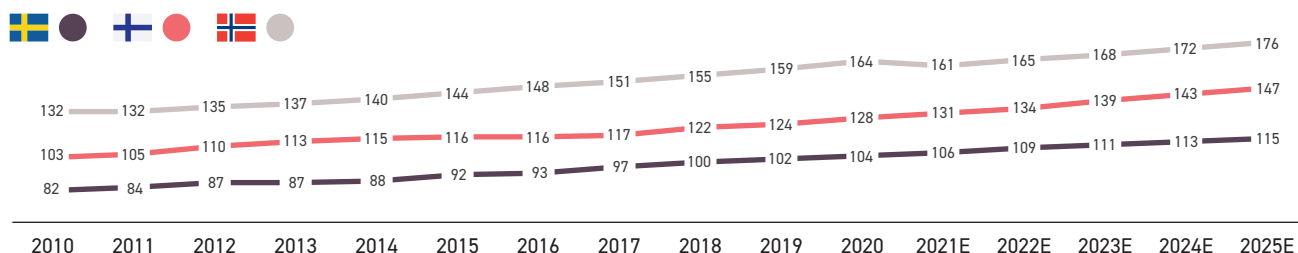
Country/region	2019 value, SEK billion	2020 value, SEK billion	Growth 2019/2020 (%)
Sweden	21.5	23.9	10.9
Norway	10.7	15.3	43.2
Finland	6.7	7.9	18.0
Nordic monopoly market for wine	38.9	47.1	21.0

The total value of the Nordic monopoly market for wine can be further divided into both volume and average prices. The total volume of the Nordic monopoly market for wine was approximately 331 million litres for 2019. This can be compared to 2010, when the total volume was approximately 312 million litres, corresponding to a CAGR of approximately 0.7 percent for the period. Owing to closures in the HoReCa sector, the volume sold in the Nordic monopoly increased further in 2020, totalling approximately 385 million litres. From 2010 to 2020, the CAGR totalled approximately 2.1 percent.²

Development in volume for the Nordic wine monopoly market from 2010 to 2025E, million litres³

In all, the historical growth in market value from 2010 to 2019 can be read as being driven primarily by price increases and less by increases in volume. This can be seen primarily in the CAGR of approximately 2.2 percent in prices per litre of wine compared with the CAGR of approximately 0.7 percent in volume for the period. From 2010 to 2020, price and volume can be read as having grown more equally, with growth figures of approximately 2.4 percent and 2.1 percent respectively. This is attributable to the drastic increase in volume from approximately 331.0 million litres for 2019

to approximately 385.0 million litres for 2020, corresponding to an increase of approximately 54 million litres and annual growth of approximately 16.3 percent for the period. The expectation going forward is that it will once again be prices that drive the development in market value. Between 2021 and 2025, prices in the Nordic market for wine are expected to grow by a CAGR of approximately 2.2 percent, while the volume is expected to grow by a CAGR of approximately 0.8 percent.⁴

Development in average price per litre for the Nordic wine monopoly market from 2010 to 2025E, SEK⁵

1) Euromonitor International, Alcoholic Drinks 2022ed. Current prices. Assumptions of exchange rates NOK/SEK=1.0 and EUR/SEK=10.0. Constant currency.

2) Euromonitor International, Alcoholic Drinks 2022ed.

3) Euromonitor International, Alcoholic Drinks 2022ed.

4) Euromonitor International, Alcoholic Drinks 2022ed. Current prices. Assumptions of exchange rates NOK/SEK=1.0 and EUR/SEK=10.0. Constant currency.

5) Euromonitor International, Alcoholic Drinks 2022ed. Current prices. Assumptions of exchange rates NOK/SEK=1.0 and EUR/SEK=10.0. Constant currency.

Price growth for various periods between 2010 and 2025E, SEK¹

Country/region	CAGR 2010-2019	CAGR 2010-2020	CAGR 2021E-2025E
Sweden	2.5%	2.4%	2.1%
Norway	2.1%	2.2%	2.3%
Finland	2.1%	2.2%	2.9%
Total	2.2%	2.4%	2.2%

Background to the Nordic monopoly

The Nordic alcohol monopoly is regulated by the state and is permitted exclusivity through legislation that forbids other entities from conducting retail sales of alcoholic beverages. One of the main rules of EU legislation is a prohibition on monopolies. The Nordic monopolies are exempt from this regulation, however, for reasons of public health given that the monopolies are jointly tasked with promoting the responsible consumption of alcohol, which the monopolies express in various ways. Nonetheless, the Nordic monopolies must conduct their operations in such a way that products are not given special treatment with regard to origin or supplier nationality.² The Nordic monopolies have limited goals for profitability, and in line with the promotion of public health also fulfil the function of educating the population about the risks and potential harmful effects associated with alcohol consumption. In addition, as sole actors in their respective markets, they have a responsibility to provide good service and knowledge about alcoholic beverages.³

Systembolaget

In Sweden, Systembolaget has a monopoly fixed by law on the retail sale of alcoholic beverages such as wine, beer and spirits over 3.5 percent ABV.⁴ Systembolaget was founded in 1955 as Nya Systemaktiebolaget through the consolidation of 41 local state-owned liquor stores into one nationwide company.⁵ By the end of 2020, Systembolaget had approximately 448 stores around Sweden with 800 beverage suppliers, 6,445 employees⁶ and sales of SEK 36.7 billion.⁷ As part of Sweden's attitude of responsibility toward the sale of alcohol, there is, for example, a regulation stating that advertising is permitted only for products under 15 percent ABV.⁸ In addition, information on the risks of alcohol is provided under Systembolaget's name, both in partnerships and through the Systembolaget subsidiary IQ, which works toward a smarter view of alcohol.⁹

Vinmonopolet

In Norway, Vinmonopolet has a monopoly fixed by law on the retail sale of alcoholic beverages over 4.7 percent ABV.¹⁰ Vinmonopolet was established as a private company under state control in 1922. The private owners were eventually bought out, and in 1939 Vinmonopolet became a fully state-owned company.¹¹ By the end of 2020, Vinmonopolet had approximately 337 stores around Norway with 468 suppliers, 1,943 employees and sales of NOK 20.6 billion.¹² In Norway, there is an absolute prohibition on advertising alcoholic beverages, which covers both Vinmonopolet and individual suppliers of alcohol.¹³ Vinmonopolet's mandate for responsible sales is also intended to be balanced with being a leader in customer service that provides inspiring customer experiences.¹⁴

Alko

In Finland, Alko has a monopoly fixed by law on the retail sale of alcoholic beverages over 5.5 percent ABV.¹⁵ Alko was founded in 1932 following the repeal of prohibition in 1931. The state-owned company Oy Alkoholiliike Ab then received the sole right to import, export, produce and sell alcoholic beverages. In December 1993, Finland's government agreed with the EU's opinion that the sole right to retail sales of alcohol could remain but that the other parts of the alcohol monopoly should be phased out. Alko Ab then remained as the retail monopoly.¹⁶ By the end of 2020, Alko had approximately 364 stores around Finland with 780 beverage suppliers, 2,454 employees¹⁷ and sales of EUR 1.3 billion.¹⁸ In line with the other Nordic countries, Finland is subject to a regulation that prohibits alcohol suppliers from marketing products with more than 22 percent ABV.¹⁹

Mark-ups and taxes on the Nordic monopolies

At Systembolaget in Sweden, prices are determined primarily by the suppliers. In addition to the supplier price, there are various mark-ups and taxes such as Systembolaget's own mark-ups, mark-ups for packaging, alcohol tax and VAT. Systembolaget's own mark-ups are independent of product type and always total 17 percent of the purchase price from the supplier. Mark-ups for packaging, on the other hand, vary with product type. For normal wine packaging,²⁰ the mark-up totals SEK 4.92. The alcohol tax in Sweden for wine with an ABV between 8.5 percent and 15.0 percent totals SEK 26.18 per litre. In addition to the alcohol tax, there is VAT of 25 percent of the net price.²¹

1) Euromonitor International, Alcoholic Drinks 2022ed. Current prices. Assumptions of exchange rates NOK/SEK=1.0 and EUR/SEK=10.0. Constant currency.

2) Systembolaget: www.vanligafragar.systembolaget.se/org/systembolaget/d/systembolagets-monopol/.

3) Systembolaget: www.omsystembolaget.se/foretagsfakta/vart-uppdrag/

Vinmonopolet: www.vinmonopolet.no/om-oss

Alko: www.alko.fi/sv/alko-ab/om-alko/den-samhalleliga-rollen/alkos-grundlaggande-uppgift

4) Swedish Law on Alcohol (2010:1622): www.riksdagen.se/sv/dokument-lagar/dokument/svensk-forfattningssamling/alkohollag-20101622_sfs-2010-1622

5) Systembolaget: www.systembolagethistoria.se/teman/ursprung/1955---systembolaget-grundas/

6) Systembolaget: <https://www.omsystembolaget.se/foretagsfakta/systembolaget-i-siffror/>

7) Systembolaget, 2020 Annual Report.

8) Swedish Law on Alcohol (2010:1622) 7 kap.: www.riksdagen.se/sv/dokument-lagar/dokument/svensk-forfattningssamling/alkohollag-20101622_sfs-2010-1622

9) Systembolaget: www.omsystembolaget.se/foretagsfakta/sa-styrs-systembolaget/dotterbolag/.

10) Norwegian Law on Alcohol (LOV-2004-12-17-86): www.regjeringen.no/no/dokumenter/alkoholoven/id448224/

11) Vinmonopolet: www.vinmonopolet.no/content/vmp-om-oss/var-historie/vinmonopolet-100-ar/vinmonopolets-historie

12) Vinmonopolet, 2020 Annual Report: www.nsd.no/polsys/data/en/forvaltning/enhet/52953/aarsmelding.

13) Norwegian Law on Alcohol (LOV-2004-12-17-86) 9 kap.: www.regjeringen.no/no/dokumenter/alkoholoven/id448224/

14) Vinmonopolet: www.vinmonopolet.no/om-oss.

15) Alko: www.alko.fi/sv/alko-ab/om-alko/den-samhalleliga-rollen/alkos-grundlaggande-uppgift

16) Alko: www.alko.fi/sv/alko-ab/om-alko/historia

17) On average in 2020.

18) Alko, 2020 Annual Report: www.alko.se/sv/alko-ab/om-alko/arsberattelse.

19) Valvira: www.valvira.fi/web/sv/alkohol/marknadsforing.

20) For example, wine packaging such as bag-in-box, whole bottles and PET.

21) Systembolaget: www.omsystembolaget.se/salja-med-ansvar/ansvar-for-produkterna/inkopsprocess/prismodell/.

At Vinmonopolet in Norway, the suppliers also largely govern the pricing of wine and other types of alcoholic beverages. In addition to a fixed mark-up of NOK 9.54 on the supplier price, a premium of 22 percent of the supplier price is also added on. For normal wine packaging in glass, a mark-up for packaging of NOK 1.27 is added. The alcohol tax for alcoholic beverages between 4.7 percent and 22,0 percent ABV contains an excise tax of NOK 4.76 per unit ABV and litre. Finally, a VAT of 25 percent of the net price is added.¹

At Alko in Finland, the final consumer price is based on a “back door” price that excludes alcohol tax and mark-ups for recycling. This means that the supplier provides a price on the product that initially includes both alcohol tax and mark-ups for recycling. Alko’s mark-ups are only added with the “back door” price as the starting point. The mark-ups for wine are calculated by applying a pricing coefficient of 1.54 to the “back door” price. Alko’s mark-up is calculated simply by multiplying the “back door” price by the pricing coefficient and then subtracting the original “back door” price from the result. In addition to Alko’s mark-up, there are also alcohol tax of EUR 4.21 per litre, mark-ups for recycling of approximately EUR 0.11 per package and a mark-up for packaging of approximately EUR 0.08. Finally, the consumer price also includes VAT of 24 percent of the net price.²

Strong political support and a high, stable level of customer satisfaction

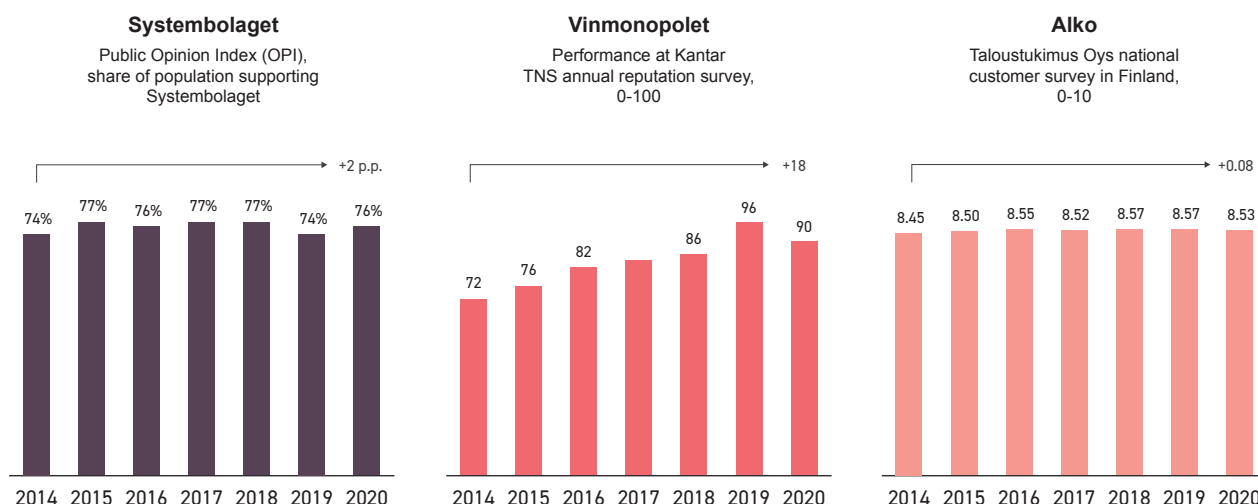
To achieve their goals for the responsible sale of alcohol, the Nordic alcohol monopolies place great importance on good customer service. For this purpose, the monopolies continually adapt themselves to meet demand, as exemplified by Vinmonopolet and Systembolaget now offering home delivery.³ In addition, all

the Nordic monopolies offer pick-up in their stores and at selected pick-up locations via agents. In their efforts to achieve a high level of customer satisfaction, the Nordic monopolies – in broad outline and to varying extents – work with the following areas of focus:⁴

- » Committed and competent employees
- » Broad and well-established supplier contact networks
- » Continual product and business development
- » Expertise in sustainability topics in the value chain
- » Information on the health effects of alcohol
- » Local presence where all consumers are involved

In their commissions, the Nordic monopolies have undertaken to provide customers with good service as expressed in various ways, which is followed up on yearly through diverse customer surveys and measurements. In Sweden, customer satisfaction according to Systembolaget’s CSI is 82 percent, which in turn was reflected in Systembolaget being ranked first in the 2020 Kantar Sifo confidence barometer, for the fourth year in a row⁵. In Norway, Vinmonopolet’s customer satisfaction was 85 percent according to a survey by Ipsos⁶. Vinmonopolet was also ranked first in the annual Kantar TMS reputation survey of Norwegian companies, with 90 out of 100 possible points⁷. In Finland, the national Taloustutkimus Oy customer survey showed that Alko’s customer satisfaction for 2020 was 8.53 on a ten-point scale⁸. Moreover, the same survey showed that Alko ranked highest of all retail merchants in Finland as regards customer service, and second-highest overall.⁹

The position and performance of the Nordic monopolies in various customer surveys¹⁰



1) Vinmonopolet: www.vinmonopolet.no/priser-og-avgifter.

2) Alko: www.alko.fi/en/alko-inc/for-suppliers/prices/price-calculator.

3) Systembolaget: www.systembolaget.se/bestalla-och-handla/hemleverans/

Vinmonopolet: www.vinmonopolet.no/levering

4) Systembolaget: www.omsystembolaget.se/

Alko: www.alko.fi/sv/alko-ab/om-alko/alko-i-korthet

Vinmonopolet: www.vinmonopolet.no/om-oss

5) Systembolaget, 2020 Annual Report.

6) Opinion survey by Ipsos for 2020: www.ipsos.com/nb-no/omdommeseminar-2020-presentasjoner.

7) Vinmonopolet, 2020 Annual Report.

8) Measurements of first impressions, waiting and payment times, customer service, employee expertise and value for money.

9) Alko, 2020 Annual Report.

10) Based on information provided by Systembolaget, Kantar TNS and Taloustutkimus Oy. The information has been obtained in reproduced format from Systembolaget’s, Vinmonopolet’s and Alko’s respective annual reports for 2020. Data from Kantar TNS in 2017 are missing and the bar in the chart serves only an illustrative purpose.

Purchasing process in the Nordic monopoly markets for wine

The Company describes two entry channels for wine in the Nordic monopoly markets. The first is a structured offering process that, if successful, leads to the product becoming part of the monopoly's fixed product offering. The offering process is carried out routinely during the year and consists of a multi-parameter evaluation. The monopoly determines the criteria to be met in advance of the processes, and the criteria are based on broader social trends and what the monopoly feels is in demand in conjunction with new launches. The selection of products that meet the criteria is then tested on the basis of brand-neutral assumptions through blind testing, meaning without information on brand, supplier or producer, which ensures that all products and suppliers are treated equally. In addition, the monopolies also have several sustainability requirements to ensure a value chain in line with the purchasing policies of the monopolies. The overwhelming majority of sales come from the fixed product offering. Products in the fixed offering are regularly ranked to ensure that demand for the products is progressing, and if this is not the case the product is taken out of the fixed offering.

In addition, there is an alternate path into the Nordic monopoly, via the special order offering. This product offering is based on consumer demand, which means that individual stores in the monopoly bring in the product when consumers request it. If the product reaches sufficient sales volumes, the product is moved to the fixed range. By nature, this product offering requires a smaller initial investment of time but is built on larger marketing efforts from the supplier in order to successfully move over to the fixed offering.

Given that products are regularly ranked and that the monopolies' offerings follow consumer preferences, in the Company's opinion, this requires giving suppliers the opportunity to continually update and develop their existing product offering in order to remain relevant, continually launch new products that are in line with prevailing trends, and also broaden their product offering in order to create flexibility in the event of shifting demand. In the Company's opinion, it is also advantageous to have resources for efficient and successful marketing in order to drive demand. These market characteristics are advantageous for large and well-established market actors, which the Company considers itself to be.

Growing interest in organic wines

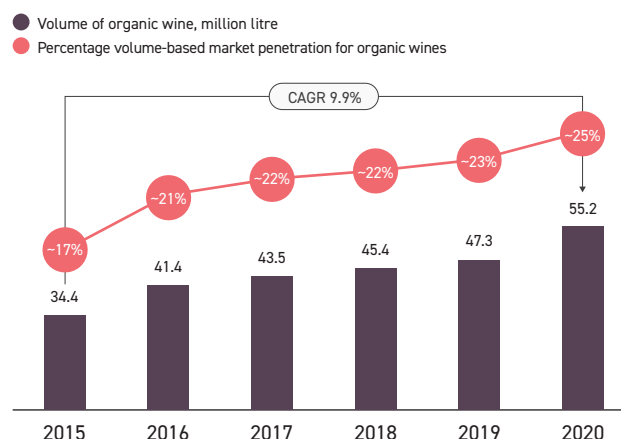
The market for organic wines is undergoing a phase of robust growth driven in part, in the Company's opinion, by increased consumer awareness around environmental and social factors. Moreover, the Company believes that general interest in wine is growing and that consumers are beginning to explore more, which the Company believes is due to new consumer influences and increased access to organic wines. Finally, it is the Company's belief that organic wines have become increasingly in focus in the stores of the Nordic monopolies and that it is now possible to label the commodity as organic, both in stores and online.

The growing demand for organic wine, which the Company believes that consumer trends are leading to, will in turn have a positive impact on the rest of the value chain. For example, suppliers are facing demands for climate-smart packaging as well as environmentally friendly and climate-compensated transportation¹. The shift among consumers could also drive changes toward

more sustainable production, with demands to eliminate chemical biocides and use sustainable fertilizers as well as for efficient water consumption. In the end, this shift could lead to more sustainable local communities where, for example, wine growers receive a guaranteed minimum price for their grapes and are provided with opportunities for loans and credits, and companies re-invest in local communities for such purposes as improving access to water.

Increased consumer awareness around the environment, greater interest and willingness to explore among consumers and an increased focus on organic wines in stores and online have all resulted in robust growth for the segment in recent years. In Sweden, the volume-based market penetration for organic wines at Systembolaget has grown from approximately 17 percent in 2015 to approximately 25 percent in 2020², corresponding to a CAGR of 9.9 percent. Given the Company's strong focus on sustainability, its volume-based market share in the organic wine segment at Systembolaget totalled roughly 39 percent for 2020, which makes the Company a market leader in Sweden.³

Development in volume for organic wines and market penetration at Systembolaget from 2015 to 2020⁴



Competitive situation in the Nordic monopoly market

The Company is of the opinion that there are five actors who together account for approximately half of the volume of wine sold in the Nordic monopoly market.⁵ The Company believes that the remainder of the market consists of a number of small to medium-size actors who together account for a significant portion of the sale of wine. Finally, there are numerous actors with a negligible market share. These market characteristics have, in the Company's opinion, created a monopoly market, with ongoing consolidation, for wine. In recent years, for example, the merger of Altia Oyj and Arcus ASA and the acquisition of Solera Beverage Group by Royal Unibrew A/S have increased this consolidation. Of the ten largest actors in the market, the Company believes that four deal exclusively with wine and that, apart from Viva Wine Group, these are Oenoforos, Concha y Toro and Treasury Wine Estates. Of these ten largest actors – apart from the Company – Royal Unibrew, Concha y Toro, Pernod Ricard and Treasury Wine Estates have an exposure to E-commerce to various extents.

1) By rail or ship, for example.

2) Measured in volume of organic wine as a percentage of total volume of wine sold in the market.

3) Systembolaget: www.oms.systembolaget.se/foretagsfakta/systembolaget-i-siffror/forsaljningsstatistik/.

4) Systembolaget: www.oms.systembolaget.se/foretagsfakta/systembolaget-i-siffror/forsaljningsstatistik/.

5) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Systembolaget, Vinmonopolet and Alko.

Volume-based market share in the Nordic monopoly markets for wine, Q2 2021, LTM¹

Market position	Group	Volume of wine sold, million litres, Q2 '21 LTM	Share of the Nordic monopoly markets for wine, Q2 '21 LTM
1	Viva Wine Group ^a	~68	~18%
2	Anora ^b	~63	~16%
3	Royal Unibrew ^c	~26	~7%
4	Oenoforos Group	~19	~5%
5	Concha y Toro	~15	~4%
6	Hans Just	~12	~3%
7	Interbrands	~11	~3%
8	Pernod Ricard	~11	~3%
9	Treasury Wine Estates	~10	~3%
10	Fondberg Beverage Group	~9	~2%

a) Excludes the acquisition of Pietro di Campo in 2021. Sales volume for Q2 '21 LTM including Pietro di Campo amounts to ~ 69 million liters. This corresponds to a market share of ~18%. Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Systembolaget, Vinmonopolet and Alko.

b) New group resulting from merger of Arcus ASA and Altia Oyj (September 2021).

c) Royal Unibrew A/S acquired Solera Beverage Group AS in July 2021, which has resulted in a leading position in the Nordic monopoly market for wine.

E-COMMERCE IN EUROPE

The E-commerce market for wine in Europe is experiencing strong growth. The Company is of the opinion that wine is a commodity that is well suited for E-commerce, but nonetheless the historical degree of E-commerce penetration for wine in Europe has been low. It has, however, been established that the degree of penetration has increased in recent years, and that online growth accelerated further during the coronavirus pandemic.² Moreover, the Company assesses that the online market for wine in Europe is fragmented.

Wine represents an under-penetrated product category

Wine is one of the few products that still has not shifted a significant portion of its sales online, while alcoholic beverages in general have an extremely low degree of penetration online compared to other product categories which can be illustrated by the degree of online penetration for selected product categories in Germany, based on consumer value:³

- » Consumer electronics: approximately 50 percent online penetration.
- » Clothing and shoes: approximately 37 percent online penetration.
- » Consumer health products: approximately 22 percent online penetration.
- » Household pet products: approximately 13 percent online penetration.

Alcoholic beverages have an online penetration of approximately 3 percent, which in the Company's opinion means there is a significant scope for expanded penetration going forward as well as potential for future growth.⁴

Trends and developments in E-commerce for wine

In the Company's opinion, the online market for wine is undergoing a transformation supported by strong underlying trends for E-commerce in combination with wine being considered an ideal commodity for this type of commerce. Wine has several characteristics that the Company believes are well suited in this context:

- » **Low cyclicity** – The Company believes that wine can be characterised as a non-cyclical commodity that thus does not accumulate in large inventories or set similar requirements when market conditions deteriorate.
- » **High average order value** – Given that E-commerce as a rule entails peripheral costs such as shipping, the Company feels that higher average order values are well suited to an E-commerce environment since these overheads correspond to a smaller portion of the overall order value.
- » **High regularity of purchase** – Products that are purchased regularly – a category that the Company believes wine belongs to – can be well suited to E-commerce since, as a rule, these purchases are associated with lower levels of engagement and consequently less need for physical evaluation prior to purchase. Moreover, the comfort factor – which the Company feels online purchases promote – plays a role in purchases of a more regular character.
- » **Homogeneous product design** – As a rule, wine bottles and boxes are relatively homogeneous in their design, which – in the Company's opinion – simplifies logistics around transportation and minimizes unnecessary space, which can make shipping more efficient when it comes to cost and the environment.
- » **Long product life cycles** – Products with short life cycles such as clothing can lose their value during the time they are in storage, for example through changes in trends, whereas products with longer life cycles – the category that the Company believes wine belongs to – do not entail the same risk for online merchants since they do not spoil or become obsolete to the same extent.
- » **Low return rates** – Returns entail higher administrative expenses, administrative work, and complexity in logistics as well as increased costs for shipping goods. In the Company's opinion, wine by nature has a low rate of return and is therefore suitable as an online commodity in this regard.
- » **Low degree of penetration online** – According to the data from Euromonitor International, wine has a low degree of penetration online, which creates opportunities for online merchants to generate future growth alongside increased online penetration.
- » **Availability of information for purchasing decisions** – In the Company's opinion, there is a substantial opportunity to provide customers with information about wines and grapes online that provides guidance in purchasing decisions, and moreover there are excellent opportunities for providing adequate information at the point of purchase for consumers.

1) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Systembolaget, Vinmonopolet and Alko.

2) Euromonitor International, Alcoholic Drinks 2022ed.

3) Euromonitor International, Alcoholic Drinks 2022ed.

4) Euromonitor International, Alcoholic Drinks 2022ed.

In the Company's opinion, the primary drivers behind a transformation toward, and increased penetration of, wine sales online are:

- 1. Demographic shift** with an increased proportion of generations of digital natives. These generations are the ones who, during their formative years, were exposed to and became familiar with digitalisation in their everyday lives. The Company is of the opinion that the shift towards E-commerce channels will increase as a result of these generations accounting for an increasingly significant portion of the global economy and reaching an age where wine consumption normally increases. These generations thus comprise a larger and more significant customer group for digital wine merchants.
- 2. Increased interest** among consumers in fine food and suitable wine. The Company believes that consumer interest in high-quality food and associated wines is increasing. In the Company's opinion, more expensive wines may be more suitable as online commodities since purchases thereof are planned to a greater extent and are thus suitable as special order commodities.
- 3. Increased availability** of information online compared with physical stores. The Company is of the opinion that digital media simplifies the Company's ability to direct and provide information and the E-commerce process. The Company believes that wine is the type of commodity that requires a significant base of information during the purchasing process, and that an online platform with the kind of dignity that the Company offers could simplify this process.

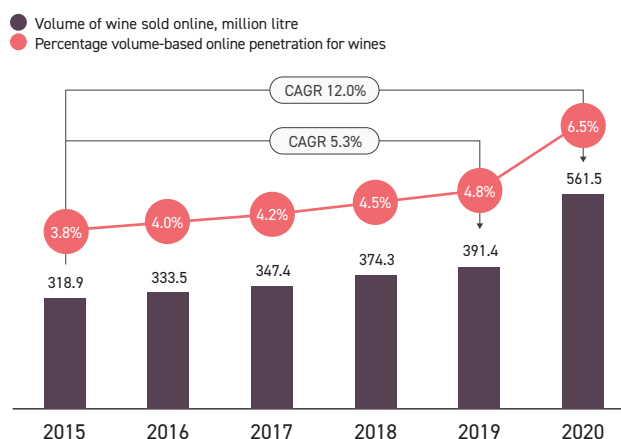
The Company believes that the coronavirus pandemic has acted as a catalyst to accelerate online penetration for wine in Europe. Online penetration increased substantially during the pandemic, and the Company believes that there are several advantages to E-commerce for wine that will retain customers in this sales channel going forward.

The Company believes that E-commerce simplifies the choice of wine through ratings and detailed descriptions, that it is a convenient method of shopping as regards home deliveries and short delivery times, that it provides exposure to personal and exclusive offerings and that wine merchants can tailor their product offering in accordance with customer information that is generated online. In addition, the Company feels that a further advantage of E-commerce, which contribute to promote consumer retention in this sales channel, is the high degree of access to wines in all price classes and segments.

With these general trends, and in light of the specific effects of the pandemic described above, the online market for wine in western Europe¹ has witnessed robust growth in recent years. This growth can be seen in the trend in volume and total value. In 2015, the volume online was approximately 318.9 million litres, whereas in 2020 the total was approximately 561.5 million litres. This trend in volume corresponds to a CAGR of approximately 12.0 percent. In 2019, the volume totalled approximately 391.4 million litres, which resulted in a CAGR of approximately 5.3 percent for the period from 2015 to 2019. The increase in volume sold between 2019 and 2020 totalled approximately 43.5 percent. The retail volume

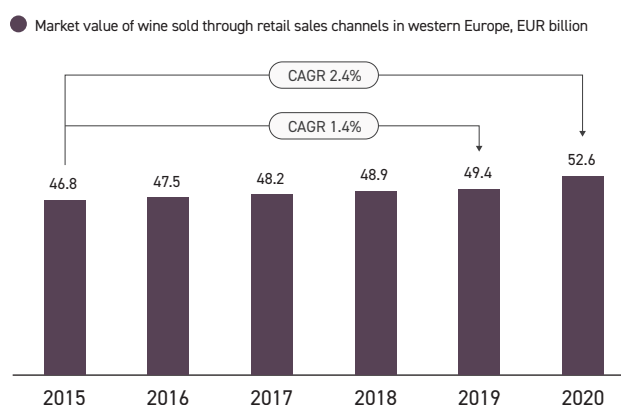
penetration for the online segment in western Europe increased from approximately 3.8 percent in 2015 to approximately 6.5 percent in 2020, corresponding to an increase of approximately 2.7 percentage points.²

Trend in volume of wine sold online and online penetration in western Europe from 2015 to 2020³



The estimate of the total market size for wine online uses the total market value of wine sold via retail sales channels and the degree of online penetration, expressed as a percentage of alcoholic beverages as a whole based on value. In 2015, the market value of wine sold via retail sales channels totalled approximately EUR 46.8 billion, whereas in 2020 it totalled approximately EUR 52.6 billion. This trend in market value corresponds to a CAGR of approximately 2.4 percent. In 2019, this value totalled approximately EUR 49.4 billion, which resulted in a CAGR of approximately 1.4 percent for the period from 2015 to 2019.⁴

Trend in market value of wine sold via retail sales channels in western Europe from 2015 to 2020, EUR billion⁵



1) Western Europe refers to Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, Turkey and the UK.

2) Euromonitor International, Alcoholic Drinks 2022ed.

3) Euromonitor International, Alcoholic Drinks 2022ed.

4) Euromonitor International, Alcoholic Drinks 2022ed. Current prices.

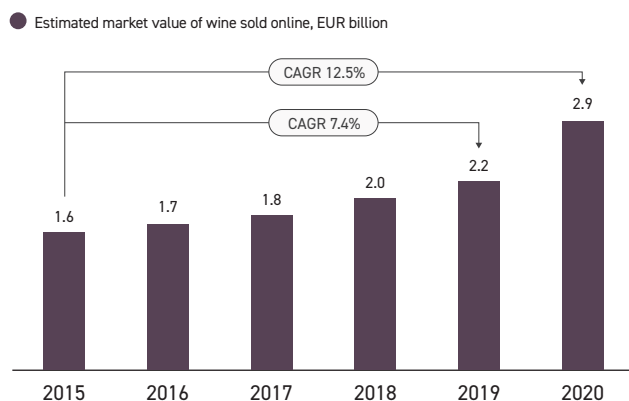
5) Euromonitor International, Alcoholic Drinks 2022ed. Current prices.

Trend in percentage of value-based online penetration of alcoholic beverages in western Europe from 2015 to 2020¹

Year	Share of alcoholic beverages sold online in western Europe, based on sales value
2015	3.5%
2016	3.6%
2017	3.8%
2018	4.0%
2019	4.4%
2020	5.6%

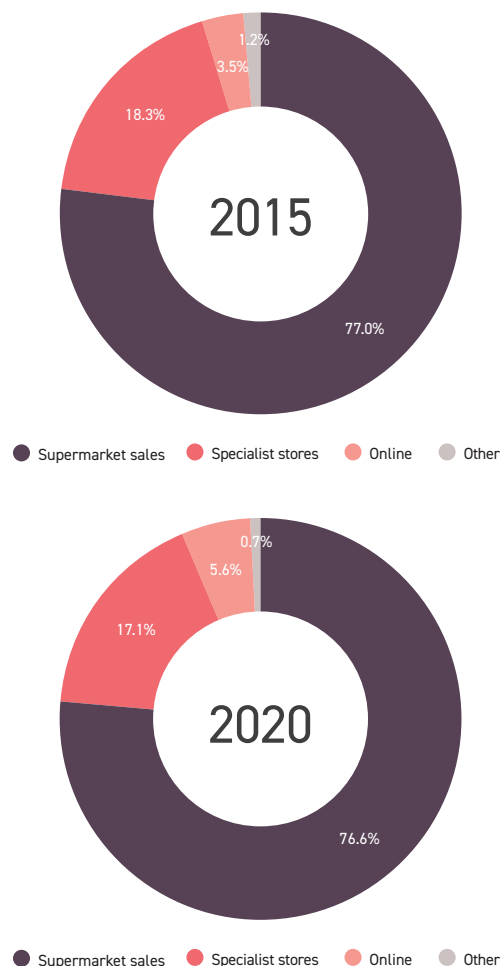
Given the total market value of wines sold via retail sales channels and the degree of online penetration for alcoholic beverages,² the estimated value of wine sold online in western Europe³ totalled approximately EUR 1.6 billion in 2015 and approximately EUR 2.9 billion in 2020. The trend in the estimated market value corresponds to a CAGR of approximately 12.5 percent. In 2019, the estimated value totalled approximately EUR 2.2 billion, which resulted in a CAGR of approximately 7.4 percent for the period from 2015 to 2019.

Trend in estimated market value of wine sold via online sales channels in western Europe from 2015 to 2020, EUR billion⁴



The increase in value-based online penetration for alcoholic beverages between 2015 and 2020 has entailed a decrease in the share of sales from primarily specialist stores. Between 2015 and 2020, supermarket sales in western Europe remained strong and were still an absolute majority of total sales.

Trend in value-based share of sales of alcoholic beverages by sales channel in western Europe⁵



1) Euromonitor International, Alcoholic Drinks 2022ed.

2) Based on value.

3) Western Europe refers to Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, Turkey and the UK.

4) Estimated value based on market data from Euromonitor International, Alcoholic Drinks 2022ed.

5) Euromonitor International, Alcoholic Drinks 2022ed.

Overview of the fragmented landscape for wine online

The market for wine sales online in Europe is divided into three segments according to the Company: direct to consumers ("**D2C**"), marketplaces, and business to consumer ("**B2C**"). The Company describes the market as fragmented, with numerous actors active in the respective segments. Moreover, they are distinguished by their unique market characteristics, which require specific market positioning in relation to the respective segments. This is achieved primarily by refining various brands that are specifically targeted to the various segments. In the Company's opinion, Viva Wine Group has successfully launched concept in all of the aforementioned segments.

According to the Company, D2C resembles traditional E-commerce, but sales are only of private label goods, meaning that as a rule sales do not include third-party products. All else being equal, the Company believes that this leads to higher margins but requires significant marketing strategies in order to build product and brand awareness among consumers. Examples of companies that are active in this segment are Naked Wines, Virgin Wines and Jacques'.

Furthermore, the Company believes that marketplaces do not, as a rule, own the products being sold but function solely as a platform on which third parties are connected with consumers and can therefore have extremely large product offerings. Examples of actors in this segment include Vivino, Drinks & CO and Wirwinzer.

B2C resembles traditional E-commerce, where online merchants purchase products from third parties and sell them to the consumers. Since the product offering is rarely unique, margins are lower because consumers have the opportunity to compare prices among online merchants, according to the Company's assessment. Moreover, this segment can be divided into "traditional" and "premium" sub-segments. Premium focuses on the premium products in the market and as a rule has a low share of private-label goods, whereas the traditional segment often has a mix of private-label goods and third-party products. Examples of actors in the traditional segment are Hawesko, Belvini, Wijnvoordeel and Weinfreude, while examples of actors in the premium segment are Lobenbergs, Tannico, Pinard de Picard and Millésima.

Business overview

OVERVIEW

Viva Wine Group is the leading wine group in the Nordic region with a strong position in the European online market for wine.¹ The Company develops, markets and sells both wholly owned and partner brands in several growing markets. The Group consists of entrepreneurial companies that share a platform for economies of scale and value creation. The Company sells affordable quality wines from all over the world to consumers in locations such as the Nordic countries, Germany, Switzerland, Austria, France and the Netherlands.

The Company divides its operations into four segments: (i) Sweden, (ii) Nordics, (iii) E-commerce and (iv) Other. The Sweden segment is the Company's largest segment based on net sales, in which Systembolaget, the state retail monopoly, is the largest customer. The Nordics² segment is the Company's second-largest segment. In this segment, the main customers are the Finnish counterpart to Systembolaget, Alko, and the Norwegian counterpart, Vinmonopolet. Other customers in the Sweden and Nordics segments include wholesalers, hotels and restaurants. The E-commerce segment includes the Company's consumer sales via E-commerce in Europe, and the Other segment includes pilot sales to B2B customers in China and the US. In China, the Company conducts import operations with sales to large wholesalers. The Company sees future potential in the US market, and as of the date of the Prospectus the Company is conducting small-scale sales of the Group's wholly owned brands to business customers.

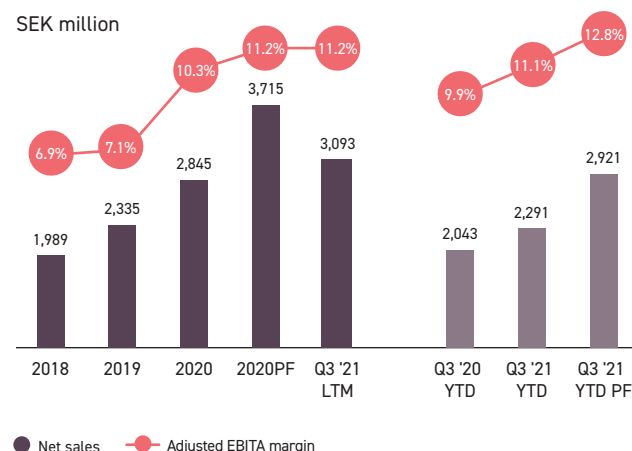
As of 30 September 2021, the Company was the largest supplier of wine in Sweden with a market share, in litres, of 25 percent.³ In Finland, the Company is the third-largest actor, with a market share of 16 percent.⁴ In the Norwegian market, the Company was the seventh-largest actor in 2021 with a market share of 4 percent.⁵ The Company's well-balanced brand portfolio in Sweden consists of both wholly owned and partner brands. In Sweden, the product range consists of 52 percent partner brands and 48 percent the Company's wholly owned brands. The brand portfolio includes wines of every style, price class and packaging type, with a broad and healthy customer focus.

The Company's operations are conducted by ten entrepreneurial companies based in six countries. The operations are distinguished in the market through the Company's decentralised organisation that is characterised by creativity and entrepreneurship. The Company strives for close partnerships with its suppliers based

on the entire product cycle and the integration of sustainability aspects in every stage of value creation. Sustainability is one of the Company's foremost driving forces and success factors, which has enabled the Company to maintain a position as a market leader in certified ethical and organic wine.⁶ In 2020, certified ethical and organic wine accounted for 49 percent of the Company's volumes in Sweden. Viva Wine Group is also a member of Amfori BSCI, an international initiative to ensure decent working conditions in farming and production.

Viva Wine Group has a long-standing history of profitable net sales growth. During the period between 2018 and 2020, the Company's net sales increased by a compound annual growth rate (CAGR) of 19.6 percent, from SEK 2.0 billion in 2018 to SEK 2.8 billion in 2020, while average annual organic growth amounted to 15.3 percent.⁷ In the same period, the Company's adjusted EBITA margin increased from 6.9 percent to 10.3 percent.⁸ The Company's net sales increased with a CAGR of 36.6 percent, from SEK 2.0 billion in 2018 to SEK 3.7 billion in 2020 (pro forma).⁹ In the same period the Company's adjusted EBITA margin increased from 6.9 percent to 11.2 percent (pro forma).¹⁰ The Company's growth has been driven by acquisitions, new establishments and expansion in existing and new businesses. Since 2019, the Company has completed a total of five acquisitions including Vicampo, which was acquired in August 2021.

Net sales and adjusted EBITA margin (2018–Q3 2021)¹¹



1) Systembolaget, Alko, Vinmonopolet. Viva Wine Group has, per last twelve months (period June 2020 to May 2021), the largest market share by sales of wine in litres to Systembolaget. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the third-largest market share by sales of wine in litres to Alko.

Viva Wine Group has, per last twelve months (period June 2020 to May 2021), the seventh-largest market share by sales of wine in litres to Vinmonopolet.

2) Until 31 October 2021, the Nordic segment comprised Finland. From 1 November 2021, Norway is included in the Nordic segment. For more information refer to section "Comments on the financial development - Investments".

3) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Systembolaget.

4) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Alko.

5) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Vinmonopolet.

6) Systembolaget. As of 2020, Viva Wine Group has the largest market share by sales of certified organic and ethical wine in litres to Systembolaget.

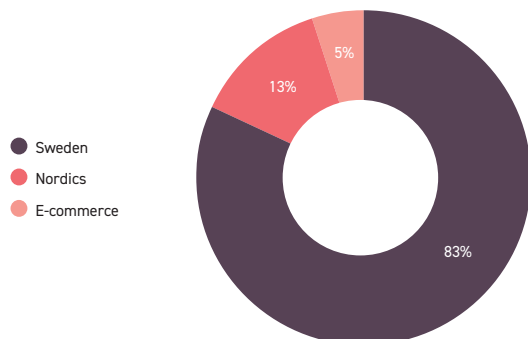
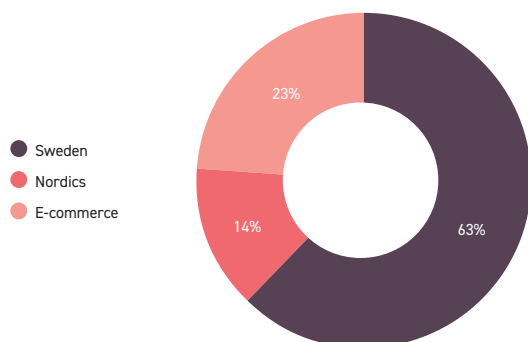
7) For more information refer to section "Selected historical financial information - Consolidated key performance indicators", "Selected historical financial information - Definitions of key performance indicators".

8) For more information refer to section "Selected historical financial information - Consolidated key performance indicators", "Selected historical financial information - Definitions of key performance indicators".

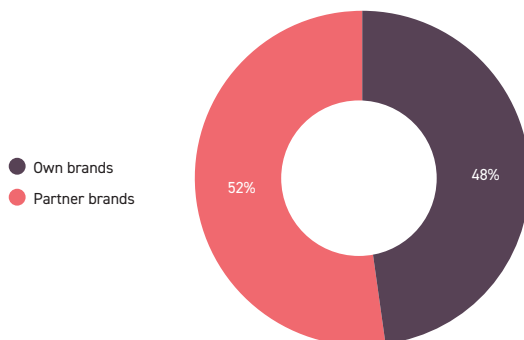
9) For more information, refer to the section "Pro forma financial statements - Pro forma income statement for the period 1 January–31 December 2020".

10) For more information refer to section "Selected historical financial information - Definitions of alternative key numbers", "Pro forma financial statements - Pro forma income statement for the period 1 January–31 December 2020" and "Pro forma financial statements - Alternative key numbers".

11) For more information refer to section "Selected historical financial information - Consolidated key performance indicators", "Selected historical financial information - Definitions of key performance indicators", "Pro forma income statement for the period between 1 January–31 December 2020", "Pro forma income statement for the period between 1 January to 30 September 2021" and "Pro forma financial statements - Alternative key numbers". LTM refers to rolling twelve months (period October 2020 to September 2021) and is calculated according to January–September 2021 minus January–September 2021 plus full year 2020 for net sales and adjusted EBITA margin, respectively.

Net sales per segment (2020)¹Net sales per segment (2020 pro forma)²

Share of wholly owned brands, Sweden (2020)



HISTORY

Introduction

The first company in the Group, Giertz Vinimport, was founded in 1982 in Sweden. Up until the deregulation of the import monopoly in Sweden in 1995, Giertz Vinimport AB functioned as the agent for wine producers who sold to Vin & Sprit, the company that held the monopoly at the time.

Swedish market leader

In the early 2000s, Björn Wittmark and Emil Sallnäs took over the management, and together with John Wistedt – who joined the Group as a partner in 2009 – created an entrepreneurial-driven corporate group that currently is a leader in the Swedish wine market with a market share of 25 percent.³

Establishment and growth in the Nordic monopoly markets

In 2015, the Company initiated its expansion into the Nordic region through the acquisition of the Finnish company Cisa, which as of the date of the Prospectus is the third-largest actor in Finland as terms sales volumes, with a market share of 16 percent.⁴ In the same year, the Company expanded into Norway through the acquisition Norwegian Beverage Group.

Expanding E-commerce in Europe

In 2019, the Company initiated its international expansion with a focus on E-commerce through the acquisition of Wine in Black. In 2021, the Company strengthened its position further through the acquisition of Vicampo and Weinfürst, which made it one of the leading actors in the European wine market.⁵ Today, Vicampo is one of the leading actors in E-commerce in Germany.⁶ Together, the three business operations form Viva eCom Group, with sales in Germany, Switzerland, Austria, France, the Netherlands, Belgium and Denmark.

1) Until 31 October 2021, the Nordic segment comprised Finland. From 1 November 2021, Norway is included in the Nordic segment. For more information refer to section "Comments on the financial development - Investments".

2) Excluding the segment "Other". For more information, refer to the section "Pro forma income statement for the period between 1 January–31 December 2020".

3) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Systembolaget, in liters per 12 months (period June 2020 to May 2021).

4) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Alko, in liters per 12 months (period June 2020 to May 2021).

5) The Company's assessment is based on Viva Wine Group's net sales regarding other actors' presence and their market size.

6) The Company's assessment is based on Viva Wine Group's net sales regarding other actors' presence and their market size.

A brief history of Viva Wine Group

Year	Event
1982	Giertz Vinimport begins operations as an agent for wine producers.
2004	Ecologica becomes the first brand for organic wines in Sweden.
2009	Wine Team is established as the first sister company in the Group.
2012	Expansion in Sweden through the acquisition of Chris-Wine Sweden AB, and Winemarket Nordic is founded.
2014	The Group becomes a market leader in wine in Sweden. ^a
2015	Nordic expansion through acquisitions of Cisa and Norwegian Beverage Group, and Iconic Wines is founded.
2018	The Group becomes a member of Amfori BSCI, an international initiative to ensure decent working conditions in farming and production.
2019	The Group expands into the E-commerce segment through the acquisition of Wine in Black.
2020	Acquisition of Tryffelsvinet, an importer targeted at the premium segment.
2021	Accelerated exposure to the E-commerce segment through the acquisition of Vicampo (net sales of SEK 698 million in 2020).

a) Systembolaget. Viva Wine Group has, per rolling twelve months, the largest market share by sales of wine in litres to Systembolaget.

VISION AND BUSINESS CONCEPT

Vision

Viva Wine Group's vision is to create stable, sustainable growth in the international wine market through a dynamic platform for entrepreneurship, sustainability and innovation.

Business concept

Viva Wine Group's business concept is selling alcoholic beverages, with a focus on wine, from all over the world in all styles, price classes and packaging types with a broad and healthy customer focus.

Financial targets and dividend policy

Ahead of the listing on Nasdaq First North Premier, the Board of Directors of Viva Wine Group has adopted the financial targets below.

Target	Description
Growth	For the Swedish and Nordics segments, average annual organic growth is to total at least 4 percent over the medium term. For the E-commerce segment, average annual organic growth is to total at least 10–15 percent over the medium term. In addition, Viva Wine Group intends to grow through acquisitions, mainly within E-commerce.
Profitability	The adjusted EBITA margin shall be 10–12 percent in the medium term.
Indebtedness	Net debt in relation to EBITDA is not to exceed a multiple of 2.5. However, net debt in relation to EBITDA may exceed a multiple of 2.5 temporarily, for example in conjunction with acquisitions.
Dividend policy	Viva Wine Group intends to distribute surplus capital to its shareholders after taking its long-term financial stability, growth opportunities and strategic initiatives into consideration. Taking these considerations into account, Viva Wine Group intends to distribute 50–70 percent of its net profit for the year attributable to the parent company's shareholders.

The financial targets above comprise forward-looking statements that are based on a number of estimates and assumptions, and are subject to risks and uncertainties. The Company's actual results may differ substantially from what is either explicitly or implicitly stated in these forward-looking statements owing to a number of different factors, several of which lie beyond the Company's control. The Company's operations and profitability, the trends in the industry and the macroeconomic environment in which the Company operates may differ substantially and be less favourable than was assumed when the financial targets indicated above were produced. In addition, unforeseen events both within and beyond the Company's control may adversely affect the actual results that the Company achieves in future periods regardless of whether or not these assumptions prove to be correct.

STRENGTHS AND COMPETITIVE ADVANTAGES

Viva Wine Group believes it has a number of strengths and competitive advantages, which the Company considers to have contributed to its positive historical performance and are expected to enable the Company to achieve its long-term strategic and financial objectives. These include the following:

- » Market leading position in the stable Nordic monopoly markets¹
- » Strong and profitable position in the large and attractive European E-commerce market
- » Industry pioneer in sustainability
- » History of combining growth and profitability
- » Proven strategy for driving growth and consolidation through acquisitions

Market leading position in the stable Nordic monopoly markets²

The retail market for wine in the Nordic monopoly markets showed net sales growth corresponding to a CAGR of roughly 3 percent from 2015 to 2019.³ The market is characterised by stability, transparent pricing and clear distribution channels. The Company is a market leading supplier of wine⁴ in the Nordic retail monopoly market and generates growth above the market average in these markets. The Company's revenue originates primarily from these markets, and the Company is well positioned for continued net sales growth. As of 30 September 2021, the Company was the largest actor in the Swedish market, with a market share in litres, of 25 percent, and in Finland the Company was the third-largest actor with a market share of 16 percent. In the Norwegian market, the Company was the seventh-largest actor in 2020 with a market share of 4 percent.⁵

Strong and profitable position in the large and attractive European E-commerce market

In 2020, the European online market⁶ for wine totalled EUR 2.9 billion⁷. In Europe, online penetration for the alcoholic beverages product group is relatively low in relation to many other product categories. For example, online penetration for alcoholic beverages in 2020 in Germany was only 3 percent whereas the corresponding figure for clothing and shoes was 37 percent. Furthermore, factors such as the high purchasing frequency and similar packaging mean that wine is a product well suited to E-commerce.

The Company expanded into the European online market for wine in 2019, and is, as of the date of the Prospectus, one of the largest actors in the market, with sales in Germany, Switzerland, France, Austria and the Netherlands.⁸ In the nine month period that ended on 30 September 2021, the Company's net sales in E-commerce totalled SEK 249 million (SEK 704 million (pro forma)).⁹ The Company's E-commerce platform is scalable, rapidly growing and profitable and is thus well suited to continue driving the Company's growth in the European wine market. The Company consider it to be well positioned to continue its expansion into European E-commerce with high and profitable growth potential.

Industry pioneer in sustainability

The Company's strong local roots, holistic approach to its value chain and global reach provide it with a unique position in the market. Viva Wine Group is a leader in sustainability, and taking the environment and people into account is an integral part of the Company's business. The Company is under the impression that the Group's initiatives in sustainability are a major competitive advantage and that this will continue to play a central role in the Company's future value creation. The Company is a market leader in certified ethical and organic wines in Sweden, and increased the share of certified organic sales from 36.6 percent to 39.2 percent between 2018 and 2020.¹⁰ Over 70 percent of the Company's sales in Sweden use climate-friendly packaging, and the remaining emissions from transportation and heavy packaging is climate-compensated through investments in Solvatten.

History of combining growth and profitability

The Company has a history of profitable double-digit net sales growth. From 2009 to 2017, the Company demonstrated net sales growth corresponding to a CAGR of 27.9 percent.¹¹ From 2018 to Q3 2021 (rolling 12 months), the Company demonstrated net sales growth corresponding to a CAGR of 17.4 percent, from SEK 2.0 billion to SEK 3.1 billion. Moreover, the Company has also demonstrated robust margin growth with an increase of the adjusted EBITA margin from 6.9 percent in 2018 to 11.2 percent in Q3 2021 (rolling 12 months).¹² This growth is driven by a dynamic platform for entrepreneurship, sustainability and innovation with a focus on business development and short lead time from idea to action.

1) Systembolaget, Alko, Vinmonopolet. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the largest market share by sales of wine in litres to Systembolaget. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the third-largest market share by sales of wine in litres to Alko. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the seventh-largest market share by sales of wine in litres to Vinmonopolet.

2) Systembolaget, Alko, Vinmonopolet. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the largest market share by sales of wine in litres to Systembolaget. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the third-largest market share by sales of wine in litres to Alko. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the seventh-largest market share by sales of wine in litres to Vinmonopolet.

3) Euromonitor International, Alcoholic Drinks 2022ed. Based on the market value of the Nordic monopoly market for wine.

4) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Systembolaget, Vinmonopolet and Alko, in litres per rolling twelve months (period June 2020 to May 2021).

5) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Systembolaget, Vinmonopolet and Alko.

6) Includes Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, Turkey and the UK.

7) Euromonitor International, Alcoholic Drinks 2022ed.

8) The Company's assessment based on Viva Wine Group's net sales regards to the presence and size of other actors in the market.

9) For more information refer to section "Pro forma Income Statement concerning the period between 1 January to 30 September 2021".

10) Systembolaget. As of 2018, 2019 and 2020, the Viva Wine Group has the largest market share by sales of certified ethical and organic wine in litres to Systembolaget.

11) Giertz Vinimport's annual reports for fiscal years 2009-2017. Giertz Vinimport's net sales 2009-2017, excluding alcohol tax.

12) For more information refer to section "Selected historical financial information - Consolidated key performance indicators" and "Selected historical financial information - Definitions of key performance indicators".

Proven strategy for driving growth and consolidation through acquisitions

Viva Wine Group's growth is derived from both organic and acquisition-driven growth, and the Company has a structured process for identifying, evaluating and integrating acquisitions. Since 2009, the Company has successfully completed eleven acquisitions, the latest of which was Vicampo, acquired in 2021. Organic growth is achieved by supporting the Company's operating companies with Group-wide systems and efficiency enhancements in logistics and product supply. At the same time, the Company's operating companies are given the freedom to continuously develop their consumer offering under conditions of healthy competition.

STRATEGY

The Company considers that the addressable market offers significant long-term potential for continued growth. The aim of the Company's strategy is to grow the Company into a European market leader in the online market for wine, and to strengthen the Company's position as a market leader in the Nordic region.¹ For the Company to achieve its financial targets and utilise the opportunities that follow from an increased addressable market, the Company has formulated a growth strategy that encompasses the following key elements:

- » Conclude initiatives begun with positive financial impact
- » Increase market share in the Nordic monopoly markets
- » Accelerate the rapidly growing e-commerce segment in Europe
- » Implement acquisitions that create value, with a focus on E-commerce in Europe

Conclude initiatives begun with positive financial impact

As of 30 September 2021, the Company owned 49 percent of Norwegian Beverage Group. On November 1 2021, Viva Wine Group acquired an additional 40 percent and subsequently owns 89 percent of Norwegian Beverage Group thereafter. Following the acquisition, Norwegian Beverage Group is part of the Nordic segment. The acquisition is intended to be financed through a new share issue as part of the Offering. For further information on the use of the net proceeds from the Offering, see section "Background and reasons".

Increase market share in the Nordic monopoly markets

As of 30 September 2021, the Company holds a leading position in the Nordic monopoly markets, with a market share, in litres, of 25 percent in Sweden, 16 percent in Finland and 4 percent in Norway, which makes the Company the largest actor in Sweden, the third-largest actor in Finland and the seventh-largest actor in Norway.² The Company's strategy for increasing its market share in the Nordic monopoly markets includes product development of new products, with a focus on winning procurements in the Nordic retail monopolies. The strategy also includes utilising the Company's strong position in Sweden with its wholly owned brands, and selling in the other Nordic markets. Finally, the strategy also includes expanding the Company's wine clubs in order to increase its

marketing and gain better insights into the customer's behaviour and preferences.

The Company believes that an industry-leading product offering is important for increasing its market share, and sees possibilities for increasing the share of certified organic products as well as the share of affordable entry-level wines. The Company intends to identify complementary products for the existing portfolio that can meet identified consumer needs and create additional sales. The Company has set strategic goals for continuing to expand its market share in the Nordic region.

Accelerate the rapidly growing E-commerce segment in Europe

The Company's robust growth in E-commerce in recent years derives from events such as the acquisition of Wine in Black in 2019, and the acquisition of Vicampo in 2021, which operates in Germany, Switzerland, Austria, France and the Netherlands. Acquisitions facilitate synergy effects in areas such as logistics, marketing, product development, purchasing and reduced personnel costs.

The Company believes that there is good potential for further geographic expansion of the E-commerce segment. In this initiative, the Company intends to expand its sales of affordable entry-level wines. During the fourth quarter 2021, the Company initiated its internationalisation of Weinfürst into new countries such as Italy, the Czech Republic and Slovakia. The Company also strives for further expansion in existing markets, including Switzerland, Austria, France and the Netherlands. The Company believes it is well positioned to continue strengthening its commercial offering by building a stronger logistics chain. Moreover, the Company can make use of current logistics platforms in Germany in conjunction with the expansion of the E-commerce segment.

Implement acquisitions that create value, with focus on E-commerce

Based on economies of scale in its business model, the Company believes that there are excellent conditions for growth in existing and new geographic markets through acquisitions. The Company has a structured process for identifying, evaluating and integrating acquisitions and has a strong history of successful acquisitions. Between 2009 and 2021, the Company completed eleven acquisitions, and going forward the Company will focus on identifying new companies in the E-commerce segment. For example, the Company intends to focus on acquisitions of medium-sized companies with annual net sales of EUR 15–30 million in countries such as Germany, Switzerland and Austria. Moreover, the Company also intends to focus on larger acquisitions with annual net sales of EUR 50–100 million in countries such as France and the Netherlands. In addition, the Company continuously evaluates acquisition opportunities in the Nordic market, where the focus will be on import companies in Finland and Norway. The company expects that the historic rate of acquisition will continue in the medium term.

1) Systembolaget, Alko, Vinmonopolet. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the largest market share by sales of wine in litres to Systembolaget. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the third-largest market share by sales of wine in litres to Alko. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the seventh-largest market share by sales of wine in litres to Vinmonopolet.

2) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Systembolaget, Vinmonopolet and Alko, in liters per rolling twelve months (period June 2020 to May 2021).

CUSTOMER OFFERING

Viva Wine Group's customer offering comprises affordable quality wines from all over the world that are sold to consumers and companies in Sweden, the rest of the Nordic region, Europe, the UK, North America and China. Sales in the Nordic region are primarily to the state retail monopolies in Sweden, Finland and Norway: Systembolaget, Alko and Vinmonopolet respectively. Sales in continental Europe occur primarily through E-commerce, with Germany as the largest market. Switzerland, Austria, France and the Netherlands are also major markets. The Company's E-commerce segment attracts a broad customer group by offering products in various price classes. The Company is also carrying out pilot sales to B2B customers in the US and China.

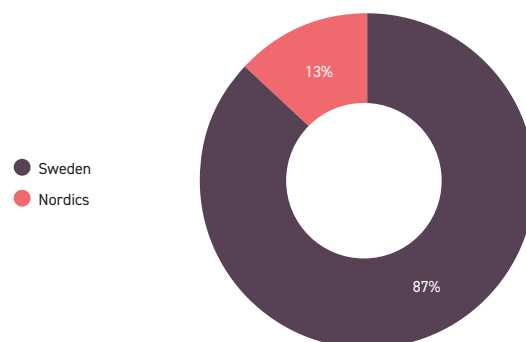
RETAIL MONOPOLIES

Overview

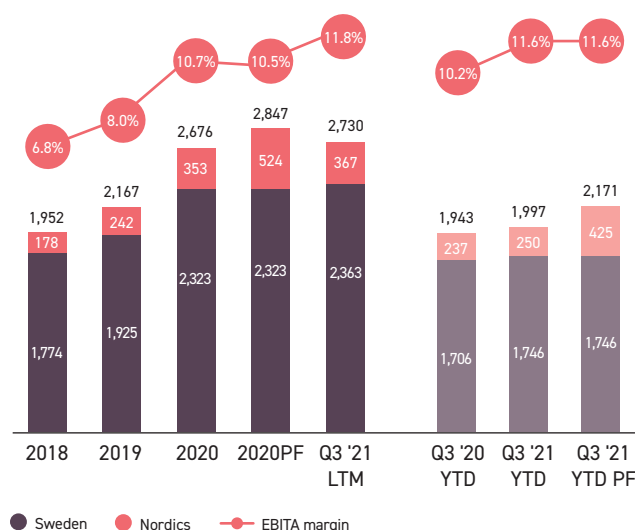
Viva Wine Group is the leading actor in wine imports in Sweden and has a strong international presence.¹ The Company's business model in the retail monopolies is characterised by delivering high-quality, sustainable and affordable products. The Company's market share in volume of 25 percent in Sweden makes it the largest actor in wine imports for retail in Sweden.² In Finland, the Company is the third-largest actor in terms of sales volume, with a market share of 16 percent.³ In Norway, the Company is the seventh-largest actor in terms of sales volume, with a market share of four percent.⁴

The Nordic monopoly markets have stable and attractive distribution channels for serious, sustainable actors. The monopoly restrictions enable lower selling and administrative expenses, and simplify the pricing process. Furthermore, pricing and marketing are regulated in these markets.

Net sales, retail monopolies (2020)⁵



Net sales and EBITA margin, retail monopolies (2018–Q3 2021, rolling 12 months)⁶



1) Systembolaget, Alko, Vinmonopolet. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the largest market share by sales of wine in litres to Systembolaget. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the third-largest market share by sales of wine in litres to Alko. Viva Wine Group has, per rolling twelve months (period June 2020 to May 2021), the seventh-largest market share by sales of wine in litres to Vinmonopolet.

2) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Systembolaget, in liters per rolling twelve months (period June 2020 to May 2021).

3) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Alko, in liters per rolling twelve months (period June 2020 to May 2021).

4) Based on information regarding market volumes in the Nordic monopoly market for wine made available to the Company by Vinmonopolet, in liters per rolling twelve months (period June 2020 to May 2021).

5) Until 31 October 2021, the Nordic segment comprised Finland. From 1 November 2021, Norway is included in the Nordic segment. For more information refer to section "Comments on the financial development - Investments".

6) Until 31 October 2021, the Nordic segment comprised Finland. From 1 November 2021, Norway is included in the Nordic segment. For more information refer to section "Comments on the financial development - Investments". For more information refer to section "Selected historical financial information - Definitions of key performance indicators", "Pro forma income statement concerning the period between 1 January–31 December 2020", "Pro forma income statement concerning the period between 1 January–30 September 2021" and "Pro forma financial statements - Alternative key numbers. Key performance indicators". LTM refers to rolling twelve months (period October 2020 to September 2021) and is calculated according to January–September 2021 minus January–September 2021 plus full year 2020 for net sales and EBITA margin, respectively.

Business operations

The business operations that are part of the Group are owner-driven, with committed and active partners. The companies share the Group's joint platforms for financing, logistics, supplier networks, sustainability initiatives, know-how and consumer insights. Through Viva Wine Group, they can collaborate on logistics, finance, media, purchasing, HR and sustainability, which optimises resource use and facilitates economies of scale. This also facilitates advantageous prices without negatively affecting quality while, for example, providing scope for initiatives in product development and sustainability. In the Nordic monopoly markets, the Company's operations are conducted through eight operating companies. In Sweden, the Company is the principal owner of six operating companies: Giertz Vinimport AB, the Wine Team Global AB, Chris-Wine Sweden AB, Iconic Wines AB, Winemarket Nordic AB and Tryffelsvinet AB. In Finland, the Company is the principal owner of Cisa OY, and in Norway the Company is the principal owner of Norwegian Beverage Group AS.

Giertz Vinimport

Giertz Vinimport was founded in 1982 and is the oldest and largest operating company in the Group, with wines from all over the world. Giertz Vinimport is a pioneer in certified ethical and organic wines, and a leader in Italian wines.¹ Giertz Vinimport is a generalist that sells both wholly owned brands and partner brands in a broad price span. Giertz is the single largest importer in the Swedish market.²

Wine Team

Wine Team was founded in 2009 and has grown to become Sweden's second-largest importer, and with that is also the second-largest operating company in the Group. Wine Team owns and develops its brands and also sells partner brands, and is a major actor in wines from Italy, France and the US. Wine Team primarily sells wines in the mid price segment.

Iconic Wines

Iconic Wines was founded in 2015 as a spin-off from Wine Team, and has a varied portfolio with a majority of brands that it owns and develops itself. The majority of Iconic Wines' products are certified ethical and organic. Iconic Wines specialises in young, innovative brands.

Chris Wine

Chris Wine was founded in 1934 and became part of the Group in 2012. Chris Wine is the third-largest business operation in the Group, and is an experienced importer of quality wines for consumers and restaurants that primarily sell wines from partner brands.

Winemarket Nordic

Winemarket Nordic was founded in 2012 and is an importer that works for long-term sustainable solutions. Winemarket Nordic has a broad range from everyday wines to super premium, and is a leader in wines from South Africa. Winemarket Nordic primarily sells wines from partner brands.

Tryffelsvinet

Tryffelsvinet was founded in 2002 and became part of the Group in 2020, which makes it the youngest business operation in Sweden. Tryffelsvinet specialises in premium wines and also has a large wine club with approximately 9,000 members.

Cisa Group

Cisa Group was founded in 2015 and has grown to become the third largest wine importer in Finland. Cisa sells both Group and partner brands from the Swedish business operations. Cisa also has a wine club called Rosa, which is the largest wine club in Finland with approximately 230,000 members.³

Norwegian Beverage Group

Norwegian Beverage Group was founded in 2012 and became part of the Group in 2015. The Company imports wines from all over the world to Norway, with sales to Vinmonopolet, hotels and restaurants. Norwegian Beverage Group has a broad portfolio of partner brands in combination with the Group's wholly owned brands.

1) Systembolaget. As of 2020, Giertz Vinimport has the largest market share by sales of Italian wine in litres to Systembolaget.

2) Systembolaget. As of 2020, Giertz Vinimport has the largest market share by sales of wine in litres to Systembolaget.

3) The Company's assessment is based on a number of members per wine club on the market.

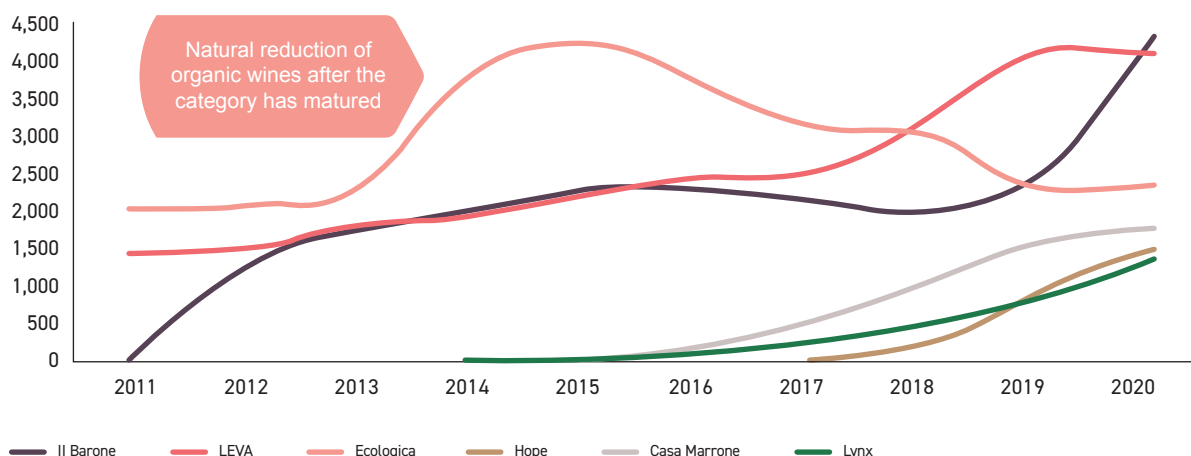
Product offering and brands

Viva Wine Group offers products that, in the Company's opinion, are market leaders in product value as regards to price, quality and sustainability. The carefully selected product offering comprises wines of every style from all over the world, encompassing red, white, rosé and sparkling wines. The Company considers that the design of its products distinguishes them from its competitors, where in many cases the Company can provide a broader product offering of higher quality, sustainably produced wine at a lower price. In Sweden, the Company is an industry leader in certified ethical and organic wine.¹ In 2018, organic and/or ethical certified wine accounted for 41 percent of the Company's sales volume. In 2020, 49 percent of its sales volume was certified ethical and/or organic.

The Group's brand portfolio consists of both the Company's wholly owned brands and partner brands. During 2020, 48 percent of the items in the Company's Swedish product offering belonged to the Company's wholly owned brands, while 52 percent were from partner brands. The Company's wholly owned brands include Il Barone, Pietro di Campo, Casa Vinironia, Hope, Leva and Ecologica while the partner brands include Louis Bouillot, Cigarra, Amicone and Pizzolato.

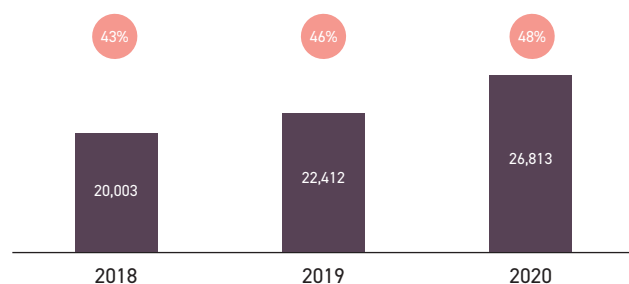
In the Swedish market, several of the Company's items are best-sellers. In 2020, five of Systembolaget's ten best-selling items in the red wine product category belonged to the Company, and five of the ten best-selling sparkling wines also belonged to the Company. In the white wine product category, two of Systembolaget's ten best-selling items belonged to the Company, and in rosé wine two of the best-selling items also belonged to the Company.²

Sales performance, litre per brand – Sweden



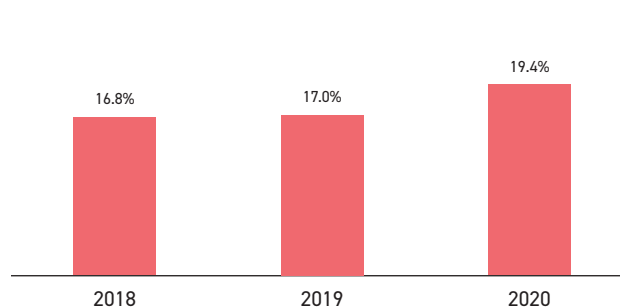
Source: The information has been derived from the Company's internal reporting system.

Sales performance in thousands of litres and share of total sales, wholly owned brands – Sweden



Source: The information has been derived from the Company's internal reporting system.

Gross margin – Sweden³



Source: The information has been derived from the Company's internal reporting system.

1) Systembolaget. As of 2020, the Viva Wine Group has the largest market share by sales of certified ethical and organic wine in litres to Systembolaget.

2) The number of items from Viva Wine Group in the top-ten most-sold wines, measured in litres, in the respective product categories (Systembolaget, 2020).

3) For more information refer to section "Selected financial historical information - Definitions of key performance indicators".

Product development

In pace with market trends, the Company's product offering and brands need to be continuously modified and refined. Product and brand development therefore have a central role in Viva Wine Group. The Company has developed an iterative, data-driven product development process that is based on analysis of customer preferences in combination with knowledge from wine experts. The Company also makes use of its social platforms and wine clubs, and arranges tastings for the purpose of forming a better understanding of customer preferences. The Company's brands include everything from highly praised consumer favourites to acknowledged prestige brands. Through close collaboration with producers, market and consumer insights, the Company keeps its brands relevant and available to consumers.

The Company's product development process is agile, dynamic and data-driven. The process is built on moving rapidly from idea to launch. The turnaround time from idea to launch is generally three to four months, which creates the conditions to quickly utilize opportunities in the market. The Company distinguishes itself through its efficiency and accuracy in creating new brands, labels and marketing, which are based in the Company's extensive experience. The Company's product development process begins with an analysis of market trends for the purpose of finding opportunities in the market. Once an opportunity has been identified, the test phase begins, during which additional information on the segment in question and customer preferences is collected. When sufficient information has been collected and analysed to form an overall view of the opportunity, the Company takes a decision on whether or not the product will be developed. If the Company decides to develop the product, the product development phase begins, followed by marketing and launch.

Marketing

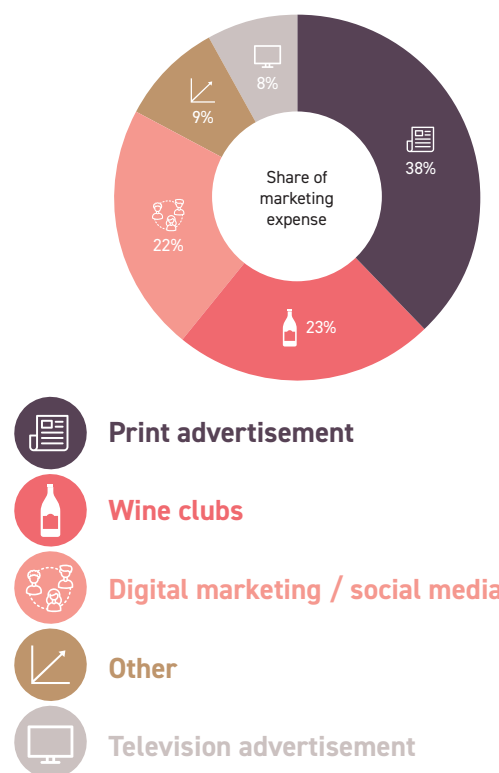
In the Company's sales markets, responsibility is assumed in the form of certified products, responsible marketing, controlled sales and significant excise duty payments. In Sweden, Finland and Norway, there is a strong desire to protect the public health, which is why alcohol is sold through the state-owned companies Systembolaget, Alko and Vinmonopolet. Viva Wine Group safeguards this Nordic model with controlled sales and responsible marketing.

In Sweden, there are numerous restrictions on communication about and marketing of alcohol. Viva Wine Group's companies are careful about compliance with the regulatory requirements, but as part of the Spirit and Wine Suppliers Association (Sw. *Sprit & Vinleverantörsföreningen*) they have also taken the initiative for an ethical code and *Alkoholgranskningsmannen*, which has become the alcohol industry's self-regulation mechanism by providing training and support but also has the right to intervene in companies that violate laws and ethical guidelines and demand that marketing cease. The Company has a decentralised marketing process in which the marketing teams are found in the respective business operations.

The Company owns and operates several wine clubs in the Nordic region. In Sweden, the Company owns Viva Vin & Mat and Tryffel-svinets Vinklubb, which have 79,000 and 9,000 members respectively. In Finland, the Company owns Rosa Viini & Ruoka, which is the largest wine club in the country with approximately 230,000 members.¹ Through the wine clubs, the Company can gain an

understanding of how customers perceive its brands and products, which contributes to the Company's brand successes. The wine clubs arrange wine tastings, both in-person and online through apps such as Instagram and Facebook, which have a broad and cost-effective reach. Through its wine clubs, the Company can also market its products via e-mail and social media. The Company also makes use of more traditional channels, marketing its products through TV and newspapers.

Marketing channels



Source: The information has been derived from the Company's internal reporting system.

Producers

The Company offers wine and spirits from a diverse network of producers and has one of the broadest offerings in the market. Together with its producer network, the Company is involved in all stages of the value chain: everything from harvesting and production to transportation, marketing and sales. Through strong, long-standing partnerships with producers from all over the world, the Company has successfully created a high-quality product portfolio with a high degree of variety. The Company's producers represent everything from large corporate wine groups to member-owned cooperatives and small family producers. The Company works in close partnership with producers, provides access to relevant brand. Among its producers, the Company requires decent working conditions and environmental considerations. The Company trains, monitors, and imposes requirements that all producers comply with amfori BSCI's guidelines for suitable working conditions in production and harvesting.

¹ The Company's assessment is based on a number of members per wine club on the market.

The Company's diversified producer network comprises approximately 350 producers from more than 15 countries across five continents. In 2020, Italy was the largest producer country followed by France and Spain. A majority of the sales volume originated from producers that the Company has worked with for more than ten years, and less than one tenth of sales originated from

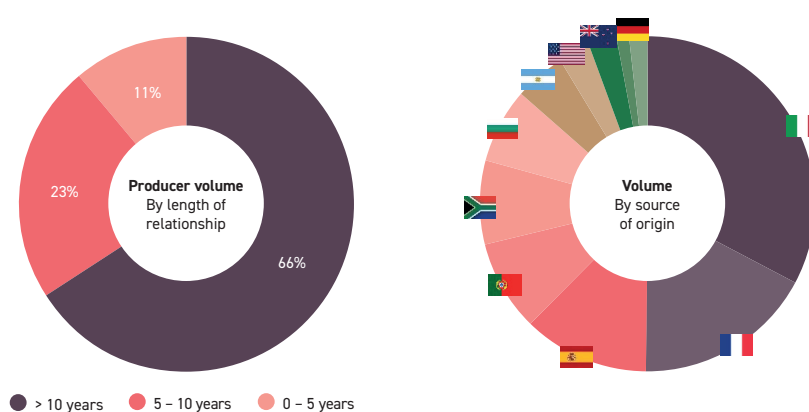
producers that the Company has worked with for less than five years. The Company's long-term relationships with its producers supports growth for the producers. In 2018, sales volumes from the 40 largest producers for the Swedish market totalled approximately 39 million litres. The corresponding figure for 2020 was approximately 48 million litres, an increase of roughly 25 percent.

Producers by country (2020)¹



Source: The information has been derived from the Company's internal reporting system.

Producers – Length and origin of business relationship (2020)



Source: The information has been derived from the Company's internal reporting system.

¹ The number of items from Viva Wine Group in the top-ten most-sold wines, measured in litres, in the respective product categories (Systembolaget, 2020). Data for Sweden (2020) includes only the 40 best producers, which corresponds to 88 percent of the total volume in Sweden.

Logistics

The Company believes that an efficient process for managing inventory is important to its success. Incoming inventory is managed by the Company and transportation and distribution solutions shall to the extent possible be sustainable. The Company is continually on the lookout for smart, efficient solutions that are reliable and have a minimal environmental impact. The companies in Viva Wine Group coordinate distributions as much as possible in order to maximise the fill rate. The Company has also chosen, within Europe, to shift all transportation from truck to rail, as much as possible, and to use ships for longer distances.

The majority of transportation outside the Nordic region is carried out using tank containers in order to further reduce transportation costs and increase total capacity. The Company owns a bottling plant in France, which constitutes a strategic location for distribution to E-commerce consumers in Europe as well as for the Company's operations in the Nordic region. In the Nordic region, the Company has three main warehouses in Stockholm, Oslo and Turku, which deliver to most of the Nordic market.






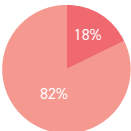
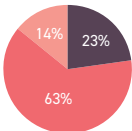
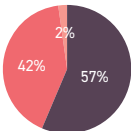
E-COMMERCE

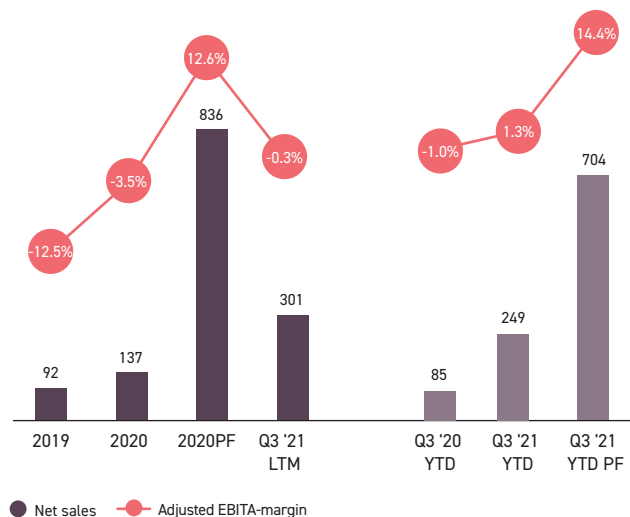
Overview

The Company sells wine online and has accelerated its online sales in recent years through the acquisition of some actors. The Company's online sales originate primarily in Germany, Switzerland, Austria, France and the Netherlands, with Germany being the largest market. The operations are conducted over the three platforms Wine in Black, Vicampo and Weinfürst, which together form Viva eCom. Vicampo was acquired in August 2021 and is one of the leading actors in E-commerce in Germany, with net sales of SEK 698 million in 2020.

Viva eCom was founded in 2020 to expand the Group's presence in the European online market. Viva eCom's vision is to be a leading actor in both the B2C and B2B online sales segment of wine in Europe. The Group will provide digital expertise, procedures and source functions in order to drive growth of several B2C and D2C brands, all of which have potential to become market leaders in their specific segments. In the coming years, Viva eCom Group will focus on the organic expansion of its brands, additional margin expansion and add-on acquisitions.

The Company's E-commerce segment attracts a broad customer group by offering several different product types in various price classes. The range encompasses both partner brands and wholly owned brands.

	 Wine in Black <small>ONLINE. PREMIUM. WINE</small>	VICAMPO	 weinfürst
Platform			
Type	B2C	B2C	D2C
Acquired by Viva Wine Group	2019	2021	2021
Contribution margin	~40%	~50%	~60%
Customer segment	Premium	Mid-range	Budget
Geographical presence			
Distribution of sales	<ul style="list-style-type: none"> Own labels Exclusive labels Producer labels 		

Net sales and adjusted EBITA margin (2019-Q3 2021)¹

Operating companies

Wine in Black

Wine in Black was founded in Berlin in 2011, and is currently a leading discovery platform for premium wines in Germany, Switzerland, Austria, France and the Netherlands.² Wine in Black primarily sells partner brands. Viva Wine Group acquired Wine in Black in 2019. Wine in Black's premium newsletter keeps wine enthusiasts involved and helps them discover new premium wines. The newsletter provides detailed background information on the wines, and more than 50 percent of Wine in Black's revenue originates from winemakers who want to market their wines in the newsletter. High level of detail and variation are crucial to attracting the target group.

Vicampo.de GmbH

Vicampo.de GmbH was founded in 2012 and currently runs two different E-commerce platforms: Vicampo and Weinfürst.

Vicampo

Vicampo was founded in 2012 in Germany and was acquired by the Company in 2021. Vicampo is one of the market leaders in the German E-commerce market. Vicampo also sells to Switzerland, Austria, France and the Netherlands. Vicampo sells to consumers, and most of the company's products fall in the mid price segment. Vicampo sells both wholly owned brands and partner brands. Vicampo offers a unique combination of product range and availability with personal recommendations as soon as the first purchase is made. Vicampo analyses purchasing behaviour for the purpose of presenting customised offers and recommendations.

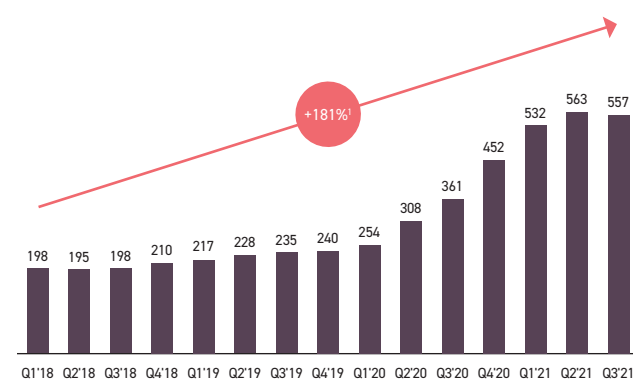
Weinfürst

Weinfürst was acquired in 2021 and sells to consumers in Germany, the Netherlands (under the Wijnjuweel brand) and France (Vin

Royal). Weinfürst primarily sells affordable entry-level wines from both wholly owned brands and partner brands with exclusivity. In its marketing, the Company focuses on the most popular categories and products. Weinfürst's brands have a modern, minimalistic label design, and its product offering consists largely of affordable entry-level wines. The Company often offers discounts and increases demand through push marketing and campaigns. The Company also offers a membership service where customers who become members receive exclusive personalised offers.

Customers

The number of active customers in Wine in Black, Vicampo and Weinfürst has increased significantly from 198,000 in the first quarter of 2018 to 557,000 in the third quarter of 2021, representing an increase of 181 percent.

Number of active customers, E-commerce, Q1 2018-Q3 2021³

1) Total growth for the period (Q1 2018 to Q3 2021)

Source: The information has been derived from the Company's internal reporting system.

The Company's net sales growth in the E-commerce segment has been influenced by a growing underlying number of customers, an increasing number of orders and a growing average order value. Furthermore, the Company is profitable, after variable costs, on the first and second order, respectively for new customers as a result of an attractive unit economy. As illustrated below, Weinfürst is profitable on the first order while Wine in Black and Vicampo are profitable on the second order.

Number of orders before profitability per operating company (2020)



Source: The information has been derived from the Company's internal reporting system.

1) For more information refer to sections "Selected historical financial information - Consolidated key performance indicators", "Selected historical financial information - Definitions of key performance indicators", "Pro forma income statement for the period 1 January–31 December 2020", "Pro forma income statement for the period 1 January–31 December 2021" and "Pro forma - alternativa nyckeltal". LTM refers to rolling twelve months (period October 2020 to September 2021) and is calculated according to January–September 2021 minus January–September 2021 plus full year 2020 for net sales and adjusted EBITA margin, respectively.

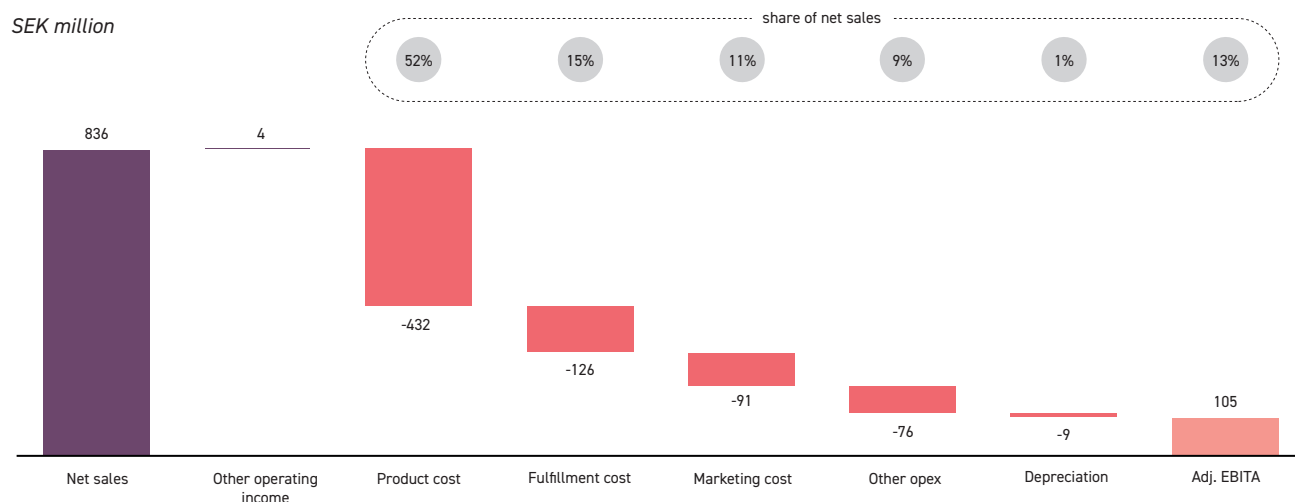
2) The Company's assessment is based on the net sales of the Viva Wine Group concerning other actors' participation and their market size.

3) Number of customers who have placed at least one order in the last 12 months. Weinfürst is included as of Q1 2020.

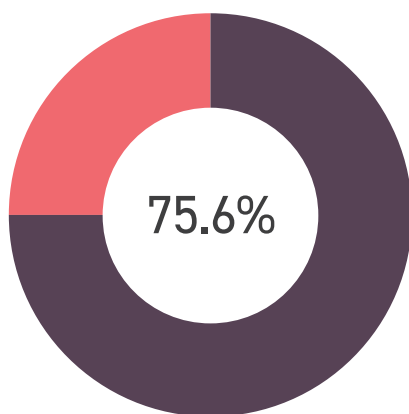
Efficient E-commerce (2020 pro forma)¹

The Company has an efficient and profitable E-commerce, which is made possible by a large proportion of its own brands, primarily for Vicampo and Weinfürst, which contributes to a product margin of 48 percent. Another important factor in achieving high customer satisfaction and efficiency in E-commerce is scalability in fulfillment costs, which amounted to 15 percent of net sales in 2020. The Company's marketing is an important part of driving continued growth and the Company closely monitors the share of marketing costs in relation to net sales in order to maintain an attractive customer acquisition cost over time.

Costs relating to net sales²



Share of net sales from returning customers (2020)



Source: The information has been derived from the Company's internal reporting system.

Product offering and brands

In the E-commerce segment, the Company has a quality control assurance in the form of six full-time wine experts with years of experience, whose work involves tasting the wines for quality assurance and in the development of new products. More than a thousand wines are tested every month, which results in thousands of data points from both wine experts and customers, which facilitates a data-driven evaluation process. This comprehensive quality assurance results in a market-leading price-quality relationship and extremely high levels of customer satisfaction.

Product development

Viva Wine Group creates added value in the E-commerce segment through data-driven web site optimisation and by adapting the content and language on the web platforms in accordance with cultural market differences. Furthermore, the Company's platforms offer product review functions, which simplifies product selection for customers while providing the Company with valuable data about customer preferences. The Company also offers interactive guides to help customers navigate the Company's broad product offering, and provides customers with purchasing recommendations and offers based on their previous orders and interaction with the platforms. The customer offering is supported by fully integrated and flexible payment solutions that enable the Company to manage the entire customer journey and thus offer a smooth customer experience that promotes customer loyalty.

Marketing

The Company's marketing in the E-commerce segment is optimised and personalised based on market trends and customer data. To attract new customers, the marketing strategy is aimed at conveying a feeling of professionalism and authenticity as well as creating long-term customer relationships. When both new and existing customers interact with the Company's platforms, data is automatically collected regarding the customer's unique behaviour and purchasing patterns in order to optimise the customer experience during repeated visits. For customers who have made several purchases via the platforms, the experience is personalised further through customised offers and memberships. The marketing strategy and the message the Company intends to convey through its marketing are unique to each respective operating company within the Group.

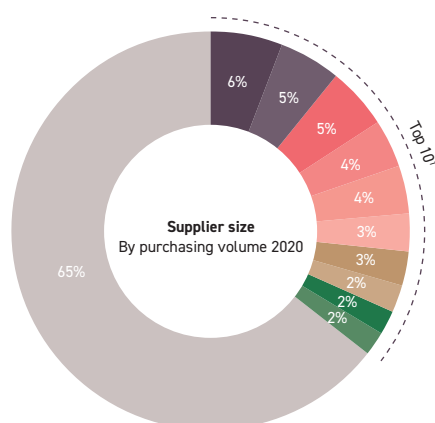
1) For more information refer to section "Pro forma income statement concerning the period between 1 January–31 December 2020".

2) The breakdown of costs presented in the figure has been derived from the Company's internal accounting system and is not adjusted for IFRS (2020 pro forma).

Producers

The Company has a unique purchasing strategy, with a broad and diverse supplier network. By not committing itself into lengthy supplier contracts, the Company holds a position where it can renegotiate prices based on market feedback and harvests. This way, the Company remains flexible and can choose the most affordable suppliers.

Suppliers by purchase volume (2020)



1) Vicampo and Wine in Black warehouse suppliers

Source: The information has been derived from the Company's internal reporting system.

Logistics

The Company's logistics process in the E-commerce segment encompasses handling (incoming goods, legislation, order picking, outgoing goods and return processing) and distribution (transportation and shipping). The Company partners with several logistics companies for deliveries of its products and offers various delivery alternatives with companies such as UPS, Hermes, DHL and DPD. Returns and transportation are important sustainability issues for the Company. In addition, the Group works actively on minimising its environmental impact together with its distribution partners, where requirements are imposed for reduced climate impact from deliveries. In 2020, the Company's return rate was 1.3 percent.

The Company utilises a central purchasing function to manage inventory planning, allocation of goods to store networks and analysis of demand for goods in the central warehouse. The majority of the Company's purchases follow an automated procedure that calculates the optimal point in time and volume of purchases of various products based on current inventory levels and historical sales data. The Company continuously evaluates additional possibilities for automation of its purchasing flow and inventory optimisation.

OTHER

Overview

The Other segment includes the Company's B2B-sales in the UK, China and the US.

SUSTAINABILITY

Sustainability is an integral part of Viva Wine Group's operations, and the Company works actively on integrating sustainability into its product development, purchasing and manufacturing, in order to achieve responsible and sustainable production. The Company is aware of its sustainability impact and works systematically to reduce the negative effects of its operations and to create business solutions that have a positive impact on people and the environment. The Company is convinced that care for people and the environment benefits its business, particularly over the long term. The Group has set goals for sustainability initiatives in five focus areas that the Company especially prioritises: sustainable farming, sustainable production, sustainable transportation, sustainable local communities and sustainable consumption. To measure the Company's performance in relation to its sustainability targets, and to create transparency with the Company's stakeholders, Viva Wine Group reports on sustainability annually in accordance with the GRI Standards and, in addition, prepares an annual sustainability report as part of the administration report in its annual report. The sustainability report's compliance with the GRI's guidelines has been assured by the Company's auditor since 2020.

Sustainable farming

The Company regards sustainable farming with a focus on biological diversity, fertiliser use and water consumption as natural elements, and is an industry leader in organic wines. In 2020, the Company's product portfolio contained more than 150 organic products and 37.7 percent of the Company's sales volume in Sweden was certified organic. For wine to be labelled and sold as organic, both farming of the grapes and the production of the wine itself must be organic. This means that the grapes are cultivated without artificial fertilisers, chemical herbicides and pesticides. The excipients used in vinification are also organic. In addition, the use of sulphur and copper are also limited. Furthermore, organic farming forbids the use of chemical biocides. Instead, organic fertiliser is used, which promotes biological diversity, reduces climate impact per litre produced and ensures that vineyard workers are not exposed to herbicides in their work. In 2018, the total share of amfori BSCI, Fairtrade or Fair for Life audited volume was 39 percent, and in 2020 the corresponding figure was 50 percent. Amfori BSCI is a set of guidelines intended to ensure decent working conditions in farming and production. The Company has set the goal of having the majority of its volume reviewed by amfori BSCI by 2030.

Sustainable production

Decent working conditions are a must for the Company, and detailed requirements are thus imposed on all producers. According to the Company, all workers have the right to reasonable working hours and fair pay. The Company does not accept discrimination, and its workers' health and safety are respected. All forms of child and forced labour are forbidden. Furthermore, the Company has chosen to implement the amfori BSCI Code of Conduct in farming and production, and all producers in risk countries (Argentina, Chile, Italy and South Africa) have announced their compliance with the Code of Conduct. amfori BSCI is an international initiative that was originally developed for the clothing industry. amfori BSCI is based on the UN Declaration of Human Rights and on the ILO conventions. Monitoring based on amfori BSCI's guidelines was initiated in 2012, and from the start Viva Wine Group's companies

have been a driving force in the work together with Systembolaget, Alko and Vinmonopolet.

The Company regularly monitors sustainability initiatives among producers, with a particular focus on risk countries where checks are conducted by independent auditors. Every such audit runs for two to five days, during which the operations and the employees' working conditions are examined in detail. Interviews are conducted without the participation of management, and all procedures and elements of the working day are evaluated. In the event of any deviations, the Company helps the producer put together action plans and to address the problems over the coming months. The results of these efforts are subsequently reviewed again with a new site visit. If after a follow-up audit the producer has not addressed the shortcomings, the partnership may be terminated.

Sustainable transports and packaging

Sustainable transportation and distribution solutions are crucial for the Company. As a member of the Beverage Industry Climate Initiative (Sw. *Dryckesbranschens Klimatinitiativ*), the Company has switched the majority of its transportation, within Europe, to rail. The Company strives for the highest possible quality at every stage. This applies to not only the contents of the bottle but also packaging and transportation. The Company's transportation to Sweden is climate-neutral, and most shipments go by ship or rail. Trucks are used only as an exception. The climate impact that arises despite all this is carbon compensated through investments in Solvatten, a world leader in water purification solutions for families in rural areas in developing countries. Using the Solvatten system means that forests do not need to be cut down to produce the wood used to boil and purify water. In turn, protecting trees and forests has a positive climate effect and reduces desertification.

In 2018, the average share of carbon dioxide emissions per litre produced was 0.38 kilogrammes, and the corresponding figure for 2020 was 0.34 kilogrammes. The Company aims to reduce its

average emissions to 0.17 of a kilogramme per litre produced by 2030. Moreover, the share of products in sustainable packaging totalled 69 percent in 2018 and 72 percent in 2020. The Company's objective is for 90 percent of its products to be sold in climate-smart packaging by 2030.

Sustainable local communities

By selling ethically certified products, the Company ensures decent working conditions as well as favourable trading conditions for producers, and promotes crucial social investments in vulnerable local communities. The Company feels that sustainable local communities, especially among producers in countries with socio-economic challenges, are crucial to development and long-term functional viticulture. The Company works to promote fair trade and invests in social projects to create better living conditions and future prospects in vulnerable areas. The Company has chosen to invest especially in wine growers in socially vulnerable areas in Argentina, Bulgaria and South Africa. The investments are made in partnership with Fairtrade and Fair for Life to guarantee that the workers in vineyards receive a premium that provides increased economic and social security.

Responsible consumption

The Company is aware that the incorrect consumption of alcohol can create problems for individuals, their families and society at large, and therefore safeguards moderate and responsible consumption. Viva Wine Group's companies are careful about compliance with the regulatory requirements and as part of the Spirit and Wine Suppliers Association (Sw. *Sprit & Vinleverantörsföreningen*) they have also taken the initiative for an ethical code and Alkoholgranskningsmannen, which has become the alcohol industry's self-regulatory mechanism by providing training and support but also has the right to intervene in companies that violate laws and ethical guidelines and demand that unethical marketing cease.

The UN Sustainable Development Goals

Through its sustainability efforts, the Company promotes the fulfilment of the UN Sustainable Development Goals, which provide direction for all member states' efforts up through 2030. The Company believes that all 17 goals are important, and works actively to promote their fulfilment. The following seven goals are particularly central to the Company's operations:



Goal 3 – Good health and well-being:

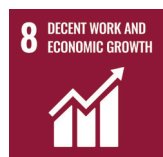
The Company develops and sells alcoholic beverages, and endeavours to ensure that these are consumed in a way that provides enjoyment and a sense of well-being. The Company works for moderation both in its marketing and through support for projects that promote health.



Goal 5 – Gender equality: The Company endeavours to create equitable, secure workplaces where everyone has the opportunity to reach their full potential. The Company has set the bar high for equality and diversity, and views its employees as its most important resource. By hiring employees with various backgrounds, interests and personalities, the Company has created an equitable and innovative operation that has an affirmative attitude towards innovation and development.



Goal 6 – Clean water and sanitation: Water is in short supply in many places around the world, which is why the Company encourages its producers to implement smart irrigation systems. The Company also invests heavily in organic farming, which decreases the use of herbicides that can leach into the groundwater.



Goal 8 – Decent working conditions and economic growth: It is crucial for the Company that workers in the fields and vineyards have decent working conditions. The Company is affiliated with amfori BSCI, and regularly visits its producers to ensure proper working conditions and economic growth. A large part of the Company's production is certified by Fairtrade or Fair for Life in order to guarantee that wine growers secure sales of their harvests, are paid a minimum price at levels above world market price, and receive financial premiums to invest in social projects.



Goal 12 – Responsible consumption and production:

The Company promotes organic and ethical farming and invests in climate-smart and recyclable packaging to thereby promote effective use of natural resources. The share of certified ethical and organic wine continues to increase, and the Company considers decent working conditions to be a natural part of farming and production. The Company requires all of its producers and vineyards to comply with the amfori BSCI Code of Conduct, and conducts regular checks and site visits to ensure sustainable production.



Goal 13 – Climate action: The Company endeavours to minimise its climate impact and has switched the majority of its transportation to rail. The Company also uses climate-smart packaging, and its remaining climate impact is carbon compensated through investments in Solvatten.

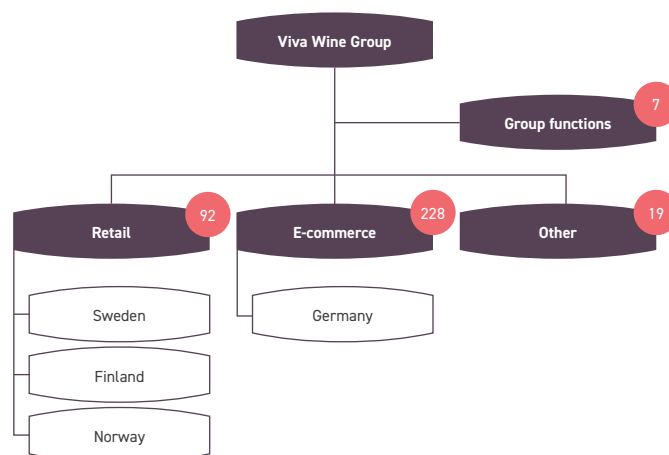


Goal 15 – Life on land: The Company is dedicated to ensuring wine is cultivated in a way that has as little impact on the ecosystem as possible. The Company strives for farming without the use of herbicides and pesticides, with regard to biological diversity.

ORGANISATION

Viva Wine Group has built up a strong organisation that as of 30 September 2021 had approximately 210 average number of employees in the Group. As of 30 September 2021, the Group, including Norway where Norwegian Beverage Group is a subsidiary of the Company as of 1 November 2021, had 346 full-time equivalents (FTE) (pro forma). In the E-commerce segment, approximately 100 FTEs work with warehousing/logistics. The diagram below illustrates the Group's organisational structure with the number of FTEs as of 30 September 2021 (pro forma).

Viva Wine Group endeavours to have a flat organisational structure and short decision-making processes that are imbued with an entrepreneurial corporate culture. The Company's management team consists of Emil Sallnäs (CEO Viva Wine Group), Björn Wittmark (Director Business), John Wistedt (CEO Wine Team Global), Linn Gäfvert (CFO Viva Wine Group) and Mikael Sundström (Director Sustainability & Corporate Communications).



The average number of employees

The tables below show the average number of employees in the Group for the specified period.

1 January–30 September		1 January–31 December		
2021	2020	2020	2019	2018
210	123	130	117	61

Selected historical financial information

Viva Wine Group AB was founded on 1 November 2018. In early 2019, as part of an internal restructuring (the “**Restructuring**”), Viva Wine Group AB acquired the majority of the shares in Giertz Vinimport AB from Malbec Holding AB. As of 1 January 2020, Viva Wine Group AB prepares its consolidated accounts in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations from the IFRS Interpretations Committee as adopted by the EU (“**IFRS**”). The Restructuring constitutes a transaction under joint control since it was carried out without changing the ownership structure of the operations and entailed that Viva Wine Group AB took over as the parent company of the Group. Since transactions under joint control are not regulated by IFRS, the Group, in accordance with IAS 8, has chosen an appropriate and established policy based on the carrying amounts of the transferring group, meaning that assets and liabilities have not been remeasured in relation to the carrying amounts of the former group. This policy also entails that comparative information from the transferred group for the period before the transaction are recognised in the consolidated accounts of the new parent company. For complete information regarding the transition to IFRS, see Note 30 under the section “*Historical financial information*” on pages F-58-F-70.

Viva Wine Group has included two comparative years for the first IFRS financial statements for 2020 (2019 and 2018). Accordingly, the date of the Group’s transition to IFRS is 1 January 2018. The transition to IFRS is recognised in the consolidated accounts for 2020 in accordance with IFRS 1 First-time Adoption of International Financial Reporting Standards. Up until the 2019 financial year, the former group, of which Malbec Holding AB was the parent company, prepared its consolidated accounts in accordance with the Swedish Annual Accounts Act and BFAR 2012:1 (K3).

The historical financial information included in its entirety in the Prospectus in the section “*Historical financial information*” pertains to the 2020, 2019 and 2018 financial years and to the interim information for 1 January–30 September 2021 with comparative figures for the corresponding period in 2020. The historical financial information for the 2020, 2019 and 2018 financial years has been prepared in accordance with IFRS, the Swedish Annual Accounts Act (1995:1554) and the Swedish Financial Reporting Board’s recommendation RFR 1 (Supplementary Accounting Rules for Groups) and is included in the Prospectus in the section “*Historical financial information*”. The historical financial information

prepared in accordance with IFRS for the 2020 and 2019 financial years has been audited by the Company’s auditor in accordance with FAR’s recommendation RevR 5 Examination of Financial Information in Prospectuses since this information is included in its entirety in the Prospectus. The audited annual report for the 2018 financial year for Malbec Holding AB has been incorporated in the Prospectus through reference; refer to the section “*Documentation incorporated by reference*”.

The interim financial information for 1 January–30 September 2021 has been prepared in accordance with IAS 34 Interim Financial Reporting and has been reviewed, not audited, by the Company’s auditor in accordance with ISRE 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity, and is included in its entirety in the Prospectus in the section “*Historical financial information*”.

In accordance with IFRS, the selected historical financial information below presents the 2020, 2019 and 2018 financial years along with the 1 January–30 September 2021 interim period as well as the comparative period for 2020 prepared in accordance with IAS 34. In addition, selected consolidated historical financial information is presented for the 2018 financial year, which has been derived from Malbec Holding AB’s audited annual report.

The amounts stated in the tables below have been rounded, while the calculations have been performed with a larger number of decimals. As a result of this rounding, the totals in certain tables may appear to be incorrect. Unless expressly stated, no financial information in the Prospectus other than that specified above has been audited or reviewed by the Company’s auditor.

The information in this section is to be read together with the sections “*Comments on financial performance*”, “*Capital structure, indebtedness and other financial information*”, the Group’s complete historical financial information as of 30 September 2021 and for the three years ending 31 December 2020, 2019 and 2018, the reviewed and unaudited interim financial information for 1 January–30 September 2021 (with comparative figures per and for the corresponding period in 2020) presented in the section “*Historical financial information*” and Malbec Holding AB’s audited annual report for the 2018 financial year, which has been incorporated in the Prospectus through reference, refer to the section “*Documentation incorporated by reference*”.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	1 January–30 September		1 January–31 December			
	Viva Wine Group AB					Malbec Holding AB
	IAS 34		IFRS			BFNAR 2012:1 (K3)
	Reviewed (unaudited)		Audited		Unaudited	Audited
SEK million	2021	2020	2020	2019	2018	2018
Operating revenue						
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5	3,367.9
Other operating income	13.3	6.1	8.6	3.6	1.2	6.9
Total revenue	2,304.5	2,049.1	2,853.8	2,338.3	1,990.7	3,374.8
Operating expenses						
Goods for resale	-1,788.1	-1,643.0	-2,310.1	-1,926.4	-1,650.0	-2,953.8
Other external expenses	-164.8	-130.4	-150.5	-162.0	-139.8	-179.4
Personnel expenses	-114.8	-71.0	-101.1	-89.4	-64.1	-64.1
Depreciation and amortisation	-36.0	-14.8	-21.8	-18.0	-7.1	-2.7
Share of profit from associated companies and joint ventures	18.0	5.1	10.7	13.1	7.6	-
Other operating expenses	-0.6	0.0	-0.2	-0.1	-0.1	-0.1
Operating profit	218.2	195.0	280.8	155.5	137.2	174.6
Financial income and expenses						
Result from investments in Group companies	-	-	-	-	-	0 ¹
Profit from participations in associated companies	-	-	-	-	-	2.7
Financial income	24.4	19.2	4.9	26.1	42.7	0.1 ¹
Financial expenses	-15.2	-3.8	-9.2	-13.2	-20.7	-1.9 ¹
Profit after financial items	227.3	210.3	276.5	168.5	159.2	175.5 ¹
Tax	-49.4	-43.6	-57.3	-35.7	-36.0	-41.0
Net profit for the year	177.9	166.7	219.2	132.7	123.2	134.6 ¹

1) The information has been changed in the 2019 Annual Report due to a change in accounting principle. The restated information is unaudited.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	30 September	31 December			
	Viva Wine Group AB				Malbec Holding AB
	IAS 34	IFRS			BFNAR 2012:1 (K3)
	Reviewed (unaudited)	Audited		Unaudited	Audited
SEK million	2021	2020	2019	2018	2018
ASSETS					
Non-current assets					
Goodwill	591.1	18.6	14.2	5.6	3.2
Intangible assets	885.3	50.2	30.5	0.2	0.2
Tangible assets	49.3	43.9	1.2	1.6	1.6
Right-of-use assets	57.5	37.0	40.3	42.5	-
Participations in associated companies and joint ventures	76.7	70.7	61.2	54.5	49.6
Other securities held as non-current assets	0.1	0.9	0.1	0.1	0.1
Other non-current receivables	18.7	16.5	16.2	67.8	67.8
Deferred tax assets	0.4	17.0	10.2	2.5	-
Total non-current assets	1,679.2	254.7	173.9	174.8	122.4
Current assets					
Inventories	464.6	424.4	325.9	297.7	302.3
Trade receivables	479.5	616.3	508.8	455.8	455.9
Receivables from associated companies	11.3	14.9	11.1	24.5	24.5
Current tax assets	0.8	2.9	10.1	0.1	0.1
Other receivables	50.7	30.2	33.9	37.7	37.7
Derivative instruments	0.1	7.0	11.6	3.8	-
Prepaid expenses and accrued income	32.3	33.2	34.0	38.3	39.4
Cash and cash equivalents	279.8	42.3	96.5	3.7	3.7
Total current assets	1,319.2	1,171.0	1,031.9	861.6	863.7
TOTAL ASSETS	2,998.4	1,425.7	1,205.9	1,036.4	986.1

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT.)

	30 September	31 December			
	Viva Wine Group AB				Malbec Holding AB
	IAS 34	IFRS			BFNAR 2012:1 (K3)
	Reviewed (unaudited)	Audited		Unaudited	Audited
SEK million	2021	2020	2019	2018	2018
EQUITY AND LIABILITIES					
Equity					
Share capital	0.5	0.1	0.1	0.1	0.1
Reserves	-3.1	-2.7	1.3	0.5	-
Retained earnings including net profit for the year	441.9	340.9	203.2	138.2	139.4
Total equity attributable to parent company's shareholders	439.4	338.3	204.6	138.7	139.4
Non-controlling interests	60.1	65.7	39.9	72.6	73.9
Total equity	499.5	404.0	244.5	211.3	213.3
Non-current liabilities					
Overdraft facility	9.2	61.2	149.7	19.1	19.1
Other liabilities to credit institutions	751.3	47.2	54.5	22.0	22.0
Other non-current liabilities	3.8	2.4	36.0	15.0	15.0
Lease liabilities	42.4	29.0	32.5	36.6	-
Deferred tax liabilities	217.0	12.2	7.9	-	-
Total non-current liabilities	1,023.7	152.1	280.5	92.7	56.1
Current liabilities					
Liabilities to credit institutions	744.7	29.0	27.3	24.0	24.0
Trade payables	350.5	398.5	292.4	311.9	312.3
Advances from customers	4.2	8.9	2.6	10.3	10.3
Liabilities to associated companies	2.7	1.6	0.1	8.5	8.5
Current tax liabilities	32.7	20.1	13.9	27.4	27.4
Lease liabilities	16.2	9.2	8.5	6.1	-
Derivative instruments	6.2	26.6	27.0	10.1	-
Other current liabilities	275.2	346.3	282.0	311.7	311.7
Accrued expenses and deferred income	42.7	29.4	27.1	22.6	22.6
Total current liabilities	1,475.2	869.6	680.8	732.4	716.7
TOTAL EQUITY AND LIABILITIES	2,998.4	1,425.7	1,205.9	1,036.4	986.1

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	1 January–30 September		1 January–31 December			
	Viva Wine Group AB					Malbec Holding AB
	IAS 34		IFRS			BFNAR 2012:1 (K3)
	Reviewed (unaudited)		Audited		Unaudited	Audited
SEK million	2021	2020	2020	2019	2018	2018
Operating activities						
Profit after financial items	227.3	210.3	276.5	168.5	159.2	192.8
Adjustment for non-cash items	15.2	4.0	29.5	22.2	21.3	-17.3
Tax paid	-49.8	-38.4	-53.6	-65.0	-51.4	-51.4
Cash flow from operating activities before changes in working capital	192.6	175.9	252.4	125.7	129.2	124.2
Cash flow from change in working capital						
Change in inventories	5.0	-149.0	-97.7	-22.6	-73.1	-73.1
Changes in operating receivables	156.0	-3.9	-94.4	-4.3	-107.3	-107.3
Changes in operating liabilities	-251.2	20.3	156.8	31.2	215.7	215.7
Cash flow from operating activities	102.5	43.3	217.1	130.0	164.4	159.4
Investing activities						
Business combinations	-1,042.7	-11.0	-13.2	-43.8	-0.3	-0.3
Divestment of subsidiaries	-	-	-	-	22.6	22.6
Acquisition of intangible assets	-104.5	-	-0.5	-	-	-
Divestment of intangible assets	-	-	-	-0.8	-	-
Acquisition of tangible assets	-2.2	-4.0	-47.5	-5.9	-1.4	-0.9
Divestment of tangible fixed assets	-	-	-	-	-	-
Redemption of shares, purchase of minority interests	0.2	-	-	-66.8	-	-
Purchase of financial assets	-	-0.8	-2.9	51.6	-72.0	-72.0
Divestment of financial assets	12.4	16.7	-	-	14.4	14.4
Changed group structure	-	-	-	-	2.5	2.5
Cash flow from investing activities	-1,136.8	0.9	-64.1	-65.7	-34.2	-33.8
Financing activities						
Dividend paid to parent company's shareholders	-31.0	-20.0	-20.0	-22.7	-204.0	-204.0
Dividend paid to non-controlling interests	-51.9	-31.2	-31.2	-28.4	-46.7	-46.7
Change in overdraft facility	-49.8	-41.0	-124.5	-	-1.6	-1.6
Loans raised from credit institutions	1,570.5	2.8	6.1	190.7	50.4	50.0
Repayment of debt	-157.7	-26.4	-27.3	-103.6	-4.0	-4.0
Repayment of lease liability	-8.5	-6.3	-8.5	-7.5	-5.0	-
Cash flow from financing activities	1,271.6	-122.1	-205.3	28.5	-210.9	-206.3
Cash flow for the year	237.2	-77.9	-52.3	92.8	-80.8	-80.8
Cash and cash equivalents at the beginning of the year	42.3	96.5	96.5	3.7	84.5	84.5
Exchange rate differences in cash and cash equivalents	0.3	0.5	-1.9	0.1	-	-
Cash and cash equivalents at the end of the year	279.8	19.2	42.3	96.5	3.7	3.7

CONSOLIDATED KEY PERFORMANCE INDICATORS

The Company applies the European Securities and Market Authority's (ESMA) guidelines on alternative ratios in relation to the Prospectus. The guidelines aim to make alternative ratios in financial reports more understandable, reliable and comparable and thus promote their usefulness. For the purposes of these guidelines, an alternative ratio is a financial measure of historical or future performance, financial position, financial performance or cash flows that is not defined or disclosed in the applicable financial reporting framework; IFRS and the Annual Accounts Act.

The Company believes that the following alternative ratios, together with ratios defined under IFRS, facilitate the understanding of the Group's financial trends. The alternative measures are also widely used by the Group's management team, investors, securities analysts and other stakeholders as supplementary

measures of performance. In addition, such alternative ratios, as defined by Viva Wine Group, should not be compared to other similarly titled ratios used by other companies. This is because the aforementioned ratios are not always defined in the same way and other companies may calculate them in a different way than Viva Wine Group. For definitions and the reason for the use of financial ratios, see below.

The table below shows the Group's selected key figures for the financial years 2020, 2019 and 2018 and for the interim period 1 January–30 September 2021 with comparative financial figures for the corresponding period in 2020. The key figures for the financial year 2018 are calculated based on the unaudited comparative year 2018 prepared under IFRS. The key figures have not been audited or reviewed unless specifically stated. The abbreviation "N/A" means that the item is "Not Applicable".

	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<i>SEK million, unless otherwise stated</i>					
GROUP					
<i>IFRS key performance measures</i>					
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
Net profit for the period	177.9	166.7	219.2	132.7	123.2
<i>Alternative performance measures</i>					
Net sales growth, %	12.1	N/A	21.9	17.4	15.7
Organic growth, %	5.3	N/A	19.0	12.1	14.9
Gross margin, %	22.0	19.6	18.8	17.5	17.1
Operating profit (EBIT)	218.2	195.0	280.8	155.5	137.2
EBIT margin, %	9.5	9.5	9.9	6.7	6.9
Adjusted EBIT	230.1	195.0	281.8	155.5	137.2
Adjusted EBIT margin, %	10.0	9.5	9.9	6.7	6.9
EBITA	243.3	202.5	291.4	165.0	137.5
EBITA margin, %	10.6	9.9	10.2	7.1	6.9
Adjusted EBITA	255.2	202.5	292.4	165.0	137.5
Adjusted EBITA margin, %	11.1	9.9	10.3	7.1	6.9
EBITDA	254.1	209.8	302.6	173.5	144.3
EBITDA margin, %	11.1	10.3	10.6	7.4	7.3
Adjusted EBITDA	266.0	209.8	303.6	173.5	144.3
Adjusted EBITDA margin, %	11.6	10.3	10.7	7.4	7.3
Profit after financial items	227.3	210.3	276.5	168.5	159.2
Cash conversion, %	104.8	40.0	78.3	79.7	75.1
Net debt / EBITDA (LTM), x	3.7	N/A	0.4	1.0	0.7

SEK million, unless otherwise stated	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
SEGMENT					
Sweden					
Net sales growth, %	2.3	N/A	20.7	8.5	11.9
Organic growth, %	2.0	N/A	16.1	8.5	11.9
Gross margin, %	20.9	18.5	19.4	17.0	16.8
Operating profit (EBIT)	204.8	168.4	239.8	150.9	117.8
EBIT margin, %	11.7	9.9	10.3	7.8	6.6
EBITA	205.5	169.0	240.7	150.9	118.1
EBITA margin, %	11.8	9.9	10.4	7.8	6.7
Adjusted EBITA	205.5	169.0	240.7	150.9	118.1
Adjusted EBITA margin, %	11.8	9.9	10.4	7.8	6.7
Nordics					
Net sales growth, %	5.9	N/A	45.8	35.9	41.9
Organic growth, %	10.1	N/A	54.1	31.7	33.3
Gross margin, %	16.8	23.3	17.7	18.2	10.6
Operating profit (EBIT)	27.0	28.3	44.8	22.1	14.0
EBIT margin, %	10.8	12.0	13.0	9.1	7.8
EBITA	27.1	28.3	45.5	22.5	14.0
EBITA margin, %	10.8	12.0	12.9	9.3	7.8
Adjusted EBITA	27.1	28.3	45.5	22.5	14.0
Adjusted EBITA margin, %	10.8	12.0	12.9	9.3	7.8
E-commerce					
Net sales growth, %	193.2	N/A	49.3	N/A	N/A
Organic growth, %	21.5	N/A	45.9	N/A	N/A
Gross margin, %	33.9	23.3	23.8	21.6	N/A
Operating profit (EBIT)	-20.6	-7.8	-13.9	-20.6	N/A
EBIT margin, %	-8.3	-9.2	-10.1	-22.4	N/A
EBITA	-0.6	-0.8	-4.8	-11.5	N/A
EBITA margin, %	-0.2	-1.0	-3.5	-12.5	N/A
Adjusted EBITA	3.2	-0.8	-4.8	-11.5	N/A
Adjusted EBITA margin, %	1.3	-1.0	-3.5	-12.5	N/A
Other					
Net sales growth, %	-28.4	N/A	-16.9	13.8	19.5
Organic growth, %	-28.5	N/A	-14.2	11.0	16.7
Gross margin, %	15.9	8.7	10.8	10.8	15.0
Operating profit (EBIT)	6.9	4.2	9.1	4.7	5.5
EBIT margin, %	10.6	4.6	6.7	2.8	3.8
EBITA	11.3	3.7	9.1	4.7	5.5
EBITA margin, %	17.2	4.0	6.7	2.8	3.8
Adjusted EBITA	19.4	3.7	10.1	4.7	5.5
Adjusted EBITA margin, %	29.6	4.0	7.4	2.8	3.8

Definitions of key performance indicators

Alternative key performance indicators	Definition	Purpose
Net sales growth, %	Net sales for the period divided by net sales for the previous period.	Net sales growth is used to compare Viva Wine Groups growth rate between different periods and with the market as a whole.
Organic growth, %	Change in net sales, excluding acquisition and divestment effects and currency translation effects, divided by the previous period's net sales.	Organic growth is used to analyse the underlying growth of the business.
Gross margin, %	Net sales minus goods for resale as a percentage of net sales.	Gross margin is used to show the profitability of sales of goods.
Operating profit (EBIT)	Operating profit (EBIT)	Operating profit (EBIT) is used to analyse the profitability generated by operating activities.
EBIT margin, %	Operating profit (EBIT) as a percentage of net sales.	EBIT margin is used to show the profitability of the operating business.
Adjusted EBIT	Operating profit (EBIT) adjusted for items affecting comparability.	Adjusted EBIT is a measure used by Viva Wine Group to maintain transparency and comparability of operating results over time.
Adjusted EBIT margin, %	Adjusted EBIT as a percentage of net sales.	Adjusted EBIT margin is used to analyse the profitability of the operating business, excluding items affecting comparability.
EBITA	Operating profit (EBIT) plus depreciation of intangible assets.	EBITA is used to analyse the profitability generated by operating activities.
EBITA margin, %	EBITA as a percentage of net sales.	EBITA margin is used to show the profitability of operating activities.
Adjusted EBITA	EBITA adjusted for items affecting comparability.	Adjusted EBITA is a measure used by Viva Wine Group to maintain transparency and comparability of operating results over time.
Adjusted EBITA margin, %	Adjusted EBITA as a percentage of net sales.	Adjusted EBITA margin is used to analyse the profitability of the operating business, excluding items affecting comparability.
EBITDA	Operating profit (EBIT) plus depreciation and amortisation.	EBITDA is used to analyse the profitability generated by operating activities.
EBITDA margin, %	EBITDA as a percentage of net sales.	The EBITDA margin is used to show the profitability of the operating business.
Adjusted EBITDA	EBITDA adjusted for items affecting comparability.	Adjusted EBITDA is a measure that Viva Wine Group uses to maintain transparency and consistency in the results of its operating activities over time.
Adjusted EBITDA margin, %	Adjusted EBITDA as a percentage of net sales.	Adjusted EBITDA margin is used to analyse the profitability of the operating business, excluding items affecting comparability.
Cash conversion, %	Adjusted EBITDA minus adjusted change in working capital minus capital expenditure excluding acquisitions, divided by adjusted EBITDA.	Cash generation is used as an efficiency measure of the percentage of Viva Wine Group's profit that is converted into cash.
Net debt / EBITDA (LTM), x	Interest-bearing liabilities (overdraft, other liabilities to credit institutions, leasing liabilities and liabilities to credit institutions) minus cash and cash equivalents, divided by EBITDA over the last 12 months.	Net debt / EBITDA (rolling 12 months) used to assess Viva Wine Group's financial position.

Reconciliation table for alternative key performance measures

SEK million	Net sales growth, %				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
Net sales in the current period	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
(-) Net sales in the previous period	2,043.0	N/A	2,334.7	1,989.5	1,719.3 ¹
Change in net sales	248.2	N/A	510.5	345.2	270.2
Net sales growth, %	12.1	N/A	21.9	17.4	15.7
<u>Sweden</u>					
Net sales in the current period	1,746.2	1,706.3	2,323.4	1,925.3	1,774.2
(-) Net sales in the previous period	1,706.3	N/A	1,925.3	1,774.2	1,585.6 ¹
Change in net sales	39.9	N/A	398.1	151.2	188.6
Net sales growth, %	2.3	N/A	20.7	8.5	11.9
<u>Nordics</u>					
Net sales in the current period	250.4	236.5	352.8	241.9	178.0
(-) Net sales in the previous period	236.5	N/A	241.9	178.0	125.4 ¹
Change in net sales	13.9	N/A	110.8	64.0	52.6
Net sales growth, %	5.9	N/A	45.8	35.9	41.9
<u>E-commerce</u>					
Net sales in the current period	248.8	84.9	137.3	91.9	N/A
(-) Net sales in the previous period	84.9	N/A	91.9	N/A	N/A
Change in net sales	163.9	N/A	45.3	N/A	N/A
Net sales growth, %	193.2	N/A	49.3	N/A	N/A
<u>Other</u>					
Net sales in the current period	65.6	91.6	137.4	165.3	145.3
(-) Net sales in the previous period	91.6	N/A	165.3	145.3	121.5 ¹
Change in net sales	-26.0	N/A	-27.9	20.0	23.7
Net sales growth, %	-28.4	N/A	-16.9	13.8	19.5

1) The information has been derived from the Company's internal accounting system.

SEK million, unless otherwise stated	Organic growth, %				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
Acquired net sales	-162.7	-52.8	-99.5	-90.8	-
Currency translation effect	21.8	0.9	32.2	-14.5	-14.3
Organic net sales	2,150.3	1,991.2	2,777.9	2,229.3	1,975.1
Net sales in the previous period	2,043.0	N/A	2,334.7	1,989.5	1,719.3 ¹
Organic growth, %	5.3	N/A	19.0	12.1	14.9
<u>Sweden</u>					
Net sales	1,746.2	1,706.3	2,323.4	1,925.3	1,774.2
Acquired net sales	-5.2	-52.8	-88.6	-	-
Currency translation effect	-	-	-	-	-
Organic net sales	1,741.0	1,653.5	2,234.8	1,925.3	1,774.2
Net sales in the previous period	1,706.3	N/A	1,925.3	1,774.2	1,585.6 ¹
Organic growth, %	2.0	N/A	16.1	8.5	11.9
<u>Nordics</u>					
Net sales	250.4	236.5	352.8	241.9	178.0
Acquired net sales	0.0	0.0	0.0	0.0	0.0
Currency translation effect	10.1	0.1	20.0	-7.6	-10.9
Organic net sales	260.5	236.6	372.8	234.4	167.1
Net sales in the previous period	236.5	N/A	241.9	178.0	125.4 ¹
Organic growth, %	10.1	N/A	54.1	31.7	33.3
<u>E-commerce</u>					
Net sales	248.8	84.9	137.3	91.9	N/A
Acquired net sales	-155.7	-	-10.9	N/A	N/A
Currency translation effect	10.0	0.0	7.8	N/A	N/A
Organic net sales	103.1	84.9	134.2	N/A	N/A
Net sales in the previous period	84.9	N/A	91.9	N/A	N/A
Organic growth, %	21.5	N/A	45.9	N/A	N/A
<u>Other</u>					
Net sales	65.6	91.6	137.4	165.3	145.3
Acquired net sales	-1.7	-	-	-	-
Currency translation effect	1.6	0.8	4.4	-4.1	-3.5
Organic net sales	65.4	92.4	141.8	161.2	141.8
Net sales in the previous period	91.6	N/A	165.3	145.3	121.5 ¹
Organic growth, %	-28.5	N/A	-14.2	11.0	16.7

1) The information has been derived from the Company's internal accounting system.

SEK million, unless otherwise stated	Gross margin, %				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
Goods for resale	-1,788.1	-1,643.0	-2,310.1	-1,926.4	-1,650.0
Gross profit	503.2	400.0	535.1	408.3	339.5
Gross margin, %	22.0	19.6	18.8	17.5	17.1
<u>Sweden</u>					
Net sales	1,746.2	1,706.3	2,323.4	1,925.3	1,774.2
Goods for resale	-1,380.8	-1,390.7	-1,873.0	-1,597.2	-1,475.3
Gross profit	365.4	315.6	450.4	328.1	298.9
Gross margin, %	20.9	18.5	19.4	17.0	16.8
<u>Nordics</u>					
Net sales	250.4	236.5	352.8	241.9	178.0
Goods for resale	-208.4	-181.4	-290.5	-198.0	-159.2
Gross profit	41.9	55.1	62.3	43.9	18.8
Gross margin, %	16.8	23.3	17.7	18.2	10.6
<u>E-commerce</u>					
Net sales	248.8	84.9	137.3	91.9	N/A
Goods for resale	-164.5	-65.1	-104.6	-72.0	N/A
Gross profit	84.3	19.8	32.7	19.9	N/A
Gross margin, %	33.9	23.3	23.8	21.6	N/A
<u>Other</u>					
Net sales	65.6	91.6	137.4	165.3	145.3
Goods for resale	-55.1	-83.6	-122.7	-147.4	-123.5
Gross profit	10.4	8.0	14.8	17.9	21.8
Gross margin, %	15.9	8.7	10.8	10.8	15.0

SEK million, unless otherwise stated	EBIT margin, %				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
Operating profit (EBIT)	218.2	195.0	280.8	155.5	137.2
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
EBIT margin, %	9.5	9.5	9.9	6.7	6.9
<u>Sweden</u>					
Operating profit (EBIT)	204.8	168.4	239.8	150.9	117.8
Net sales	1,746.2	1,706.3	2,323.4	1,925.3	1,774.2
EBIT margin, %	11.7	9.9	10.3	7.8	6.6
<u>Nordics</u>					
Operating profit (EBIT)	27.0	28.3	44.8	22.1	14.0
Net sales	250.4	236.5	352.8	241.9	178.0
EBIT margin, %	10.8	12.0	12.7	9.1	7.8
<u>E-commerce</u>					
Operating profit (EBIT)	-20.6	-7.8	-13.9	-20.6	N/A
Net sales	248.8	84.9	137.3	91.9	N/A
EBIT margin, %	-8.3	-9.2	-10.1	-22.4	N/A
<u>Other</u>					
Operating profit (EBIT)	6.9	4.2	9.1	4.7	5.5
Net sales	65.6	91.6	137.4	165.3	145.3
EBIT margin, %	10.6	4.6	6.7	2.8	3.8

SEK million, unless otherwise stated	Adjusted EBIT and adjusted EBIT margin (%)				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
Operating profit (EBIT)	218.2	195.0	280.8	155.5	137.2
<i>Items affecting comparability</i>					
Costs related to the Offering	8.1	-	1.0	-	-
Bonus accrual from Vicampo acquisition	3.8	-	-	-	-
Adjusted EBIT	230.1	195.0	281.8	155.5	137.2
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
Adjusted EBIT margin, %	10.0	9.5	9.9	6.7	6.9

SEK million, unless otherwise stated	EBITA and EBITA margin (%)				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
Operating profit (EBIT)	218.2	195.0	280.8	155.5	137.2
Amortisation of intangible assets	25.1	7.6	10.6	9.5	0.3
EBITA	243.3	202.5	291.4	165.0	137.5
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
EBITA margin, %	10.6	9.9	10.2	7.1	6.9
<u>Sweden</u>					
Operating profit (EBIT)	204.8	168.4	239.8	150.9	117.8
Amortisation of intangible assets	0.7	0.6	0.8	-	0.3
EBITA	205.5	169.0	240.7	150.9	118.1
Net sales	1,746.2	1,706.3	2,323.4	1,925.3	1,774.2
EBITA margin, %	11.8	9.9	10.4	7.8	6.7
<u>Nordics</u>					
Operating profit (EBIT)	27.0	28.3	44.8	22.1	14.0
Amortisation of intangible assets	0.1	0.0	0.7	0.4	0.0
EBITA	27.1	28.3	45.5	22.5	14.0
Net sales	250.4	236.5	352.8	241.9	178.0
EBITA margin, %	10.8	12.0	12.9	9.3	7.8
<u>E-commerce</u>					
Operating profit (EBIT)	-20.6	-7.8	-13.9	-20.6	N/A
Amortisation of intangible assets	20.0	7.0	9.1	9.1	N/A
EBITA	-0.6	-0.8	-4.8	-11.5	N/A
Net sales	248.8	84.9	137.3	91.9	N/A
EBITA margin, %	-0.2	-1.0	-3.5	-12.5	N/A
<u>Other</u>					
Operating profit (EBIT)	6.9	4.2	9.1	4.7	5.5
Amortisation of intangible assets	4.3	-0.5	-	-	-
EBITA	11.3	3.7	9.1	4.7	5.5
Net sales	65.6	91.6	137.4	165.3	145.3
EBITA margin, %	17.2	4.0	6.7	2.8	3.8

SEK million, unless otherwise stated	Adjusted EBITA and adjusted EBITA margin (%)				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
EBITA	243.3	202.5	291.4	165.0	137.5
<i>Items affecting comparability</i>					
Costs related to the Offering	8.1	-	1.0	-	-
Bonus accrual from Vicampo acquisition	3.8	-	-	-	-
Adjusted EBITA	255.2	202.5	292.4	165.0	137.5
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
Adjusted EBITA margin, %	11.1	9.9	10.3	7.1	6.9
<u>Sweden</u>					
EBITA	205.5	169.0	240.7	150.9	118.1
<i>Items affecting comparability</i>	-	-	-	-	-
Adjusted EBITA	205.5	169.0	240.7	150.9	118.1
Net sales	1,746.2	1,706.3	2,323.4	1,925.3	1,774.2
Adjusted EBITA margin, %	11.8	9.9	10.4	7.8	6.7
<u>Nordics</u>					
EBITA	27.1	28.3	45.5	22.5	14.0
<i>Items affecting comparability</i>	-	-	-	-	-
Adjusted EBITA	27.1	28.3	45.5	22.5	14.0
Net sales	250.4	236.5	352.8	241.9	178.0
Adjusted EBITA margin, %	10.8	12.0	12.9	9.3	7.8
<u>E-commerce</u>					
EBITA	-0.6	-0.8	-4.8	-11.5	N/A
<i>Items affecting comparability</i>					
Bonus accrual from Vicampo acquisition	3.8	-	-	-	-
Adjusted EBITA	3.2	-0.8	-4.8	-11.5	N/A
Net sales	248.8	84.9	137.3	91.9	N/A
Adjusted EBITA margin, %	1.3	-1.0	-3.5	-12.5	N/A
<u>Other</u>					
EBITA	11.3	3.7	9.1	4.7	5.5
<i>Items affecting comparability</i>					
Costs related to the Offering	8.1	-	1.0	-	-
Adjusted EBITA	19.4	3.7	10.1	4.7	5.5
Net sales	65.6	91.6	137.4	165.3	145.3
Adjusted EBITA margin, %	29.6	4.0	7.4	2.8	3.8

<i>SEK million, unless otherwise stated</i>	EBITDA and EBITDA margin (%)				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
Operating profit (EBIT)	218.2	195.0	280.8	155.5	137.2
Depreciation and amortisation	36.0	14.8	21.8	18.0	7.1
EBITDA	254.1	209.8	302.6	173.5	144.3
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
EBITDA margin, %	11.1	10.3	10.6	7.4	7.3

<i>SEK million, unless otherwise stated</i>	Adjusted EBITDA and adjusted EBITDA margin (%)				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
EBITDA	254.1	209.8	302.6	173.5	144.3
<i>Items affecting comparability</i>					
Costs related to the Offering	8.1	-	1.0	-	-
Bonus accrual from Vicampo acquisition	3.8	-	-	-	-
Adjusted EBITDA	266.0	209.8	303.6	173.5	144.3
Net sales	2,291.2	2,043.0	2,845.2	2,334.7	1,989.5
Adjusted EBITDA margin, %	11.6	10.3	10.7	7.4	7.3

SEK million, unless otherwise stated	Cash conversion, %				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
Group					
<i>Change in net working capital</i>					
Inventory	464.6	475.3	424.2	325.9	297.7
Accounts receivable	479.5	491.6	616.3	508.8	455.8
Other receivables	50.7	29.6	30.2	33.9	37.7
Prepaid expenses and accrued income	32.3	30.3	33.2	34.0	38.3
Accounts payable	-350.5	-296.4	-398.5	-292.4	-311.9
Advance from customers	-4.2	-14.7	-8.9	-2.6	-10.3
Other current liabilities	-275.2	-266.0	-346.3	-282.0	-311.7
Accrued expenses and deferred income	-42.7	-24.9	-29.4	-27.1	-22.6
Net working capital	354.6	424.7	320.9	298.5	173.1
Net working capital previous period	320.9	298.5	298.5	173.1	211.0
Change in net working capital	33.7	126.2	22.4	125.4	-37.9
Net working capital adjustments					
Inventory	-	-	-	-	-
Acquisition of Wine in Black	-	-	-	-4.6	-
Acquisition of Tryffelsvinet	-	-5.0	-5.0	-	-
Acquisition of Vicampo	-42.1	-	-	-	-
Accounts receivables	-	-	-	-	-
Acquisition of Wine in Black	-	-	-	-4.1	-
Acquisition of Tryffelsvinet	-	-2.7	-2.7	-	-
Acquisition of Vicampo	-9.4	-	-	-	-
Divestments of financial assets	-	-	-	-23.0	-
Other current liabilities	-	-	-	-	-
Acquisition of Wine in Black	-	-	-	8.1	-
Acquisition of Tryffelsvinet	-	3.3	3.3	-	-
Acquisition of Vicampo	33.6	-	-	-	-
Transfer of interest bearing liabilities from other current liabilities	-	-	-	-72.6	72.6
Change in payment date for excise duty early 2021, Dec 2020 included 2 months	-18.0	-	-	-	-
Liability for purchase consideration to sellers of real-estate, Viva E-Commerce Germany	-15.0	-	-	-	-
Total adjustments	-50.9	-4.5	-4.5	-96.2	72.6
Adjusted change in net working capital	-17.1	121.8	18.0	29.3	34.6
Investments					
Investments in intangible assets	104.5	0.0	0.5	-	-
Investments in tangible assets	2.2	4.0	47.5	5.9	1.4
Total investments	106.8	4.0	48.0	5.9	1.4
Acquisition of the brand Pietro Di Campo	-102.4	0.0	0.0	0.0	0.0
Capex, excluding acquisitions	4.4	4.0	48.0	5.9	1.4
Cash conversion, %					
Adjusted EBITDA	266.0	209.8	303.6	173.5	144.3
(+/-) Change in adjusted net working capital	17.1	-121.8	-18.0	-29.4	-34.6
(-) Capex, excluding acquisitions	-4.4	-4.0	-48.0	-5.9	-1.4
Operating cash flow	278.8	84.0	237.6	138.4	108.3
Adjusted EBITDA	266.0	209.8	303.6	173.5	144.3
Cash conversion, %	104.8	40.0	78.3	79.7	75.1

SEK million, unless otherwise stated	Net debt / EBITDA (LTM)				
	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
<u>Group</u>					
Overdraft facility	9.2	108.7	61.2	149.7	19.1
Other liabilities to credit institutions	751.3	34.1	47.2	54.5	22.0
Lease liabilities	42.4	29.3	29.0	32.5	36.6
Liabilities to credit institutions	744.7	27.3	29.0	27.3	24.0
Lease liabilities	16.2	8.3	9.2	8.5	6.1
Cash and cash equivalents	-279.8	-19.2	-42.3	-96.5	-3.7
Net debt	1,283.9	188.4	133.3	175.9	104.1
EBITDA (LTM)	346.9	N/A	302.6	173.5	144.3
Net debt / EBITDA (LTM)	3.7	N/A	0.4	1.0	0.7

Selected historical financial information - quarterly for the period Q1 2020 - Q3 2021

The quarterly information below is based on information collated from the Group's internal accounting system and is unaudited. The Company initiated quarterly reporting in 2020, thus are previous periods unavailable.

SEK million	2020				2021		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3
<u>Group</u>							
Operating revenue							
Net sales	598.2	736.8	708.0	802.1	684.0	780.8	826.4
Other operating income	2.0	1.6	2.5	2.6	3.3	6.1	3.8
Total revenue	600.2	738.3	710.5	804.7	687.3	786.9	830.3
Operating expenses							
Goods for resale	-483.5	-600.4	-559.1	-654.6	-539.6	-618.3	-630.2
Other external expenses	-38.3	-46.3	-45.8	-32.6	-38.9	-63.5	-62.4
Personnel expenses	-25.6	-25.9	-19.5	-30.1	-33.5	-35.5	-45.8
Depreciation and amortisation	-4.8	-5.0	-5.0	-7.0	-6.5	-6.8	-22.7
Share of profit from associated companies and joint ventures	0.2	1.5	3.4	5.7	3.9	9.4	4.8
Other operating expenses	-0.6	0.6	0.0	-0.2	0.0	-0.1	-0.6
Operating profit	47.6	62.9	84.5	85.9	72.7	72.1	73.4
<u>Sweden</u>							
Operating revenue							
Net sales	494.9	618.2	593.1	617.1	534.1	624.3	587.8
Other operating income	1.6	1.3	2.2	2.0	1.7	4.1	1.6
Total revenue	496.6	619.6	595.3	619.0	535.8	628.4	589.4
Operating expenses							
Goods for resale	-402.6	-509.1	-479.1	-482.3	-430.8	-485.5	-464.5
Other external expenses	-30.1	-39.6	-28.2	-45.9	-25.6	-64.2	-36.4
Personnel expenses	-17.9	-18.3	-13.1	-17.6	-12.9	-12.7	-10.8
Depreciation and amortisation	-1.6	-1.7	-1.7	-1.8	-1.9	-1.7	-1.9
Share of profit from associated companies and joint ventures	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other operating expenses	0.0	0.0	0.0	0.0	0.0	0.0	-0.1
Operating profit	44.3	50.9	73.1	71.5	64.7	64.3	75.8
<u>Nordics</u>							
Operating revenue							
Net sales	65.9	91.5	79.1	116.3	77.0	90.9	82.5
Other operating income	0.0	0.0	0.2	0.2	0.0	0.7	0.0
	65.9	91.5	79.3	116.5	77.0	91.5	82.4
Operating expenses							
Goods for resale	-53.9	-74.9	-52.5	-96.7	-62.9	-77.8	-67.7
Other external expenses	-3.1	-2.1	-13.8	0	-2.6	-1.8	-2.3
Personnel expenses	-2.5	-2.5	-1.6	-2.5	-2.6	-2.7	-1.8
Depreciation and amortisation	0.1	-1.0	-0.5	-0.8	-0.5	-0.6	-0.6
Share of profit from associated companies and joint ventures	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other operating expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Operating profit	6.5	11.0	10.8	16.5	8.3	8.7	9.9

Selected historical financial information - quarterly for the period Q1 2020 - Q3 2021 (cont.)

SEK million	2020				2021		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3
<u>E-commerce</u>							
Operating revenue							
Net sales	23.2	35.6	26.0	52.4	55.1	51.0	142.7
Other operating income	0.0	0.0	0.0	0.2	0.2	0.7	0.7
Total revenue	23.3	35.6	26.0	52.6	55.3	51.7	143.4
Operating expenses							
Goods for resale	-16.4	-29.0	-19.7	-39.5	-40.6	-36.3	-87.6
Other external expenses	-3.2	-2.1	-2.5	-7.2	-5.6	-6.7	-26.2
Personnel expenses	-4.2	-4.0	-4.1	-7.7	-9.8	-9.6	-24.5
Depreciation and amortisation	-2.5	-2.6	-2.6	-4.1	-2.7	-2.6	-18.1
Share of profit from associated companies and joint ventures	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other operating expenses	0.0	0.0	0.0	-0.2	0.0	-0.1	-0.4
Operating profit	-3.0	-2.0	-2.8	-6.1	-3.4	-3.6	-13.5
<u>Other</u>							
Operating revenue							
Net sales	28.6	29.3	33.7	45.8	37.4	5.4	22.8
Other operating income	0.3	0.2	0.2	0.2	1.4	28.4	15.7
Total revenue	28.9	29.6	33.8	46.1	38.8	33.9	38.5
Operating expenses							
Goods for resale	-25.0	-26.9	-31.7	-39.1	-23.3	-11.8	-20.1
Other external expenses	-2.0	-2.4	-1.6	-5.1	-6.8	-16.3	-11.2
Personnel expenses	-1.0	-1.2	-0.7	-2.3	-8.2	-10.6	-8.7
Depreciation and amortisation	-0.2	-0.2	-0.2	-0.2	-1.4	-1.9	-2.0
Share of profit from associated companies and joint ventures	0.2	1.5	3.4	5.7	3.9	9.4	4.9
Other operating expenses	-0.6	0.6	0.0	-0.1	0.0	0.0	-0.1
Operating profit	0.2	1.0	3.0	5.0	2.9	2.7	1.2
<u>Eliminations</u>							
Operating revenue							
Net sales	-14.4	-37.9	-23.9	-29.5	-19.6	9.1	-9.2
Other operating income	0.0	0.0	0.0	0.0	0.0	-27.8	-14.2
Total revenue	-14.4	-37.9	-23.9	-29.5	-19.6	-18.7	-23.4
Operating expenses							
Goods for resale	14.4	39.4	23.9	2.8	18.0	-6.9	9.7
Other external expenses	0.0	0.0	0.3	25.7	1.7	25.6	13.7
Personnel expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Depreciation and amortisation	-0.5	0.5	0.0	0.0	0.0	0.0	0.0
Share of profit from associated companies and joint ventures	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other operating expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Operating profit	-0.5	2.0	0.3	-0.9	0.2	0.0	0.0

Group key figures - Quarterly for the period Q1 2020 - Q3 2021

SEK million	2020				2021		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3
<u>Group</u>							
EBITA	50.0	65.4	87.1	88.9	75.8	75.6	91.9
EBITA margin, %	8.4	8.9	12.3	11.1	11.1	9.7	11.1
Adjusted EBITA	50.0	65.4	87.1	89.9	78.4	78.5	98.3
Adjusted EBITA margin, %	8.4	8.9	12.3	11.2	11.5	10.1	11.9
Net working capital	308.1	373.1	424.7	321.0	429.7	468.6	354.6
<u>Sweden</u>							
EBITA	44.5	51.1	73.4	71.7	64.9	64.4	76.2
EBITA margin, %	9.0	8.3	12.4	11.6	12.2	10.3	13.0
Adjusted EBITA	44.5	51.1	73.4	71.7	64.9	64.4	76.2
Adjusted EBITA margin, %	9.0	8.3	12.4	11.6	12.2	10.3	13.0
<u>Nordics</u>							
EBITA	6.0	11.5	10.8	17.2	8.3	8.7	10.1
EBITA margin, %	9.2	12.6	13.6	14.8	10.8	9.6	12.3
Adjusted EBITA	6.0	11.5	10.8	17.2	8.3	8.7	10.1
Adjusted EBITA margin, %	9.2	12.6	13.6	14.8	10.8	9.6	12.3
<u>E-commerce</u>							
EBITA	-0.8	0.4	-0.4	-4.0	-1.6	-1.7	2.7
EBITA margin, %	-3.2	1.0	-1.7	-7.6	-2.9	-3.4	1.9
Adjusted EBITA	-0.8	0.4	-0.4	-4.0	-1.6	-1.7	6.5
Adjusted EBITA margin, %	-3.2	1.0	-1.7	-7.6	-2.9	-3.4	4.6
<u>Other</u>							
EBITA	0.2	1.0	2.5	5.5	4.0	4.2	2.9
EBITA margin, %	0.6	3.3	7.5	11.9	10.8	76.9	12.6
Adjusted EBITA	0.2	1.0	2.5	6.5	6.6	7.1	5.5
Adjusted EBITA margin, %	0.6	3.3	7.5	14.1	17.6	131.2	24.1

Reconciliation table for the Group's key figures - Quarterly for the period Q1 2020 - Q3 2021

SEK million, unless otherwise stated	EBITA and EBITA margin, %						
	2020				2021		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3
<u>Group</u>							
Operating profit (EBIT)	47.6	62.9	84.5	85.9	72.7	72.1	73.4
Amortisation of intangible assets	2.4	2.5	2.6	3.0	3.2	3.5	18.5
EBITA	50.0	65.4	87.1	88.9	75.8	75.6	91.9
Net sales	598.2	736.8	708.0	802.1	684.0	780.8	826.4
EBITA margin, %	8.4	8.9	12.3	11.1	11.1	9.7	11.1
<u>Sweden</u>							
Operating profit (EBIT)	44.3	50.9	73.1	71.5	64.7	64.3	75.8
Amortisation of intangible assets	0.1	0.2	0.2	0.2	0.2	0.1	0.4
EBITA	44.5	51.1	73.4	71.7	64.9	64.4	76.2
Net sales	494.9	618.2	593.1	617.1	534.1	624.3	587.8
EBITA margin, %	9.0	8.3	12.4	11.6	12.2	10.3	13.0
<u>Nordics</u>							
Operating profit (EBIT)	6.5	11.0	10.8	16.5	8.3	8.7	9.9
Amortisation of intangible assets	-0.5	0.5	0.0	0.7	0.0	0.1	0.2
EBITA	6.0	11.5	10.8	17.2	8.3	8.7	10.1
Net sales	65.9	91.5	79.1	116.3	77.0	90.9	82.5
EBITA margin, %	9.2	12.6	13.6	14.8	10.8	9.6	12.3
<u>E-commerce</u>							
Operating profit (EBIT)	-3.0	-2.0	-2.8	-6.1	-3.4	-3.6	-13.5
Amortisation of intangible assets	2.3	2.3	2.4	2.1	1.8	1.9	16.2
EBITA	-0.8	0.4	-0.4	-4.0	-1.6	-1.7	2.7
Net sales	23.2	35.6	26.0	52.4	55.1	51.0	142.7
EBITA margin, %	-3.2	1.0	-1.7	-7.6	-2.9	-3.4	1.9
<u>Other</u>							
Operating profit (EBIT)	0.2	1.0	3.0	5.0	2.9	2.7	1.2
Amortisation of intangible assets	0.0	0.0	-0.5	0.5	1.1	1.5	1.6
EBITA	0.2	1.0	2.5	5.5	4.0	4.2	2.9
Net sales	28.6	29.3	33.7	45.8	37.4	5.4	22.8
EBITA margin, %	0.6	3.3	7.5	11.9	10.8	76.9	12.6

SEK million, unless otherwise stated	Adjusted EBITA and adjusted EBITA margin, %						
	2020				2021		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3
<u>Group</u>							
EBITA	50.0	65.4	87.1	88.9	75.8	75.6	91.9
<i>Items affecting comparability</i>							
Costs related to the Offering	-	-	-	1.0	2.5	2.9	2.6
Bonus accrual from Vicampo acquisition	-	-	-	-	-	-	3.8
Adjusted EBITA	50.0	65.4	87.1	89.9	78.4	78.5	98.3
Net sales	598.2	736.8	708.0	802.1	684.0	780.8	826.4
Adjusted EBITA margin, %	8.4	8.9	12.3	11.2	11.5	10.1	11.9
<u>Sweden</u>							
EBITA	44.5	51.1	73.4	71.7	64.9	64.4	76.2
<i>Items affecting comparability</i>	-	-	-	-	-	-	-
Adjusted EBITA	44.5	51.1	73.4	71.7	64.9	64.4	76.2
Net sales	494.9	618.2	593.1	617.1	534.1	624.3	587.8
Adjusted EBITA margin, %	9.0	8.3	12.4	11.6	12.2	10.3	13.0
<u>Nordics</u>							
EBITA	6.0	11.5	10.8	17.2	8.3	8.7	10.1
<i>Items affecting comparability</i>	-	-	-	-	-	-	-
Adjusted EBITA	6.0	11.5	10.8	17.2	8.3	8.7	10.1
Net sales	65.9	91.5	79.1	116.3	77.0	90.9	82.5
Adjusted EBITA margin, %	9.2	12.6	13.6	14.8	10.8	9.6	12.3
<u>E-commerce</u>							
EBITA	-0.8	0.4	-0.4	-4.0	-1.6	-1.7	2.7
<i>Items affecting comparability</i>							
Bonus accrual from Vicampo acquisition	-	-	-	-	-	-	3.8
Adjusted EBITA	-0.8	0.4	-0.4	-4.0	-1.6	-1.7	6.5
Net sales	23.2	35.6	26.0	52.4	55.1	51.0	142.7
Adjusted EBITA margin, %	-3.2	1.0	-1.7	-7.6	-2.9	-3.4	4.6
<u>Other</u>							
EBITA	0.2	1.0	2.5	5.5	4.0	4.2	2.9
<i>Items affecting comparability</i>							
Costs related to the Offering	-	-	-	1.0	2.5	2.9	2.6
Adjusted EBITA	0.2	1.0	2.5	6.5	6.6	7.1	5.5
Net sales	28.6	29.3	33.7	45.8	37.4	5.4	22.8
Adjusted EBITA margin, %	0.6	3.3	7.5	14.1	17.6	131.2	24.1

SEK million, unless otherwise stated	Net working capital						
	2020				2021		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3
<u>Group</u>							
Inventory	416.3	484.9	475.3	424.2	441.3	458.9	464.6
Accounts receivable	534.4	605.4	491.6	616.3	567.7	656.2	479.5
Other receivables	10.3	31.4	29.6	30.2	43.3	20.6	50.7
Prepaid expenses and accrued income	21.7	27.8	30.3	33.2	35.0	27.1	32.3
Accounts payable	-395.0	-441.3	-296.4	-398.5	-355.0	-380.2	-350.5
Advance from customers	-8.8	-11.5	-14.7	-8.9	-9.6	-5.9	-4.2
Other current liabilities	-252.3	-296.1	-266.0	-346.2	-264.9	-275.3	-275.2
Accrued expenses and deferred income	-18.7	-27.3	-24.9	-29.4	-28.3	-32.8	-42.7
Net working capital	308.1	373.1	424.7	321.0	429.7	468.6	354.6

Comments on the financial development

The information below is to be read together with the sections "Historical financial information" and "Capital structure, indebtedness and other financial information" as well as the Company's audited consolidated financial statements per and for the three years ending 31 December 2020, 2019 and 2018, with accompanying notes, as well as the reviewed and unaudited interim financial information per and for 1 January–30 September 2021 (with comparative information for the corresponding period in 2020) that is presented in the section "Historical financial information".

The following section contains forward-looking statements that are subject to certain risks and uncertainties. The Company's actual results could deviate considerably from the expectations of the forward-looking statements as a result of many different factors, including, but not limited to, what is stated in this Prospectus, particularly in the section "Risk factors".

COMPARISON BETWEEN 1 JANUARY–30 SEPTEMBER 2021 AND 1 JANUARY–30 SEPTEMBER 2020

The following table presents Viva Wine Group's operating profit in SEK million and the accumulated growth and percentage change between the two periods.

Nine-month period ending 30 September

SEK million	2021	2020	+ / -	+ / - %
Net sales	2,291.2	2,043.0	248.2	12.1
Other operating income	13.3	6.1	7.3	119.9
Operating income	2,304.5	2,049.1	255.4	12.5
Operating expense				
Goods for resale	-1,788.1	-1,643.0	-145.0	8.8
Other external expenses	-164.8	-130.4	-34.5	26.4
Personnel costs	-114.8	-71.0	-43.8	61.8
Depreciation, amortisation and impairment	-36.0	-14.8	-21.1	142.7
Profit from participations in associated companies and joint ventures	18.0	5.1	12.9	255.3
Other operating expense	-0.6	0.0	-0.7	-
Operating profit	218.2	195.0	23.2	11.9
Net financial items	9.1	15.4	-6.3	-40.7
Profit after financial items	227.3	210.3	17.0	8.1
Tax	-49.4	-43.6	-5.7	-13.2
Net profit for the period	177.9	166.7	11.2	6.7

Net sales

The Company's net sales increased SEK 248.2 million, or 12.1 percent, from SEK 2,043.0 million in the period ending 30 September 2020 to SEK 2,291.2 million in the corresponding period in 2021. The increase was due to organic growth and the Company's acquisition of Vicampo in August 2021.

The following table presents Viva Wine Group's net sales per segment in SEK million and the accumulated growth and percentage change between the two periods.

Nine-month period ending 30 September

SEK million	2021	2020	+ / -	+ / - %
Sweden	1,746.2	1,706.3	39.9	2.3
Nordics	250.4	236.5	13.9	5.9
E-commerce	248.8	84.9	163.9	193.2
Other	65.6	91.6	-26.0	-28.4
Total net sales per segment	2,310.9	2,119.2	191.7	9.0

Sweden

The Company's net sales from the Sweden segment increased SEK 39.9 million, or 2.3 percent, from SEK 1,706.3 million in the period ending 30 September 2020 to SEK 1,746.2 million in the corresponding period in 2021. The increase was attributable to higher sales to Systembolaget.

Nordics

The Company's net sales from the Nordics segment increased SEK 13.9 million, or 5.9 percent, from SEK 236.5 million in the period ending 30 September 2020 to SEK 250.4 million in the corresponding period in 2021. The increase was attributable to higher sales to Alko.

E-commerce

The Company's net sales from the E-commerce segment increased SEK 163.9 million, or 193.2 percent, from SEK 84.9 million in the period ending 30 September 2020 to SEK 248.8 million in the corresponding period in 2021. The increase was primarily due to the Company's acquisition of Vicampo in August 2021.

Other

The Company's net sales from the Other segment declined SEK 26.0 million, or 28.4 percent, from SEK 91.6 million in the period ending 30 September 2020 to SEK 65.6 million in the corresponding period in 2021. The decline was attributable in part to lower trade volumes and a decline in sales primarily in China as a result of the COVID-19 pandemic.

Operating profit

The Company's operating profit increased SEK 23.2 million, or 11.9 percent, from SEK 195.0 million in the period ending 30 September 2020 to SEK 218.2 million in the corresponding period in 2021. The increase was attributable to economies of scale in marketing and personnel costs, combined with increased net sales.

Sweden

The Company's operating profit from the Sweden segment increased SEK 36.4 million, or 21.6 percent, from SEK 168.4 million in the period ending 30 September 2020 to SEK 204.8 million in the corresponding period in 2021. The increase was attributable to organic growth, increased sales of brands, a favourable product mix and strengthened margins.

Nordics

The Company's operating profit from the Nordics segment declined SEK 1.3 million, or 4.6 percent, from SEK 28.3 million in the period ending 30 September 2020 to SEK 27.0 million in the corresponding period in 2021. The decline was primarily attributable to negative translation effects and an increase in alcohol tax.

E-commerce

The Company's operating profit from the E-commerce segment declined SEK 12.8 million, from SEK -7.8 million in the period ending 30 September 2020 to SEK -20.6 million in the corresponding period in 2021. The decline was primarily due to increased acquisition costs, bonus costs and amortisation of excess value resulting from the Company's acquisition of Vicampo in August 2021.

Other

The Company's operating profit from the Other segment increased SEK 2.7 million, or 65.5 percent, from SEK 4.2 million in the period ending 30 September 2020 to SEK 6.9 million in the corresponding period in 2021. The increase was attributable to an increased profit from participations in associated companies and joint ventures as well as brand revenues.

Profit after financial items

The Company's profit after financial items increased SEK 17.0 million, or 8.1 percent, from SEK 210.3 million in the period ending 30 September 2020 to SEK 227.3 million in the corresponding period in 2021. The increase in profit after financial items was primarily attributable to improved operating profit.

Net profit for the period

Net profit for the period increased SEK 11.2 million, or 6.7 percent, from SEK 166.7 million in the period ending 30 September 2020 to SEK 177.9 million in the corresponding period in 2021.

Cash flow from operating activities

The Company's cash flow from operating activities increased SEK 59.1 million, or from SEK 43.3 million in the period ending 30 September 2020 to SEK 102.5 million in the corresponding period in 2021. The increase was attributable to an increase in operating profit and a decrease in short-term receivables.

Cash flow from investing activities

The Company's cash flow from investing activities declined SEK 1,134.5 million, from SEK -2.4 million in the period ending 30 September 2020 to SEK -1,136.8 million in the corresponding period in 2021. The decline was attributable to the Company's acquisition of Vicampo in August 2021.

Cash flow from financing activities

The Company's cash flow from financing activities increased SEK 1,393.7 million, from SEK -122.1 million in the period ending 30 September 2020 to SEK 1,271.6 million in the corresponding period in 2021. The increase was attributable to the raising of loans to finance the Company's acquisition of Vicampo in August 2021.

COMPARISON BETWEEN THE 2020 AND 2019 FINANCIAL YEARS

The following table presents Viva Wine Group's operating profit in SEK million and the accumulated annual growth and percentage change between the two periods.

Full year ending 31 December

SEK million	2020	2019	+ / -	+ / - %
Net sales	2,845.2	2,334.7	510.5	21.9
Other operating income	8.6	3.6	5.0	138.9
Operating income	2,853.8	2,338.3	515.5	22.0
Operating expense				
Goods for resale	-2,310.1	-1,926.4	-383.7	19.9
Other external expenses	-150.5	-162.0	11.5	-7.1
Personnel costs	-101.1	-89.4	-11.7	13.1
Depreciation, amortisation and impairment	-21.8	-18.0	-3.8	21.1
Profit/loss from participations in associated companies and joint ventures	10.7	13.1	-2.4	-18.1
Other operating expense	-0.2	-0.1	-0.1	118.4
Operating profit	280.8	155.5	125.3	80.6
Net financial items	-4.3	12.9	-17.2	-
Profit after financial items	276.5	168.5	108.0	64.1
Tax	-57.3	-35.7	-21.6	60.4
Net profit for the period	219.2	132.7	86.4	65.1

Net sales

The Company's net sales increased SEK 510.5 million, or 21.9 percent, from SEK 2,334.7 million in the period ending 31 December 2019 to SEK 2,845.2 million in the corresponding period in 2020. The increase was mainly attributable to the development of the Company's wholly owned brands in segment Sweden and increased net sales in segment Nordic. Tryffelsvinet, which the Company acquired in February 2020, also contributed to this increase in net sales.

The following table presents Viva Wine Group's net sales per segment in SEK million and the accumulated growth and percentage change between the two periods.

Full year ending 31 December

SEK million	2020	2019	+ / -	+ / - %
Sweden	2,323.4	1,925.3	398.1	20.7
Nordics	352.8	241.9	110.9	45.8
E-commerce	137.3	91.9	45.4	49.4
Other	137.4	165.3	-27.9	-16.9
Total net sales per segment	2,950.9	2,424.5	526.4	21.7

Sweden

The Company's net sales from the Sweden segment increased SEK 398.1 million, or 20.7 percent, from SEK 1,925.3 million in 2019 to SEK 2,323.4 million in 2020. The increase was attributable to higher sales volumes.

Nordics

The Company's net sales from the Nordics segment increased SEK 110.9 million, or 45.8 percent, from SEK 241.9 million in 2019 to SEK 352.8 million in 2020. The increase was attributable to strong sales growth of both own and partner brands.

E-commerce

The Company's net sales from the E-commerce segment increased SEK 45.4 million, or 49.4 percent, from SEK 91.9 million in 2019 to SEK 137.3 million in 2020. The increase was primarily attributable to higher sales by the Company's E-commerce company Wine in Black.

Other

The Company's net sales from the Other segment decreased SEK 27.9 million, or 16.9 percent, from SEK 165.3 million in 2019 to SEK 137.4 million in 2020. The decline was attributable in part to lower trade volumes and a decline in sales primarily in China as a result of the COVID-19 pandemic.

Operating profit

The Company's operating profit increased SEK 125.3 million, or 80.6 percent, from SEK 155.5 million in the period ending 31 December 2019 to SEK 280.8 million in the corresponding period in 2020. The increase was attributable to economies of scale in marketing and personnel costs, combined with a strategic shift in the form of an increased focus on sales of the Company's wholly owned brands.

Sweden

The Company's operating profit from the Sweden segment increased SEK 88.9 million, or 58.9 percent, from SEK 150.9 million in 2019 to SEK 239.8 million in 2020. The increase was attributable to a strategic shift in the form of an increased focus on sales of the Company's wholly owned brands and economies of scale related to, among other things, marketing and human resources.

Nordics

The Company's operating profit from the Nordics segment increased SEK 23.9 million, or 108.1 percent, from SEK 22.1 million in 2019 to SEK 46.0 million in 2020. The increase was attributable to strong sales growth of both wholly owned and partner brands.

E-commerce

The Company's operating profit from the E-commerce segment increased SEK 6.7 million, from SEK -20.6 million in 2019 to SEK -13.9 million in 2020. The increase was primarily attributable to higher gross margins and economies of scale in the Group.

Other

The Company's operating profit from the Other segment increased SEK 4.4 million, or 93.6 percent, from SEK 4.7 million in 2019 to SEK 9.1 million in 2020. The increase was attributable to higher profit from participations in associated companies and joint ventures in 2020.

Profit after financial items

The Company's profit after financial items increased SEK 108.0 million, or 64.1 percent, from SEK 168.5 million in the period ending 31 December 2019 to SEK 276.5 million in the corresponding period in 2020. The increase was attributable to higher operating profit in the 2020 financial year. Interest income and interest expenses declined during the period.

Net profit for the period

Net profit for the period increased SEK 86.4 million, or 65.1 percent, from SEK 132.7 million in the period ending 31 December 2019 period to SEK 219.2 million in the corresponding period in 2020.

Cash flow from operating activities

The Company's cash flow from operating activities increased SEK 87.1 million, from SEK 130.0 million in the period ending 31 December 2019 to SEK 217.1 million in the corresponding period in 2020. The increase was attributable to higher operating profit and current liabilities.

Cash flow from investing activities

The Company's cash flow from investing activities increased SEK 1.6 million, from SEK -65.7 million in the period ending 31 December 2019 to SEK -64.1 million in the corresponding period in 2020. The increase was attributable to the buy-out of minority owners in the 2019 financial year.

Cash flow from financing activities

The Company's cash flow from financing activities declined SEK 233.8 million, from SEK 28.5 million in the period ending 31 December 2019 to SEK -205.3 million in the corresponding period in 2020. The decline was attributable to changes in the overdraft facility and the raising of loans with credit institutions in the 2019 financial year.

COMPARISON BETWEEN THE 2019 AND 2018 FINANCIAL YEARS

The following table presents Viva Wine Group's operating profit in SEK million and the accumulated annual growth and percentage change between the two periods.

Full year ending 31 December

SEK million	2019	2018	+ / -	+ / - %
Net sales	2,334.7	1,989.5	345.2	17.4
Other operating income	3.6	1.2	2.4	200.0
Operating income	2,338.3	1,990.7	347.6	17.5
Operating expense				
Goods for resale	-1,926.4	-1,650.0	-276.4	16.8
Other external expenses	-162.0	-139.8	-22.2	15.9
Personnel costs	-89.4	-64.1	-25.3	39.5
Depreciation, amortisation and impairment	-18.0	-7.1	-10.8	152.1
Profit/loss from participations in associated companies and joint ventures	13.1	7.6	5.5	72.2
Other operating expense	-0.1	-0.1	0.0	0.0
Operating profit	155.5	137.2	18.3	13.3
Net financial items	12.9	22.0	-9.1	-41.4
Profit after financial items	168.5	159.2	9.3	5.8
Tax	-35.7	-36.0	0.3	-0.7
Net profit for the period	132.7	123.2	9.5	7.7

Net sales

The Company's net sales increased SEK 345.2 million, or 17.4 percent, from SEK 1,989.5 million in the period ending 31 December 2018 to SEK 2,334.7 million in the corresponding period in 2019. The increase is mainly attributable to a higher market share in the Sweden segment in the 2019 financial year and the acquisition of Wine in Black.

For Malbec Holding AB in the financial year 2018, the Group, in accordance with previous GAAP (K3), recognised gross alcohol tax, as part of net sales and as part of operating expenses, within merchandise. In connection with the transition to IFRS, under IFRS 15, amounts received on behalf of third parties (e.g. taxes) are excluded from net sales, which has impacted net sales during the period as well as the merchandise line item within operating expenses. In addition, income from rebilling and marketing expenses was according to K3 recognised as part of net sales or as part of other operating income, which will be reclassified as net of marketing expenses in the other external expenses line item of operating expenses in the transition to IFRS.

The following table presents Viva Wine Group's net sales per segment in SEK million and the accumulated growth and percentage change between the two periods.

Full year ending 31 December

SEK million	2019	2018	+ / -	+ / - %
Sweden	1,925.3	1,774.2	151.1	8.5
Nordics	241.9	178.0	63.9	35.9
E-commerce	91.9	-	91.9	-
Other	165.3	145.3	20.0	13.8
Total net sales per segment	2,424.5	2,097.4	327.1	15.6

Sweden

The Company's net sales from the Sweden segment increased SEK 151.1 million, or 8.5 percent, from SEK 1,774.2 million in 2018 to SEK 1,925.3 million in 2019. The increase was attributable to higher sales to Systembolaget.

Nordics

The Company's net sales from the Nordics segment increased SEK 63.9 million, or 35.9 percent, from SEK 178.0 million in 2018 to SEK 241.9 million in 2019. The increase was attributable to higher sales to Alko.

E-commerce

The Company did not conduct any sales in the E-commerce segment in 2018. In 2019, the Company's net sales from the E-commerce segment amounted to SEK 91.9 million.

Other

The Company's net sales from the Nordics segment increased SEK 20.0 million, or 13.8 percent, from SEK 145.3 million in 2018 to SEK 165.3 million in 2019. The increase was attributable to increased sales of wine, including in China.

Operating profit

The Company's operating profit increased SEK 18.3 million, or 13.3 percent, from SEK 137.2 million in the period ending 31 December 2018 to SEK 155.5 million in the corresponding period in 2019. The increase was primarily attributable to higher sales of the Company's wholly owned brands and an increased market share in the Sweden segment, which contributed to economies of scale.

Sweden

The Company's operating profit from the Sweden segment increased SEK 33.1 million, or 28.1 percent, from SEK 117.8 million in 2018 to SEK 150.9 million in 2019. The increase is attributable to increased sales volumes of own brands and increased market share, which contributed with economies of scale.

Nordics

The Company's operating profit from the Nordics segment increased SEK 8.1 million, or 57.9 percent, from SEK 14.0 million in 2018 to SEK 22.1 million in 2019. The increase was primarily attributable to strong sales growth of both wholly owned and partner brands. Increased sales contributed to economies of scale in the segment.

E-commerce

The Company did not conduct any sales in the E-commerce segment in 2018. In 2019, the Company's operating profit from the E-commerce segment amounted to SEK -20.6 million.

Other

The Company's operating profit from the Other segment declined SEK 0.8 million, or 14.5 percent, from SEK 5.5 million in 2018 to SEK 4.7 million in 2019. The decline was attributable to lower profit from associated companies and joint ventures.

Profit after financial items

The Company's profit after financial items increased SEK 9.2 million, or 5.8 percent, from SEK 159.2 million in the period ending 31 December 2018 to SEK 168.5 million in the corresponding period in 2019. The increase was attributable to a decline in financial expenses and an increase in operating profit in the 2019 financial year.

Net profit for the period

Net profit for the period increased SEK 9.5 million, or 7.7 percent, from SEK 123.2 million in the period ending 31 December 2018 to SEK 132.7 million in the corresponding period in 2019.

Cash flow from operating activities

The Company's cash flow from operating activities declined SEK 34.4 million, from SEK 164.4 million in the period ending 31 December 2018 to SEK 130.0 million in the corresponding period in 2019. The decline was primarily attributable to an increase in current liabilities in the 2018 financial year.

Cash flow from investing activities

The Company's cash flow from investing activities declined SEK 31.4 million, from SEK -34.2 million in the period ending 31 December 2018 to SEK -65.7 million in the corresponding period in 2019. The decline was attributable to the buy-out of minority owners in the 2019 financial year.

Cash flow from financing activities

The Company's cash flow from financing activities increased SEK 239.4 million, from SEK -210.9 million in the period ending 31 December 2018 to SEK 28.5 million in the corresponding period in 2019. The increase was attributable to dividends to owners of the Group's parent company in the 2018 financial year and the raising of loans with credit institutions in the 2019 financial year.

INVESTMENTS

Investments made during the period 2018 up to the date of the Prospectus

The following table presents the Company's investments during the period covered by the historical financial information in this Prospectus. The Company's investments have primarily comprised investments in lease assets in 2018–2019. The investment in tangible assets in 2020 primarily comprises a property warehousing, which was part of the acquisition of Vinexus.

SEK million	1 January–30 September		1 January–31 December		
	2021	2020	2020	2019	2018
Acquisition of intangible assets	104.5	-	0.5	-	-
Acquisition of tangible assets	2.2	4.0	47.5	5.9	1.4

From 30 September and up to the date of the Prospectus, the Company has not made any material investments.

Ongoing investments

As of the date of this Prospectus, the Company has no material ongoing investments for which fixed commitments have already been established.

SIGNIFICANT ACCOUNTING POLICIES, ESTIMATES AND JUDGEMENTS

Information concerning significant estimates and judgements in the financial reporting is presented in the notes to the financial statements under the section "Historical financial information".

Pro forma financial statements

The pro forma financial statements has been included to describe a hypothetical situation and has been prepared solely for illustrative purposes. The pro forma financial statements does not necessarily reflect Viva Wine Group's actual results as if the acquisitions had been undertaken at the earlier date specified below, and such pro forma financial statements should not be seen as an indication of Viva Wine Group's results for any future period. The pro forma statements should be read in conjunction with other information that is included in the Prospectus under the sections "Selected historical financial information" and "Comments on the financial development". Consequently, potential investors should not attach undue importance to the pro forma financial statements. The pro forma financial statements has been reviewed by the Company's auditor, refer to the section "Pro forma financial information - Auditor's report on pro forma financial statements".

BACKGROUND FOR THE PRO FORMA FINANCIAL STATEMENTS

Viva Wine Group has, as of 3 August 2021, acquired all shares in Vicampo.de GmbH ("**Vicampo**"), which is part of the operating segment "E-commerce". The purchase price amounts to EUR 129 million and is settled in cash. For further information about the acquisition, see the sections "*Basis for the pro forma financial information*" and "*Acquisition-related adjustments*". In addition, as of 1 November 2021, Viva Wine has entered into an agreement to acquire an additional 40 percent of the shares in the former associate company Norwegian Beverage Group AS ("**NBG**"), which is part of the operating segment "Nordics". With this transaction, Viva Wine Group increases its ownership interest in NBG from 49 percent to 89 percent of the shares and votes. According to the share transfer agreement, payment for the shares shall be made partly through the payment of cash, and partly through the issue of consideration shares in Viva Wine Group. Viva Wine Group thus decided on 30 November 2021 on a new issue of shares in which the sellers of NBG subscribed and were allotted a total of 105,759 shares in Viva Wine Group. The remaining part of the payment for the shares in NBG, SEK 187.3, shall be paid by Viva Wine Group in cash after the completion of the Offering. The acquisition of Norwegian Beverage Group AS is a so-called step acquisition, which means that the transaction is reported in two steps; as a divestment of an associate company and an acquisition of a subsidiary.

Viva Wine Group's acquisition of Vicampo and NBG will have a material impact on the Group's future results why pro forma financial statements has been prepared. The auditor's report from the review of the pro forma report is outlined in the section "*Auditor's report on pro forma financial statements*".

THE PURPOSE OF THE PRO FORMA FINANCIAL INFORMATION

The purpose of the pro forma financial information is to present a general illustration of the hypothetical impact that the acquisitions and their financing would have had on:

- i. Viva Wine Group's consolidated income statement for the financial period 1 January to 30 September 2021, as if the acquisitions of Vicampo and NBG had been closed and included in the Group as of 1 January 2020,
- ii. Viva Wine Group's consolidated income statement for the financial period 1 January to 31 December 2020, as if the acquisitions of Vicampo and NBG had been closed and included in the Group as of 1 January 2020, and
- iii. Viva Wine Group's consolidated balance sheet as of 30 September 2021, as if NBG had been had been closed and included in the Group as of 30 September 2021.

BASIS FOR THE PRO FORMA FINANCIAL INFORMATION

The pro forma income statement for the period 1 January – 30 September 2021 and the pro forma balance sheet as of 30 September 2021 are based on Viva Wine Group's interim report for the period 1 January–30 September 2021 as set out on pages F-3 to F-15 under the section "*Historical financial information*" of the Prospectus, which has been reviewed by the Company's auditor. Financial information for Vicampo for the period 1 January – 3 August 2021 is based on unaudited internal financial statements for the same period. For the period 4 August – 30 September 2021, Vicampo is included in Viva Wine Group's income statement. Financial information for NBG for the period 1 January–30 September 2021 is based on unaudited internal financial statements for the same period.

The pro forma profit and loss statement for the period 1 January–31 December 2020 is based on Viva Wine Group's audited financial statements as set out on pages F-18 to F-70 under the section "*Historical financial information*" in the Prospectus. Financial information for Vicampo and NBG for the same period is based on audited annual accounts.

Viva Wine Group's applied accounting principles are International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("**IFRS**"). Vicampo applies German generally accepted accounting principles ("**German GAAP**") and NBG applies Norwegian generally accepted accounting principles ("**Norwegian GAAP**").

The pro forma financial statements has been prepared in accordance with Viva Wine Group's accounting policies as described in Note 1 on pages F-23 to F-29 under the section "*Historical financial information*" of the Prospectus.

Viva Wine Group, Vicampo and NBG respectively have, to some extent, different formats and principles for classifying and presenting line items in the income statement and balance sheet. Vicampo's and NBG's income statements and balance sheets have been adjusted when preparing the pro forma financial information in order for them to comply with Viva Wine Group's presented formats and classifications.

ASSUMPTIONS FOR THE PRO FORMA FINANCIAL INFORMATION

Preliminary acquisition analysis

The effect of the acquisitions of Vicampo and NBG has been established based on preliminary acquisition analysis. Final acquisition analysis is expected to be determined in 2022. For more information on the preliminary and final acquisition analyses, see the paragraph below "*Pro forma Adjustments*".

Tax effects

Tax effects for all adjustments that are not assumed to be non-deductible have been considered in the pro forma financial information. A tax rate of 20.6 percent for 2021 (21.4 percent for 2020) has been used for adjustments relating to Sweden. For adjustments relating to Germany, a tax rate of 31.2 percent has

been used for both pro forma periods. For adjustments attributable to Norway, a tax rate of 22 percent has been used for both periods and for the balance sheet. The actual tax rates for the transactions may differ from the estimated tax rates used in the pro forma financial statements.

Exchange rate effects

Information in currencies other than Swedish kronor (SEK) has been recalculated based on the exchange rates published by the central bank of Sweden ("Riksbanken"). This means that financial figures for Vicampo in the pro forma income statements have been translated from EUR to SEK based on the average exchange rates for each period included for the pro forma income statements. Similarly, figures for NBG in the pro forma income statement and in the pro forma balance sheet have been translated from NOK to SEK. Used exchange rates are summarised below.

Pro forma financial statement	Translation	Source	Period	Exchange rate
Income statement	EUR/SEK	Riksbanken	1 Jan – 31 Dec 2020	10.4867
Income statement	EUR/SEK	Riksbanken	1 Jan – 31 Jul 2021	10.1389
Income statement	NOK/SEK	Riksbanken	1 Jan – 31 Dec 2020	0.9786
Income statement	NOK/SEK	Riksbanken	1 Jan – 30 Sep 2021	0.9924
Balance sheet	NOK/SEK	Riksbanken	30 Sep 2021	1.0009

PRO FORMA ADJUSTMENTS

The general nature of the pro forma adjustments is described below. This section should be read together with the notes presented in conjunction with the pro forma income statements and the pro forma balance sheet.

Adjustments for differences in accounting policies

When preparing the pro forma financial information, the differences between the accounting policies applied by Viva Wine Group and Vicampo, as well as NBG, have been analyzed. The differences identified are summarized below, see also the notes to the pro forma financial information.

Leases

Viva Wine Group applies IFRS 16 Leases, which entails that almost all leases are recognised in the in the statement of financial position as right-of-use assets and lease liabilities. Depreciation of the right-of-use assets and interest expense on the lease liabilities are recognised in the statement of comprehensive income.

In Vicampo and NBG, leases are not recognised in accordance with IFRS 16. Instead, the leases are classified as either operational or financial leases. For operational leases, the lease payment is expensed on a straight-line basis over the lease term. In the pro forma income statement, there is a post for Other external expenses, where the lease payment are recognised in Vicampo and NBG, are reduced and replaced by depreciation of right-of-use assets and interest expenses on lease liabilities.

Bonus to Vicampo's founders

In connection with the acquisition of Vicampo GmbH on 3 August 2021, an agreement was entered into with Vicampo's two founders with the intention of ensuring continuity of operations. If the two founders remain in the Group until 31 December 2023, and if certain requirements for revenue and profitability are met, the two founders will each receive a bonus of a maximum of EUR 2.7 million to be paid in 2024. In accordance with German GAAP, Vicampo has recognised expenses related to the bonus agreement for the period 1 January – 3 August 2021 amounting to SEK 10.6

million in accordance with German GAAP. According to IFRS, Viva Wine Group has assessed that accounting for the bonus should only begin when the agreement is entered into, i.e. at the acquisition date. Expenditure recognised in accordance with German GAAP before the acquisition date has there for been eliminated as an adjustment for differences in accounting policies.

Since the pro forma financial information is prepared as if the acquisition had been made on 1 January 2020, and the bonus agreement was entered into in connection with the acquisition of Vicampo, an acquisition-related adjustment is made to illustrate bonus expenses after the acquisition date. As the agreement runs over 29 months, a monthly bonus expense corresponding to 1/29 of the estimated total bonus expense was added for the period 1 January–31 December 2020 and the period 1 January – 3 August 2021. Since the actual bonus payments depend on whether or not the two founders remain in the Group as well as whether or not certain revenue and profit targets are met, actual outcome may differ from the company's current assessments.

Acquisition-related adjustments

Preliminary purchase price analysis of Vicampo

SEK million	
Acquisition price	1,314.6
Reported amount of acquired net assets in Vicampo	222.7
Surplus values attributable to intangible assets	755.6
Deferred tax attributable to surplus values	-235.4
Group-wise Goodwill	571.7
Total	1,314.6

The acquisition analysis prepared for the purpose of the pro forma financial information may differ from the final. The preliminary acquisition analysis includes identified surplus values attributable to intangible assets amounting to SEK 755.6 million, which are amortized over their estimated useful lives. Amortisation attributable to the intangible assets is thus added in the pro forma income

statements. Viva Wine Group tentatively estimates the remaining useful life as stated below, which results in additional amortisation of approximately SEK 61.1 million (SEK 42.1 million after tax effect) on an annual basis;

- » Trademarks, five years to indefinite useful life
- » Customer relationships, ten years
- » Technology, three years

Preliminary purchase price analysis NBG

SEK million	
Acquisition price	475.1
Carrying amount of acquired net assets in NBG	26.9 ¹
Surplus values attributable to intangible assets	287.6
Deferred tax attributable to surplus values	-63.3
Group goodwill	223.9
Total	475.1

1) Refers to carrying amount as of 30 September 2021 presented in the pro forma balance sheet.

The acquisition price of SEK 475.1 million stated in the table above refers to the calculated value of 100 percent of the shares based on the exchange rate NOK/SEK as of 30 September 2021. The actual acquisition price for 40 percent of the shares amounts to SEK 190.0 million based on the same exchange rate. The acquisition analysis prepared for the purpose of the pro forma accounting may deviate from the final one. In the preliminary acquisition analysis, identified surplus values of intangible assets attributable to producer relationships amounting to SEK 287.6 million are included, which are depreciated over these assets' respective periods of use. This means that depreciation is added in the pro forma income statement. Viva Wine Group preliminarily assesses the remaining useful lives to 15 years, which entails additional depreciation of the equivalent of approximately SEK 19 million (approximately SEK 15 million after tax effect) on an annual basis.

The purchase price for NBG is based on Viva Wine Group's EBITA multiple valuation which has been set in the Offering. The purchase price for NBG will be based on the same EBITA multiple multiplied with NBG's forecasted EBITA for the financial year 2022. For the purpose of the pro forma financial information, the multiple for Viva Wine has been calculated based on the price in the Offering, i.e. SEK 49 per share.

Profit effect on the accounting sale of associated companies

The acquisition of NBG is in accordance with IFRS recognised as a business combination achieved in stages using the full goodwill method. This means that the previous equity interest in the associate is revalued and recognised as divested. This entails a profit of SEK 209.7 million, which corresponds to the difference between the revalued amount and the carrying amount of the associate. Since the pro forma financial information is prepared as if the transaction took place on 1 January 2020, this effect on the results is reflected as a pro forma adjustment for the financial year 2020.

Financing

The cash consideration for the acquisition of Vicampo is financed by a term loan and a bridge loan by a bank. The interest expense for the term loan is determined based on a margin plus EURIBOR and the interest expense for the bridge loan is based on a margin plus STIBOR. Loan fees are accrued over the expected time to

maturity and the pro forma periods have been adjusted for accrued loan fees. In the pro forma financial information, it has been assumed that both term loan and bridge loan run throughout the pro forma periods and that instalments are made according to the financing agreements.

Payment for the acquired shares in NBG will initially be made via a promissory note, which will be settled in connection with the Offering via a combination of cash payment and payment with shares. The acquisition agreement states that an amount up to the equivalent of SEK 180.2 million shall be settled in cash shortly after the Offering and that the excess portion shall be settled in shares immediately prior to the Offering through the set-off of the remaining part of the promissory note. In the pro forma, the preliminary calculated purchase price to be settled to be settled with shares has been recognised as an increase in equity. The part of the consideration to be settled with cash after the completion of the Offering has been recognised as a short-term liability in the pro forma balance sheet. In the pro forma income statement, no adjustments related to interest expenses for the short-term liability were made as the promissory note does not pay interest.

Bonus provision

As described in the section "Adjustments for differences in accounting policies" above, an acquisition-related adjustment is made for bonuses to be paid to the founders of Vicampo.

Synthetic options

Vicampo had, until the time of the acquisition, entered into agreements on synthetic options which meant that certain employees, upon a sale of the company, receive a cash bonus payout based on the price that Vicampo is sold for. According to German GAAP, costs for the synthetic options were reported in 2020 (SEK 64.3 million) and 1 January - 3 August 2021 (SEK 9.2 million) respectively, as personnel costs. Final earnings of the bonus payments were a direct result of the transaction but has no connection to the employees future services. Since the costs arose before the acquisition, and the pro forma income statements are prepared as if the acquisition had taken place 1 January 2020, the costs Vicampo reported according to German GAAP have been eliminated in the pro forma financial statements.

Non-controlling interests

In connection with the transaction, an agreement was entered into with the two founders of Vicampo and another individual to acquire shares corresponding to 13.5 percent in Viva Wine Group AB's subsidiary Viva eCom Holding AB, which is above Vicampo in the group structure after the acquisition. Since the agreement was entered into at the same time as the acquisition took place and it affects the distribution of profit or loss for the period between the parent company's shareholders and non-controlling interests, the effects of this transaction are illustrated in the pro forma income statement.

Transaction costs

In connection with the acquisition, Viva Wine has incurred fees for financial, legal, and other advisors estimated to SEK 10.8 million that are directly attributable to the transaction. Transaction costs are not recognised in the pro forma income statement as it is prepared under the assumption that transaction costs have been incurred in the period prior to the acquisition. Transaction costs in Viva Wine Group's income statement for the period 1 January - 30 September, 2021 of SEK 10.8 million have therefore been eliminated. For NBG, no transaction costs have been incurred during the period 1 January–30 September 2021, which means that no pro forma adjustments were required.

PRO FORMA INCOME STATEMENT FOR THE PERIOD 1 JANUARY–30 SEPTEMBER 2021

SEK million	Viva Wine Group IFRS	Vicampo German GAAP	Norwegian Beverage Group, Norwegian GAAP	Pro forma-adjustments				Pro forma Income Statement
				Adjustments to accounting principles	Note	Adjustments from the acquisition	Note	
Operating income								
Net sales	2,291.2	455.1	174.4	-		-		2,920.7
Other operating income	13.3	1.2	0.8	-		-		15.3
Total income	2,304.5	456.3	175.2	-		-		2,936.0
Operating expenses								
Raw materials and consumables	-1,788.1	-263.2	-131.1	-		-		-2,182.4
Other external costs	-164.8	-57.1	-5.5	4.6	1	10.8	5	-211.9
Employee benefits expense	-114.8	-63.9	-7.2	10.6	2	-4.0	2,4	-179.3
Depreciation and amortisation	-36.0	-0.8	-0.4	-4.5	1	-48.7	3	-90.4
Profit from share in joint ventures and associated companies	18.0	0.0	0.0	-		-11.7	9	6.2
Other operating expenses	-0.6	-0.4	0.0	-		0.0		-1.0
Operating profit (EBIT)	218.2	71.0	30.9	10.8		-53.7		277.2
Interest income and other similar revenue	24.4	0.4	1.1	-		-		25.9
Interest expenses and other similar items	-15.2	0.0	-1.4	-0.4	1	-17.9	6	-34.9
Profit after financial items	227.3	71.4	30.7	10.4		-71.5		268.2
Income tax	-49.4	-15.2	-6.8	0.1	7	14.7	7	-56.6
Profit for the year	177.9	56.2	23.9	10.4		-56.8		211.6
Profit for the year attributable to;								
Parent company's shareholders	132.3	56.2	23.9	10.5		-57.4	8	165.5
Non-controlling interest	45.6	0.0	0.0	-		0.5	8	46.1

Notes to the pro forma income statement

1. Leases:

Vicampo: In the pro forma income statement for 1 January–30 September 2021, Vicampo's accounting of leases is adjusted to Viva Wine Group's accounting policies, which results in a decrease of other external costs by SEK 3.4 million, an increase of depreciations by SEK 3.3 million, an increase of interest expenses by SEK 0.3 million, and a decrease of income tax by SEK 0.1 million.

NBG: In the pro forma income statement for 1 January–30 September 2021, NBG's accounting of leases is adjusted to Viva Wine Group's accounting policies, which results in a decrease of other external costs by SEK 1.2 million, an increase of depreciations by SEK 1.2 million, an increase of interest expenses by SEK 0.1 million, and a decrease of income tax by SEK 0.0 million.

The effect of these adjustments is expected to be recurring.

2. Bonus to founders in Vicampo: The adjustments consist of two parts; an adjustment for differences in accounting policies whereby the reported employee benefit expense of SEK 10.6 million recognised in Vicampo's accounting according to German GAAP was reversed, as well as an acquisition-related adjustment which led to an increase in reported employee benefits by SEK 13.2 million as the transaction was reported as if the acquisition had taken place on 1 January 2020.

The effect of this adjustment is expected to be recurring until 2023.

3. Amortisation of identified surplus values:

Vicampo: Amortisation of identifiable and depreciable intangible assets identified in connection with the purchase price analysis has been included in the pro forma income statement. Amortisation is determined in the functional currency of the foreign operation (EUR) and translated to SEK at the average rate for the period. In the pro forma income statement for the period 1 January–30 September 2021, amortisation of SEK 34.5 million is added.

The effect of these adjustments is expected to be recurring.

NBG: Amortisation of identifiable and depreciable intangible assets identified in connection with the purchase price analysis has been included in the pro forma income statement. Amortisation is determined in the functional currency of the foreign operation (NOK) and is translated to SEK at the average rate for the period. In the pro forma income statement for the period 1 January–30 September 2021, amortisation of SEK 14.3 million is added.

The effects of these adjustments are expected to be recurring.

4. Syntetic options: Up until the acquisition date syntetic options existed in Vicampo which entailed that, in the event of a sale of the company, certain employees would receive a cash bonus payment based on the price for which Vicampo was sold. Employee benefit expenses have been eliminated by SEK 9.2 million since the costs were incurred before the acquisition and the pro forma income statement is prepared as if the acquisition had taken place on 1 January 2020.

The effect of this adjustment is not expected to be recurring.

5. Transaction costs: Costs directly attributable in Viva Wine Group to the acquisition regarding fees to financial, legal and other advisors are estimated to SEK 10.8 million. Transaction costs are not recognised in the pro forma income statement as it is prepared under the assumption that transaction costs have been incurred in the period prior to the acquisition. Transaction costs amounting to SEK 10.8 million charged to Viva Wine Group's income statement for the period 1 January–30 September 2021 have therefore been eliminated.

The costs directly attributable to the acquisition are of one-time nature and are not recurring.

6. Financing: As stated under the heading "Financing" above, the cash consideration for the acquisition of Vicampo is assumed to be financed by a term loan and a bridge loan by bank. The effect of adjustments in the pro forma income statement related to interest including accrued loan fees amounts to SEK 17.9 million for the period.

The effect of this adjustment is expected to be recurring, but financing solutions and thus interest rates may change in future periods.

7. Income tax: In the pro forma income statement for the period 1 January–30 September 2021, a tax effect has been included for all pro forma adjustments that are assumed to be deductible. The tax rate applied depends on the country to which the adjustment is assumed to be attributable. A summary of the tax rates used can be found in the section "Assumptions for the pro forma financial information". Pro forma adjustments related to income tax for the period are distributed as follows: Vicampo SEK 11.6 million and NBG SEK 3.1 million.

8. Non-controlling interests:

Vicampo: The distribution of profit or loss is adjusted based on the agreement with Vicampo's two founders and another individual, which was entered at the same time as the acquisition took place, and entails that the individuals will acquire 13.5 percent in Viva Wine Group AB's subsidiary Viva eCom Holding AB. Based on the ownership distribution described above, profit or loss for the period attributable to the parent company's shareholders amounts to SEK 8.5 million and profit or loss attributable to non-controlling interests amounts to SEK 1.3 million.

NBG: Distribution of profit or loss for the period to shareholders of the parent company and non-controlling interests. The distribution of profit or loss illustrated for the period is the distribution after the agreement through which Viva Wine Group will own 89 percent of the company and other shareholders will own 11 percent. Based on the ownership distribution described above, profit or loss for the period attributable to the parent company's shareholders amounts to SEK -0.3 million and profit or loss attributable to non-controlling interests amounts to SEK 1.4 million.

9. Profit from shares in associated companies: Profit from the recognition of NBG as an associated company is included in Viva Wine Group's consolidated financial statements for the historical period. The profit from shares in NBG is eliminated from the pro forma income statement as no profit from shares in associates is recognised after the acquisition, which is assumed to be 1 January 2020 in the pro forma financial statements.

PRO FORMA INCOME STATEMENT FOR THE PERIOD 1 JANUARY–31 DECEMBER 2020

SEK million	Viva Wine Group IFRS	Vicampo German GAAP	Norwegian Beverage Group, Norwegian GAAP	Pro forma-adjustments				Pro forma Income statement
				Adjustments to accounting principles	Note	Adjustments from the acquisition	Note	
Operating income								
Net sales	2,845.2	698.3	171.2	-		0.0		3,714.7
Other operating income	8.6	3.3	2.1	-		0.0		14.0
Total income	2,853.8	701.6	173.3	-		0.0		3,728.7
Operating expenses								
Raw materials and consumables	-2,310.1	-422.8	-138.9	-		0.0		-2,871.8
Other external costs	-150.5	-93.4	-5.6	7.5	1	0.0		-242.0
Employee benefits expense	-101.1	-136.9	-8.5	-		40.9	3,9	-205.6
Depreciation and amortisation	-21.8	-1.8	-0.1	-7.4	1	-79.8	2	-110.9
Profit from share in joint ventures and associated companies	10.7	0.0	0.0	-		202.1	7,8	212.8
Other operating expenses	-0.2	-0.9	0.0	-		0.0		-1.1
Operating profit (EBIT)	280.8	45.8	20.3	0.1		163.1		510.2
Interest income and other similar revenue	4.9	0.3	2.4	-		-		7.5
Interest expenses and other similar items	-9.2	0.0	-2.7	-0.7	1	-30.3	4	-42.9
Profit from financial items	276.5	46.1	20.1	-0.6		132.8		474.7
Income tax	-57.3	-12.1	-4.5	0.2	5	9.6	5	-64.0
Profit for the year	219.2	34.0	15.6	-0.5		142.2		410.7
Profit for the year attributable to;								
Parent company's shareholders	168.2	34.0	15.6	-0.5		142.4	6	359.7
Non-controlling interest	51.0	0.0	0.0	0.0		0.1	6	51.1

Notes to the pro forma income statement

1. Leases:

Vicampo: In the pro forma income statement for 1 January - 30 December 2020, Vicampo's accounting of leases is adjusted to Viva Wine Group's accounting policies. This results in a decrease of other external costs by SEK 5.9 million, an increase of depreciation by SEK 5.8 million, an increase of interest expenses by SEK 0.6 million, and a decrease of income tax by SEK 0.2 million.

NBG: In the pro forma income statement for 1 January–31 December 2020, NBG's accounting of leases is adjusted to Viva Wine Group's accounting policies, which results in a decrease of other external costs by SEK 1.6 million, an increase of depreciations by SEK 1.6 million, an increase of interest expenses by SEK 0.1 million, and a decrease of income tax by SEK 0.0 million.

The effect of this adjustments is expected to be recurring.

2. Amortisation of identified surplus values:

Vicampo: Amortisation of identifiable and depreciable intangible assets identified in connection with the purchase price analysis has been included in the pro forma income statement. Amortisation is determined in the functional currency of the foreign operation (EUR) and translated to SEK at the average rate for the period. In the pro forma income statement for the period 1 January–31 December 2020, in accordance with the above, amortisation of SEK 61.1 million is adjusted for.

NBG: Amortisation of identifiable and depreciable intangible assets identified in connection with the purchase price analysis has been included in the pro forma income statement. Amortisation is determined in the functional currency of the foreign operation (NOK) and is translated to SEK at the average rate for the period. In the pro forma income statement for the period 1 January–31 December 2020, in accordance with the above, amortisation of SEK 18.7 million is adjusted for.

The effects of these adjustments are expected to be recurring.

3. Synthetic options: Up until the acquisition date synthetic options existed in Vicampo which entailed that, in the event of a sale of the company, certain employees would receive a cash bonus payment based on the price for which Vicampo was sold. Employee benefit expenses have been reduced by SEK 64.3 million since the costs were incurred before the acquisition and the pro forma information is prepared as if the acquisition had taken place on 1 January 2020.

The effect of this adjustment is not expected to be recurring.

4. Financing: As stated in the section "Financing" above, the cash consideration for the acquisition of Vicampo is assumed to be financed by a term loan and a bridge loan by bank. The effect of adjustments in the pro forma income statement related to interest including accrued loan fees, amounts to SEK 30.3 million for the period.

The effect of the adjustment is expected to be recurring, but financing solutions and thus interest rates may change in future periods.

5. Income tax: In the pro forma income statement for the period 1 January–31 December 2021, an income tax effect has been included for all pro forma adjustments that are assumed to be deductible. The tax rate applied depends on the country to which the adjustment is assumed to be attributable. A summary of the tax rates used can be found in the section "Assumptions for the pro forma financial information". Pro forma adjustments related to income tax for the period are distributed as follows: Vicampo SEK 5.6 million and NBG SEK 4.1 million.

6. Non-controlling interests:

Vicampo: The distribution of profit or loss is adjusted based on the agreement with Vicampo's two founders and another individual, which was entered at the same time as the acquisition took place and entails that the individuals will acquire 13.5 percent in Viva Wine Group AB's subsidiary Viva eCom Holding AB. Based on the ownership distribution described above, profit or loss for the period attributable to the parent company's shareholders amounts to SEK -0.2 million and profit or loss attributable to non-controlling interests amounts to SEK -0.0 million.

NBG: Distribution of profit or loss for the period to shareholders of the parent company and non-controlling interests. The distribution of profit or loss illustrated for the period is the distribution after the agreement through which Viva Wine Group will own 89 percent of the company and other shareholders will own 11 percent. Based on the ownership distribution described above, profit or loss for the period attributable to the parent company's shareholders amounts to SEK -6.8 million and profit or loss attributable to non-controlling interests amounts to SEK 0.1 million.

7. Profit from shares in associated companies: Profit from the recognition of NBG as an associated company is included in Viva Wine Group's consolidated financial statements for the historical period. The profit from shares in NBG is eliminated from the pro forma income statement as no profit from shares in associates is recognised after the acquisition, which is assumed to be 1 January 2020 in the pro forma financial statements.

8. Profit on divestment of associated companies: The pro forma adjustment relates to a group profit amounting to SEK 209.7 million from the divestment of the previous equity interest in NBG. The amount corresponds to the difference between the revalued amount and the carrying amount of the associated company. Since the pro forma financial information is prepared as if the transaction took place on 1 January 2020, this effect on the income statement is reflected as a pro forma adjustment for the financial year 2020.

9. Bonus to founders in Vicampo: This acquisition-related adjustment relates to bonus payments to the founders of Vicampo and leads to an increase in reported employee benefits by SEK 23.4 million as the transaction was reported as if the acquisition had taken place on 1 January 2020.

The effect of the adjustment is expected to be recurring until 2023.

PRO FORMA BALANCE SHEET AS OF 30 SEPTEMBER 2021

SEK million	Viva Wine IFRS	Norwegian Beverage Group, Norwegian GAAP	Pro forma-adjustments				Pro forma Balance Sheet
			Adjustments to accounting principles	Note	Adjustments from the acquisition	Note	
ASSETS							
<i>Non-current assets</i>							
Goodwill	591.1	-	-		223.9	2	815.0
Intangible non-current assets	885.3	4.9	-		287.6	2	1,177.8
Property, plant and equipment	49.3	0.2	-		-		49.5
Right-of-use assets	57.5	-	3.2	1	-		60.7
Participations in joint ventures and associated companies	76.7	0.3	-		-23.1	2	53.9
Other investments held as non-current assets	0.1	-	-		-		0.1
Other non-current receivables	18.7	-	-		-		18.7
Deferred tax asset	0.4	-	-		-		0.4
Total non-current assets	1,679.2	5.4	3.2		488.4		2,176.0
Current assets							
Inventories	464.6	24.9	-		-		489.5
Accounts receivable	479.5	15.6	-		-		495.1
Receivables from joint ventures and associated companies	11.3	0.5	-		-		11.8
Tax assets	0.8	-	-		-		0.8
Other receivables	50.7	0.2	-		-		50.9
Derivatives	0.1	-	-		-		0.1
Prepaid expenses and accrued income	32.3	0.5	-		-		32.8
Cash and cash equivalents	279.8	19.1	-		-		289.9
Total current assets	1,319.2	60.7	0.0		-		1,379.9
Total assets	2,998.4	66.1	3.2		488.4		3,556.1

PRO FORMA BALANCE SHEET AS OF 30 SEPTEMBER 2021 (CONT.)

SEK million	Viva Wine IFRS	Norwegian Beverage Group, Norwegian GAAP	Pro forma-adjustments				Pro Forma Balance Sheet
			Adjustments to accounting principles	Note	Adjustments from the acquisition	Note	
EQUITY AND LIABILITIES							
Equity							
Share capital	0.5	0.1	-		-0.1	3	0.5
Reserves	-3.1	0.0	-		-		-3.1
Profit brought forward including profit for the year	441.9	26.8	-		192.8	3	661.5
Equity attributable to parent company shareholder	439.4	26.9	-		192.7		658.9
Non-controlling interest	60.1	0.0	-		52.3	3	112.4
Total equity	499.5	26.9	-		245.0		771.3
Non-current liabilities							
Overdraft facility	9.2	-	-		-		9.2
Interest-bearing liabilities to credit institutions	751.3	-	-		-		751.3
Other non-current liabilities	-	-	-		-		0.0
Lease liability	42.4	-	1.8	1	-		44.2
Deferred tax liability	217.0	0.0	-		63.3	2	280.3
Other provisions	3.8	-	-		-		3.8
Total non-current liabilities	1 023.7	0.0	1.8		63.3		1,088.8
Current liabilities							
Interest-bearing liabilities to credit institutions	744.7	0.1	-		-		744.8
Accounts payable	350.5	12.3	-		-		362.8
Prepayment from costumers	4.2	-	-		-		4.2
Liabilities to joint ventures and associated companies	2.7	-	-		-		2.7
Tax liabilities	32.7	10.2	-		-		42.9
Lease liabilities	16.2	-	1.4	1	-		17.6
Derivatinstrument	6.2	-	-		-		6.2
Other current liabilities	275.2	15.5	-		180.2	2	470.9
Accrues expenses and prepaid income	42.7	1.1	-		-		43.8
Total current liabilities	1,475.2	39.2	1.4		180.2		1,695.8
Total equity and liabilities	2,998.4	66.1	3.2		488.4		3,556.1

*Notes to the pro forma balance sheet**1: Leases:*

NBG: In the pro forma balance sheet as of 30 September 2021, NBG's accounting for leases is adjusted to Viva Wine Group's accounting principles, which means that the leases that existed at the time of the acquisition are recognised on the balance sheet as a right-of-use asset and a lease liability. The lease liability is divided into a long-term and short-term lease liability.

2. Acquisition analysis and consideration for the acquisition: In the preliminary acquisition analysis for NBG, intangible assets of SEK 287.6 million were identified, which has increased intangible assets. A pro forma adjustment is also made for deferred tax of SEK 63.3 million. According to the preliminary acquisition analysis, goodwill amounts to SEK 223.9 million.

The cash portion of the consideration is preliminary estimated to SEK 180.2 million and has been recognised as an increase in other current liabilities. The share portion of the consideration is estimated to SEK 9.9 million and has been recognised as an increase in equity in the pro forma balance sheet. The final value of the consideration transferred may be subject to change.

The previously reported holding in associated companies of SEK 23.1 million has been eliminated in the pro forma balance sheet to illustrate that NBG constitutes a subsidiary throughout the pro forma period.

3. Equity: Equity has been affected by the following pro forma adjustments:

Consideration transferred for the acquisition of NBG, settled in shares	9.9
Carrying amount of acquired net assets in NBG	-26.9
Effect on profit or loss on divestment of holding in associate	209.7
Non-controlling interest measured at the proportion of the transaction's value	52.3
	245.0

The non-controlling interests' share of equity amounts to eleven percent, which corresponds to the shareholding in NBG held by shareholders other than Viva Wine Group after the acquisition.

ADDITIONAL SEGMENT INFORMATION TO THE PRO FORMA FINANCIAL STATEMENTS

The acquisitions of Vicampo and NBG means that they are part of two of the Company's operating segments, E-commerce and the Nordics, respectively. The following pro forma financial statements for the income statement for each period shows the pro forma effect that is added to the respective segments.

Pro forma Income Statement for the period 1 January–30 September 2021

SEK million	Viva Wine Group IFRS	Vicampo German, GAAP	Vicampo Pro Forma Adjustments	Vicampo IFRS Pro Forma (E-commerce)	NBG, Norwegian GAAP	NBG Pro Forma Adjustments	NBG IFRS Pro forma (the Nordics)	Pro Forma Income Statement
Operating income								
Net sales	2,291.2	455.1	-	455.1	174.4	-	174.4	2,920.7
Other operating income	13.3	1.2	-	1.2	0.8	-	0.8	15.3
Total income	2,304.5	456.3	-	456.3	175.2	-	175.2	2,936.0
Operating expenses								
Raw materials and consumables	-1,788.1	-263.2	-	-263.2	-131.1	-	-131.1	-2,182.4
Other external costs	-164.8	-57.1	14.2	-42.8	-5.5	1.2	-4.2	-211.9
Employee benefits expense	-114.8	-63.9	6.6	-57.2	-7.2	-	-7.2	-179.3
Depreciation and amortisation	-36.0	-0.8	-37.7	-38.6	-0.4	-15.5	-15.9	-90.4
Profit from share in joint ventures and associated companies	18.0	-	-	-	-	-11.7	-11.7	6.2
Other operating expenses	-0.6	-0.4	-	-0.4	-	-	-	-1.0
Operating profit (EBIT)	218.2	71.0	-16.9	54.0	30.9	-26.0	5.0	277.2
Interest income and other similar revenue	24.4	0.4	-	0.4	1.1	-	1.1	25.9
Interest expenses and other similar items	-15.2	-	-18.2	-18.2	-1.4	-0.1	-1.5	-34.9
Profit after financial items	227.3	71.4	-35.1	36.2	30.7	-26.0	4.6	268.2
Income tax	-49.4	-15.2	11.6	-3.6	-6.8	3.1	-3.6	-56.6
Profit for the year	177.9	56.2	-23.5	32.7	23.9	-22.9	1.0	211.6
Profit for the year attributable to;								
Parent company's shareholders	132.3	56.2	-22.6	33.6	23.9	-24.3	-0.4	165.5
Non-controlling interest	45.6	0.0	-0.9	-0.9	-	1.4	1.4	46.1

Pro forma Income Statement for the period 1 January–31 December 2020

SEK million	Viva Wine Group IFRS	Vicampo German GAAP	Vicampo Pro Forma Adjustments	Vicampo IFRS Pro Forma (E-commerce)	NBG Norwegian GAAP	NBG Pro Forma Adjustments	NBG IFRS Pro Forma (the Nordics)	Other adjustments from the aquisition	Pro Forma Income Statement
Operating income									
Net sales	2,854.2	698.3	0.0	698.3	171.2	0.0	171.2	0.0	3,714.7
Other operating income	8.6	3.3	0.0	3.3	2.1	0.0	2.1	0.0	14.0
Total income	2,853.8	701.6	0.0	701.6	173.3	0.0	173.3	0.0	3,728.7
Operating expenses									
Raw materials and consumables	-2,310.1	-422.8	0.0	-422.8	138.9	0.0	-138.9	0.0	-2,871.8
Other external costs	-150.5	-93.4	5.9	-87.5	-5.6	1.6	-3.9	0.0	-242.0
Employee benefits expense	-101.1	-136.9	40.9	-96.1	-8.5	0.0	-8.5	0.0	-205.6
Impairment of property, plant and equipment	-21.8	-1.8	-66.9	-68.7	-0.1	-20.4	-20.4	0.0	-110.9
Profit from share in joint ventures and associated companies	10.7	0.0	0.0	0.0	0.0	-7.6	-7.6	209.7	212.8
Other operating expenses	-0.2	-0.9	0.0	-0.9	0.0	0.0	0.0	0.0	-1.1
Operating profit (EBIT)	280.8	45.8	-20.2	25.6	20.3	-26.3	-6.0	209.7	510.2
Interest income and other similar revenue	4.9	0.3	0.0	0.3	2.4	0.0	2.4	0.0	7.5
Interest expenses and other similar items	-9.2	0.0	-31.0	-31.0	-2.7	-0.1	-2.7	0.0	-42.9
Profit after financial items	276.5	46.1	-51.1	-5.1	20.1	-26.4	-6.4	209.7	474.7
Income tax	-57.3	-12.1	5.6	-6.4	-4.5	4.1	-0.3	0.0	-64.0
Profit for the year	219.2	34.0	-45.5	-11.5	15.6	-22.3	-6.7	209.7	410.7
Profit for the year attributable to;									
Parent company's shareholders	168.2	34.0	-45.5	-11.5	15.6	-22.4	-6.8	209.7	359.7
Non-controlling interest	51.0	0.0	0.0	0.0	0.0	0.1	0.1	0.0	51.1

Alternative performance measures

	1 January–30 September	1 January–31 December
SEK million, unless otherwise stated	2021	2020
<u>Group</u>		
EBITA	351.4	600.7
<i>EBITA margin, %</i>	<i>12.0</i>	<i>16.2</i>
Adjusted EBITA	372.7	415.4
<i>Adjusted EBITA margin, %</i>	<i>12.8</i>	<i>11.2</i>
<u>Nordics</u>		
EBITA	46.7	58.3
<i>EBITA margin, %</i>	<i>11.0</i>	<i>11.1</i>
<u>Sweden and Nordics</u>		
EBITA	252.1	298.9
<i>EBITA margin, %</i>	<i>11.6</i>	<i>10.5</i>
<u>E-commerce</u>		
EBITA	88.0	82.0
<i>EBITA margin, %</i>	<i>12.5</i>	<i>9.8</i>
Adjusted EBITA	101.2	105.4
<i>Adjusted EBITA margin, %</i>	<i>14.4</i>	<i>12.6</i>

Reconciliation table for alternative key performance measures

SEK million, unless otherwise stated	EBITA and EBITA margin, %	
	1 January–30 September	1 January–31 December
	2021	2020
<u>Group</u>		
Operating profit (EBIT)	277.2	510.2
Depreciation of intangible assets	74.2	90.5
EBITA	351.4	600.7
Net sales	2,920.7	3,714.7
EBITA margin, %	12.0	16.2

SEK million, unless otherwise stated	Adjusted EBITA and Adjusted EBITA-margin, %	
	1 January–30 September	1 January–31 December
	2021	2020
<u>Group</u>		
EBITA	351.4	600.7
<i>Items affecting comparability</i>		
Costs related to the Offering and listing	8.1	1.0
Bonus accrual from the acquisition of Vicampo	13.2	23.4
Profit from disposal of NBG	-	-209.7
Adjusted EBITA	372.7	415.4
Net sales	2,920.7	3,714.7
Adjusted EBITA margin, %	12.8	11.2

SEK million, unless otherwise stated	Net sales from the Nordics and E-commerce segments and Sweden and Nordics combined	
	1 January– 30 September	1 January–31 December
	2021	2020
<u>Nordics</u>		
Nordic segment	250.4	352.8
NBG	174.4	171.2
Net sales	424.7	524.0
 <u>Sweden and Nordics</u>		
Sweden segment	1,746.2	2,323.4
Nordics	424.7	524.0
Net sales	2,170.9	2,847.4
 <u>E-commerce</u>		
E-commerce segment	248.8	137.3
Vicampo	455.1	698.3
Net sales	703.9	835.6

EBITA and EBITA margin, % from the segments Sweden, Nordics and E-commerce and Sweden and Nordics combined

	1 January- 30 September	1 January-31 December
SEK million, unless otherwise stated	2021	2020
<u>Norden</u>		
Operating profit (EBIT)		
Nordic segment	27.0	46.0
NBG	5.0	-6.0
<i>Depreciation of intangible assets</i>		
Nordic segment	0.1	-0.5
NBG	14.6	18.7
EBITA	46.7	58.3
Net sales	424.7	524.0
EBITA margin, %	11.0	11.1
<u>Sweden</u>		
Operating profit (EBIT)		
Sweden segment	204.8	239.8
<i>Amortisation of intangible assets</i>		
Sweden segment	0.7	0.8
EBITA	205.5	240.7
Net sales	1,746.2	2,323.4
EBITA margin, %	11.8	10.4
<u>Sweden and Nordics</u>		
Sweden segment	205.5	240.7
Nordics	46.7	58.3
EBITA	252.1	298.9
Net sales	2,170.9	2,847.4
EBITA margin, %	11.6	10.5
<u>E-commerce</u>		
Operating profit (EBIT)		
E-commerce segment	-20.6	-13.9
Vicampo	54.0	25.6
<i>Depreciation of intangible assets</i>		
E-commerce segment	20.0	9.1
Vicampo	34.5	61.2
EBITA	88.0	82.0
Net sales	703.9	835.6
EBITA margin, %	12.5	9.8

Adjusted EBITA and EBITA margin, % from the E-commerce segment

	1 January-30 September	1 January-31 December
SEK million, unless otherwise stated	2021	2020
<u>E-commerce</u>		
EBITA	88.0	82.0
Items affecting comparability		
<i>Bonus accrual from the acquisition of Vicampo</i>	13.2	23.4
Adjusted EBITA	101.2	105.4
Net sales	703.9	835.6
Adjusted EBITA margin, %	14.4	12.6

Auditor's report on the pro forma financial statements

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION INCLUDED IN A PROSPECTUS

To the Board of Directors of Viva Wine Group AB, corporate identity number 559178-4953

Report on the compilation of pro forma financial information included in a prospectus

We have completed our assurance engagement to report on the compilation of pro forma financial information of Viva Wine Group AB (the "Company") by the Board of Directors. The pro forma financial information consists of the pro forma balance sheet as at 30 September 2021, the pro forma income statement for the financial year ended 31 December 2020 and for the period 1 January–30 September 2021 and related notes as set out on pages 83-94 of the prospectus issued by the Company. The applicable criteria on the basis of which the Board of Directors has compiled the pro forma financial information are specified in the Delegated Regulation (EU) 2019/980 and described on pages 80-82.

The pro forma financial information has been compiled by the Board of Directors to illustrate the impact of the acquisitions of Vicampo.de GmbH and Norwegian Beverage Group AS on:

- i. the Company's financial performance for the period 1 January–30 September 2021 as if the acquisitions of Vicampo.de GmbH and Norwegian Beverage Group AS had taken place and been included in the group as of 1 January 2020,
- ii. the Company's financial performance for the financial year ended 31 December 2020 as if the acquisitions of Vicampo.de GmbH and Norwegian Beverage Group AS had taken place and been included in the group as of 1 January 2020; and
- iii. the Company's financial position as at 30 September 2021 as if the acquisition of Norwegian Beverage Group AS had taken place and been included in the group as of 30 September 2021.

As part of this process, information about the Company's financial position and financial performance has been extracted by the Board of Directors from the Company's financial statements for the financial year ended 31 December 2020 on which an auditor's report has been published and for the period 1 January – 30 September 2021, on which a review report has been published.

Responsibilities of the Board of Directors for the pro forma financial information

The Board of Directors is responsible for compiling the pro forma financial information in accordance with the requirements of the Delegated Regulation (EU) 2019/980.

Our independence and quality control

We have complied with the independence and other ethical requirements in Sweden, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies ISQC 1 (International Standard on Quality Control) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibility

Our responsibility is to express an opinion about whether the pro forma information, in all material respects, has been compiled correctly by the Board of Directors in accordance with the Delegated Regulation (EU) 2019/980, on the bases given and that these bases are consistent with the Company's accounting policies.

We have conducted the engagement in accordance with International Standard on Assurance Engagements ISAE 3420 Assurance engagements to report on the compilation of pro forma financial information included in a prospectus, issued by the International Auditing and Assurance Standards Board. This standard requires that the auditor plan and perform procedures to obtain reasonable assurance about whether the Board of Directors has compiled, in all material respects, the pro forma financial information in accordance with the delegated regulation.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on the Company's unadjusted financial information as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the acquisitions as of 1 January 2020, 1 January 2021 and 30 September 2021 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Board of Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient and appropriate audit evidence about whether:

- » The pro forma adjustments have been compiled correctly on the specified basis.
- » The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information
- » The stated basis comply with the Company's accounting policies.

The procedures selected depend on the auditor's judgment, having regard to his or hers understanding of nature of the Company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion the pro forma financial information has been compiled, in all material respects, on the bases stated on pages 80-82 and these bases are consistent with the accounting policies applied by the Company.

Stockholm, 6 December 2021
Ernst & Young AB

Andreas Nyberg
Authorized Public Accountant

Capital structure, indebtedness and other financial information

The tables in this section show the Company's capital structure and indebtedness at Group level as of 30 September 2021. Refer to the section "*Share capital and ownership structure*" for further information about the Company's share capital and shares. The information presented in this section should be read together with the section "*Comments on the financial development*" and the Company's historical financial information, with accompanying notes, stated in the section "*Historical financial information*".

CAPITAL STRUCTURE

As of 30 September 2021, the Company's capitalization amounted to SEK 1,885.3 million of which the Company's share capital amounted to SEK 0.5 million. As of 30 September 2021, the Company's total financial indebtedness amounted to SEK 1,283.9 million. The following tables include both current and non-current interest-bearing liabilities.

The tables below show the Company's capitalisation and net indebtedness according to the following:

- » On reported basis as of 30 September 2021 with data taken from the Group's balance sheet; and
- » On an adjusted basis as shown in the column "*Following the new share issue in the Offering and pro forma*" to demonstrate;

- i. capitalisation and financial indebtedness after the completion of the new share issue in the Offering which is expected to raise SEK 1,200 million before costs related to the Offering which are expected to amount to SEK 65 million;
- ii. pro forma financials regarding the acquisition of Norwegian Beverage Group AS ("**NBG**") to briefly illustrate the balance sheet as of 30 September 30 2021 as if NBG had been acquired at that time; and
- iii. the effects of the majority purchase of NBG and the purchase of minority shareholders in accordance with what is stated under the heading "*Significant changes in the Group's financial position after 30 September up to and including the date of the Prospectus - Majority acquisition of Norwegian Beverage Group*" and "*Buy out of minority shareholders*".

Statement of capitalisation

SEK million	30 September 2021	Adjustments	Following the new share issue in the Offering and pro forma
Current debt			
Guaranteed	-	-	-
Secured ¹	2.6	-	2.6
Unguaranteed/unsecured	758.3	453.9 ²	1,212.2
Total current debt (incl. current portion of non-current debt)	760.9	453.9	1,214.8
Non-current debt			
Guaranteed	-	-	-
Secured ¹	29.6	-	29.6
Unguaranteed/unsecured	773.3	1.8 ³	775.1
Total non-current debt (excl. current portion of non-current debt)	802.9	1.8	804.7
Shareholder's equity			
Share capital	0.5	-	0.5
Legal reserve	-	-	-
Other reserves	321.1	978.2 ⁴	1,299.3
Capitalisation (excl. comprehensive income for the period)	1,885.3	1,433.9	3,319.3

1) Current and non-current debts against other collateral as of 30 September 2021 mainly refers to current and non-current debts to credit institutions with collateral consisting of real estate and company mortgages where the debt is secured by a collateral in the underlying asset.

2) Unsecured current debt refer to non-current part of NBG's leasing debt and debt to minority shareholders of SEK 452.6 million following the acquisition of NBG and the buy out of minority shareholders.

3) Unsecured non-current debt refer to non-current part of NBG's leasing debt.

4) Other reserves include the issue proceeds of SEK 1,200 million from the Offering before deduction of costs. Approximately 60 percent, corresponding to SEK 39 million of the costs related to the Offering, is reported directly against equity. In addition, the NBG items "Other contributed capital", "Reserves", "Retained earnings" (excluding profit for the Pro forma period 1 January–30 September corresponding to SEK 2.1 million) and "non-controlling interests" totaling SEK 269.7 million are included and transaction with minority shareholders of SEK 452.6 million after acquisition of NBG and buyout of minority shareholders.

Statement of indebtedness

SEK million	30 September 2021	Adjustments	Following the new share issue in the Offering and pro forma accounting
A – Cash	279.8	1,164.1 ¹	1,443.9
B – Cash equivalents	-	-	-
C – Other current financial assets	0.1	-	0.1
D – Liquidity (A + B + C)	279.9	1,164.1	1,444.0
E – Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	21.5	-	21.5
F – Current portion of non-current financial debt	739.4	453.9 ²	1,193.3
G – Current financial indebtedness (E + F)	760.9	453.9	1,214.8
H – Net current financial indebtedness (G - D)	481.0	-710.1	-229.1
I – Non-current financial debt (excluding current portion and debt instruments)	802.9	1.8 ³	804.7
J – Debt instruments	-	-	-
K – Non-current trade and other payables	-	-	-
L – Non-current financial indebtedness (I + J + K)	802.9	1.8	804.7
M – Total financial indebtedness (H + L)	1,283.9	-708.3	575.5

1) Refers to the payment from the Offering of SEK 1,145 million after deductions for costs payable after the Offering and cash on a bank account in NBG of SEK 19.1 million as of 30 September 2021.

2) Unsecured current debt refer to non-current part of NBG's leasing debt and debt to minority shareholders of SEK 452.6 million following the acquisition of NBG and the buy out of minority shareholders.

3) Unsecured non-current debt refer to non-current part of NBG's leasing debt.

The information on the Company's capital structure and indebtedness on an adjusted basis constitutes forward-looking statements, which are intended to describe a hypothetical situation and are provided solely for illustrative purposes. Forward-looking statements are no guarantee of future results or trends, and actual results could differ materially from those expressed directly or indirectly in the forward-looking statements as a result of a number of factors, including those described in the section "Risk factors".

The Company has no reason to believe that any material changes to the Company's actual capitalization, other than as stated above, have taken place since 30 September 2021.

STATEMENT REGARDING WORKING CAPITAL

The Company is of the opinion that its existing working capital, as of the date of the Prospectus, is not sufficient to meet the Group's current needs during the coming twelve-month period. In this context, working capital refers to the Company's possibility of obtaining access to cash and other available liquid resources in order to meet its liabilities as they fall due. The main cause for the deficit is that the Company must finance the consolidation of minority interest, the acquisition of Norwegian Beverage Group, and repay bridge financing used in the acquisition of Vicampo amounting to SEK 660 million. The Company estimates that its working capital requirement for the next twelve-month period, as of the date of the Prospectus, is approximately SEK 910 million and that Viva Wine Group existing working capital is sufficient to finance its operations until April 2022 when the bridge financing will be repayed.

The Company intends to finance the working capital deficit in the immediate twelve month period with the funds raised by the Company through the new shares issue carried out in the Offering. If the Offering is completed the proceeds of the Offering will amount to approximately SEK 1,200 million before costs related to the offering. The Company's transaction costs are expected to amount to approximately SEK 65 million. As of the date of the Prospectus, the Company has received commitments to subscribe for shares in the

Offering from Cornerstone Investors of SEK 950 million for which, however, commitments are not secured by pledge, blocking funds or similar arrangements. The Board of Directors of the Company therefore considers the prospect for completing the Offering, as well as financing the working capital deficit, to be very good. In the event that the Offering is not completed or not fully subscribed and the refinancing of the bank loans due within twelve months is not completed, the Company will need to seek alternative financing in the form of, for example, other debt financing, a rights issue or a directed rights issue.

CREDIT FACILITY AND BRIDGE LOAN FINANCING FROM SEB

The Company has on 12 July 2021 entered into a loan agreement with Skandinaviska Enskilda Banken AB as the lender. The loan agreement comprises a credit facility of EUR 80 million with a final repayment date three years following the signing date of the Loan Agreement, in addition to a credit facility of SEK 660 million as a bridge loan without any amortisation requirements. The bridge loan shall be repaid within nine months following the signing date of the loan agreement if not already repaid with funds from the proceeds from the Offering provided to the Company following the completion of the Offering. In accordance with the loan agreement, the Company shall provide the lender with a certification on fulfillment of the agreed level of total net indebtedness ratio for the

Group, calculated following the completion of the Offering using the principles set out in the loan agreement and shall also confirm that the Company will receive at least SEK 660 million in proceeds in connection with the completion of the Offering. The loan agreement contains certain financial commitments and covenants regarding requirements on the total net indebtedness ratio of the Group, as well as on the Group's interest expense ratio. For complete information, see the section "Legal considerations and supplementary information - Financing agreement with SEB".

INDIRECT AND CONTINGENT INDEBTEDNESS

The Company had, as of 30 September 2021, no indirect or contingent indebtedness.

TRENDS

Apart from the trends described in the section "Market overview - Trends and developments in E-commerce for wine", the Company's assessment is that, as of the date of the Prospectus, no other known trends, related to production, sales, stock, costs and sales prices during the period from the end of the financial year 2020 to the date of the Prospectus.

SIGNIFICANT CHANGES IN THE GROUP'S FINANCIAL POSITION AFTER 30 SEPTEMBER 2021 UP TO AND INCLUDING THE DATE OF THE PROSPECTUS

Majority acquisition of Norwegian Beverage Group

As of the 30 September 2021 the Company owned 49 percent of Norwegian Beverage Group. As of the 1 November 2021 Viva Wine Group acquired an additional 40 percent, and subsequently owned 89 percent of Norwegian Beverage Group thereafter. After the acquisition, Norwegian Beverage Group is part of the Nordic segment. According to the share transfer agreement, payment for the shares shall be made partly through the payment of cash, and partly through the issue of consideration shares in Viva Wine Group. Viva Wine Group thus decided on 30 November 2021 on a new issue of shares in which the sellers of NBG subscribed and were allotted a total of 105,759 shares in Viva Wine Group. The remaining part of the payment for the shares in NBG, SEK 187.3 million, shall be paid by Viva Wine Group in cash after the completion of the Offering. The acquisition of Norwegian Beverage Group AS is a so called step acquisition, where the transaction is disclosed in two steps. Partly as an accounting disposal of associated companies, partly as an acquisition of subsidiaries. For more information see the section "Pro forma adjustments - Financing".

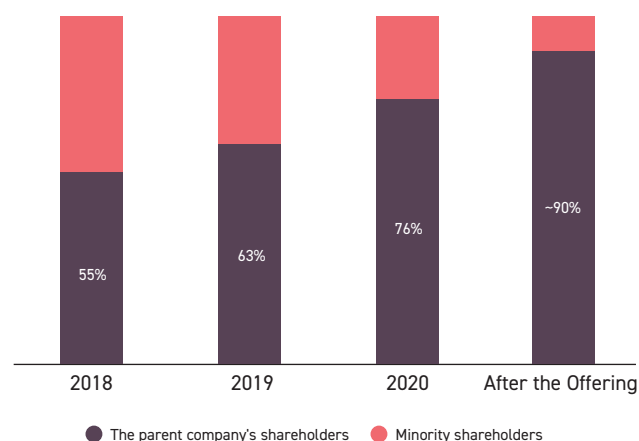
Buy out of minority shareholders

Viva Wine Group's structure is based on to ensuring long term commitment and a tailored interest in the Company and its entrepreneurs. In order to ensure an appropriate group structure in a listed environment, Viva Wine Group has entered into an agreement to acquire shares in the Company's subsidiaries in connection with the Offering and the listing on Nasdaq first North Premier Growth Market. The Company seeks an overall level of ownership in its subsidiaries that will result in the Company's shareholders being entitled to approximately 90 percent of the net profits of its subsidiaries. The Company estimates, as of the date of the prospectus, that minority interest in the Company's balance sheet amount to approximately SEK 67 million. In accordance with the share transfer agreements entered into between Viva Wine Group and the selling minority owners in the Company's subsidiaries, payment shall be made in the form of cash and the

issue of consideration shares in Viva Wine Group, whereby Viva Wine Group on 30 November 2021 thus decided on a new issue of shares in which the selling minority owners have, including the 105 749 subscribed for and allotted to the sellers of NBG, subscribed for and been allotted a total of 4,236,330 shares in Viva Wine Group. The remaining part of the payment, approximately SEK 265 million, will be paid by Viva Wine Group in cash after the completion of the Offering. The remaining remuneration to be paid to selling minority owners in accordance with these share transfer agreements has been calculated on the basis of the valuation multiple that Viva Wine Group has been assigned in connection with the Offering, whereby the value of each subsidiary has been calculated on the basis of the same valuation multiple.

In addition to the statements above, no significant changes in the Group's financial results have occurred since 30 September 2021 up to the date of the Prospectus.

Share of minority shareholders



SIGNIFICANT CHANGES IN THE GROUP'S FINANCIAL RESULTS AFTER 30 SEPTEMBER 2021 UP TO AND INCLUDING THE DATE OF THE PROSPECTUS

Acquisition of Pietro di Campo

In February 2021 the Company acquired 100 percent of the brand Pietro di Campo (Global Wine Brands Ltd). Since February 2021, the Company has received brand revenue that has contributed to the Company's segment Other. During 2021, the products have been distributed in the Norwegian market through an external company (Arcus). As of 1 October 2021, distribution is through the Company's associated company Norwegian Beverage Group. Norwegian Beverage Group is, since 1 November 2021, the Company's subsidiary whereupon consolidation takes place in the Nordic segment. Arcus had distribution rights until December 2021 under the agreement and will be compensated with the corresponding revenue until 31 December 2021. The distribution of Pietro di Campo affects Viva Wine Group's net sales from 1 November 2021 with an effect on EBIT from 1 January 2022. Viva Wine Group estimates that Pietro Di Campo is expected to generate net sales of approximately SEK 50 million and an EBIT margin of approximately 22 percent in the full year 2021 in the Norwegian market.

In addition to the statements above, no significant changes in the Group's financial results have occurred since 30 September 2021 up to the date of the Prospectus.

Board of directors, senior executives and auditor

BOARD OF DIRECTORS

As of the date of the Prospectus, Viva Wine Group's Board of Directors consists of five members, including the chairman of the board, elected up until the annual general meeting 2022. The Company's articles of association provides for a minimum of three and a maximum of ten members with a maximum of 10 deputy board members. All board members and senior executives can be contacted via the Company's address in the section "Addresses".

Name	Position	Board member since	Independent in relation to	
			The Company and its management	Major shareholders
Anders Moberg	Chairman of the board	2021	Yes	Yes
John Wistedt	Member of the board	2018	No	No
Anne Thorstvedt Sjöberg	Member of the board	2021	Yes	Yes
Helen Fasth Gillstedt	Member of the board	2021	Yes	Yes
Mikael Aru	Member of the board	2021	Yes	Yes

Anders Moberg (born 1950)

Chairman of the board

Education: High school education (Sw. Gymnasieutbildning).

Background: Anders Moberg started his career at IKEA where he worked for almost 30 years of which the last 14 years was as head of the group. Furthermore, Anders was head of the Dutch, Royal Ahold group, the world's third largest group within food, from 2003 to 2007, before he completed his operative career as manager of the retail and real estate conglomerate Majid Al Futtaim in Dubai.

Current positions: Chairman of the board of Bygghem AB and ITAB Shop Concept AB. Board member of Landmark Group, Bergendahl Food AB, Bergendahl Food Holding AB, Bergendahl & Son AB, Zetadisplay AB, Boconcept A/S, INGKA Foundation, IMAS Foundation and IKEA Foundation.

Prior positions (past five years): Board member of Rezidor AB and Hema BV.

Holdings in the Company (including related parties): As of the date of the Prospectus, Anders Moberg holds no shares and 58,140 warrants in the Company.

Anne Thorstvedt Sjöberg (born 1965)

Board member

Education: Degree of Master of Science in Business and Economics from Handelshögskolan Göteborgs University.

Background: Anne Thorstvedt Sjöberg has a Degree of Master of Science in Business and Economics and has been a board member of Clas Ohlson for the past five years. She has many years of international experience as regional and global sales manager for Mondelez International, Kraft Foods and Procter & Gamble, and has also been global marketing manager at Electrolux.

Current positions: Board member of Clas Ohlson AB.

Prior positions (past five years): -

Holdings in the Company (including related parties): As of the date of the Prospectus, Anne Thorstvedt Sjöberg holds no shares and 58,140 warrants in the Company.

John Wistedt (born 1980)

Board member and CEO, The Wine Team Global AB

See below under "Senior executives".

Helen Fasth Gillstedt (born 1962)*Board member*

Education: Degree of Master of Science in Business and Economics from Stockholm School of Economics and studies at Stockholm University, Royal Institute of Technology KTH and Stockholm Resilience Center.

Background: Helen Fasth Gillstedt has many years of experience as board member of companies in several industries. She has experience from several company listings from these assignments and has served on various board committees (Audit Com, Sustainability Com, Remuneration Com). She has previously held leading positions at SAS Group and Statoil Group.

Current positions: Board member of Storytel AB, Munters Group AB, PowerCell AB, Handelsbanken Fonder AB. CEO of Blong AB.

Prior positions (past five years): Board member of Samhall AB, Humana AB, AcadeMedia AB, Lindorff A/S, NAI Svefa AB and Sjölundas Gård Ekogrossisten AB.

Holdings in the Company (including related parties): As of the date of the Prospectus, Helen Fasth Gillstedt holds no shares and 58,140 warrants in the Company.

Mikael Aru (born 1953)*Board member*

Education: Degree of Master of Science in Business and Economics from Linköping University.

Background: Mikael Aru has for many years worked with a large number of national and international development programs for Nestlé, Freia Marabou, Kraft Foods and Orkla groups. He has also been the CEO, head of the group and board member of these groups.

Current positions: Chairman of the board of AB Axel Granlund. Board member of Cloetta AB, AB Stenströms Skjortfabrik, Bröderna Börjesson Bil AB, Mikael Aru Management Consulting AB, DR Per Håkansson's Stiftelse and Gorthon Stiftelsen. Deputy member of Riksbyggen Bostadsrättsförening Mäster Johan i Malmö.

Prior positions (past five years): Chairman of the board of CCS Health Care, Pauling Group Ltd Finland, KiiltoClean Holding AB, KiiltoClean AB, AB Stenströms Skjortfabrik, Ingelsta Kalkon AB, Guldfågeln Aktiebolag, Blenta Aktiebolag, Torsåsen Fågelprodukter AB and Fuchs Gruppe AG Germany. Board member of Electra Gruppen AB (publ), MTR Foods Ltd and Blentagruppen Aktiebolag.

Holdings in the Company (including related parties): As of the date of the Prospectus, Mikael Aru holds no shares and 58,140 warrants in the Company.

SENIOR EXECUTIVES

Name	Position	Employed since
Emil Sallnäs	CEO	2021
Linn Gäfvert	CFO	2020
Björn Wittmark	Senior Business developer	2001
Mikael Sundström	Director Sustainability & Corporate Communications	2018
John Wistedt	CEO of Wine Team	2009

Emil Sallnäs (born 1971)*CEO*

Education: Master of Science in Business Administration from Uppsala University.

Background: Emil Sallnäs has been a partner and senior executive of the Group since the beginning of the 2000s.

Current positions: Board member of Justincase 262 Aktiebolag, Shiraz International AB and Sprit & Vinleverantörsföreningen. Deputy board member of Pinot Noir AB.

Prior positions (past five years): Chairman of the board of Malbec Holding AB.

Holdings in the Company (including related parties): As of the date of the Prospectus, Emil Sallnäs, indirectly through Late Harvest Wine Holding 1971 AB, holds 25,110,216 shares and no warrants in the Company.

Linn Gäfvert (born 1981)*CFO*

Education: Degree of Master of Science in Business and Economics from Lund University and studies in Commercial Law at Lund University.

Background: Linn Gäfvert has a Degree of Master of Science in Business and Economics and has a background as an auditor at PwC and as a Business Controller at Altia Sweden and Altia Wines with responsibility for Altia's spirits markets.

Current positions: -

Prior positions (past five years): -

Holdings in the Company (including related parties): As of the date of the Prospectus, Linn Gäfvert holds no shares and 69,768 warrants in the Company.

Björn Wittmark (born 1953)*Senior Business Developer*

Education: Bachelor of Applied Science, Canberra University, Australia.

Background: Björn Wittmark has been a partner and senior executive of the Group since the beginning of the 2000s. He has many years of background in wine import and environmental planning.

Current positions: Chairman of the board of Stiftelsen Mosaik. Board member of Wittmark & Wilson Holding AB and Vin & Vind AB. CEO and Board member of U&US AB.

Prior positions (past five years): Chairman of the board of U&US AB and Vindbacken AB. Board member of Malbec Holding AB and CISA OY.

Holdings in the Company (including related parties): As of the date of the Prospectus, Björn Wittmark and Pamela Wilson, to whom Björn is married, indirectly through Vin & Vind AB, together holds 25,110,216 shares and no warrants in the Company.

Mikael Sundström (born 1978)*Director Sustainability & Corporate Communications*

Education: Degree of Master of Science in Business and Economics from Stockholm School of Economics. International Business EM Lyon.

Background: Mikael Sundström has a Degree of Master of Science in Business and Economics and has experience from various management positions within organization, sustainability and communication in the companies Enact Sustainable Strategies and Pernod Ricard.

Current positions: Chairman of the board of Bostadsrättsföreningen Syrsan 2.

Prior positions (past five years): Deputy board member of Sprit & Vinleverantörs- föreningen.

Holdings in the Company (including related parties): As of the date of the Prospectus, Mikael Sundström holds no shares and no warrants in the Company.

John Wistedt (born 1980)*CEO of Wine Team*

Education: Degree of Master of Science in Business and Economics from Uppsala University and Master International Wine & Spirits Burgundy Business School. Executive Education, Harvard Business School.

Background: John Wistedt has a background as purchaser at Systembolaget and Prime Wine Sweden.

Current positions: Chairman of the board of Legendum Capital AB, JW Kapital AB and A Place in the Sun Fastighets AB. Board member of Cali Wine Girls Inc. and Saga sleeping technologies AB.

Prior positions (past five years): Deputy board member of Sprit & Vinleverantörsföreningen.

Holdings in the Company (including related parties): As of the date of the Prospectus, John Wistedt, indirectly through Legendum Capital AB, holds 9,380,889 shares and no warrants in the Company.

OTHER INFORMATION ON THE BOARD OF DIRECTORS AND SENIOR EXECUTIVES

There are no family ties between any of the board members or senior executives. None of the Company's board members or senior executives have any private interests that could conflict with those of the Company. However, as described above, several board members and senior executives have financial interests in the Company through their shareholdings. None of the board members or senior executives have been chosen or elected as a result of a specific arrangement with major shareholders, customers, suppliers or other parties.

None of the board members or senior executives in the Company have during the past five years, (i) been subject to accusations or convicted in fraud-related offences, (ii) been a representative of a company which has been declared bankrupt, put into liquidation or undergone corporate structuring, (iii) been subject to accusations or sanctions by statutory or regulatory authorities (including recognised bodies) or (iv) been disqualified by a court from acting as a member of a company's administrative, managing or supervisory body or from acting in the management or conduct affairs of any issuer.

AUDITOR

Ernst & Young Aktiebolag is the independent auditor of Viva Wine Group AB with Andreas Nyberg as the responsible auditor. Andreas Nyberg has been auditor for the periods covered by the historical financial information in the Prospectus. Andreas Nyberg is an authorized public accountant and a member of FAR (the professional institute for authorized public accountants). Ernst & Young Aktiebolag's address is Box 7850, 103 99 Stockholm.

Corporate governance

The Company is a Swedish public limited liability company. Prior to the listing on Nasdaq First North Premier Growth Market, corporate governance in the Company was based on Swedish law and internal rules and instructions. After the listing on Nasdaq First North Premier Growth Market, the Company will also apply the Swedish Corporate Governance Code (the “Code”). Companies that apply the Code do not have to comply with all of the rules in the Code, but rather have the possibility of choosing alternate solutions that the Company deems to be better suited to the Company and its operations, provided that any deviations are presented, that the alternate solution is described and that the reasons are explained in the corporate governance report (the “comply or explain principle”). As of the date of this Prospectus, the Company does not expect to report any deviations from the Code in the corporate governance report for the current financial year.

General meetings

According to the Swedish Companies Act (2005:551) (Sw. *aktiebolagslagen*), the general meeting is the Company’s highest decision-making body. At the general meeting, the shareholders exercise their voting rights on key issues, such as the adoption of income statements and balance sheets, appropriation of the Company’s earnings, discharge from liability of board members and the CEO, election of board members and auditors, and remuneration to board members and auditors.

In addition to the annual general meeting, the Company may convene extraordinary general meetings. In accordance with the Company’s articles of association, notice of the annual general meeting and notices of an extraordinary general meeting at which the matter of an amendment to the articles of association is to be addressed are to be issued not earlier than six weeks and not later than four weeks prior to the meeting. Notices of other extraordinary general meetings shall be issued not earlier than six weeks and not later than two weeks prior to the meeting. Notices convening general meetings shall be given in the form of an announcement in *Post- och Inrikes Tidningar* and through publication of the notice on the Company’s website. An advertisement stating that notification has taken place shall simultaneously be made in national daily newspaper *Dagens Industri*.

Right to attend general meetings

All shareholders who are directly registered in the share register maintained by Euroclear six weekdays before the general meeting and have notified the Company of their intention to participate in the general meeting not later than the date stated in the notice convening the general meeting have the right to attend the general meeting and vote for the number of shares they hold. Shareholders can normally register for general meetings in a number of different ways, as stated in the convening notice for the meeting.

Shareholder initiatives

Shareholders who wish to have a matter brought before the general meeting must submit a written request to the board of directors. Such a request must normally be received by the board of directors not later than seven weeks prior to the general meeting.

Nomination committee

Under the Code, the Company is to have a nomination committee, the purpose of which is to submit proposals in respect of the chairman of general meetings, board member candidates (including the

chairman), fees and other remuneration to each board member as well as remuneration for committee work, election of and remuneration to the external auditors and a proposal regarding the nomination committee for the following annual general meeting. The nomination committee’s proposals are presented in the official notice of the annual general meeting. At the extraordinary general meeting on 3 November 2021, the shareholders adopted the following principles for the appointment of the nomination committee: Ahead of the annual general meeting, the Company’s nomination committee is to comprise of four members, of whom three are to be appointed by the three largest shareholders in the Company in terms of votes who are registered as owners in the share register maintained by Euroclear Sweden AB at the end of the fourth quarter of the Company’s financial year, and the chairman of the board, who is also to convene the inaugural meeting of the nomination committee. The inaugural meeting of the nomination committee is to be convened before the 2022 annual general meeting.

BOARD OF DIRECTORS

The Company’s Board of Directors is the highest decision-making body after the general meeting.

In accordance with the Swedish Companies Act, the board of directors is responsible for the Company’s organisation and management, which means it is responsible for, inter alia, establishing procedures and strategies, ensuring that set targets are evaluated, continuously assessing the Company’s financial position and performance, and evaluating the operational management. The board of directors is also responsible for ensuring that the annual report, consolidated accounts and interim reports are prepared in a timely manner. Moreover, the board of directors appoints the CEO.

The board of directors follows written rules of procedure, which are revised annually and adopted by the statutory board meeting every year, or in another manner if so required. Among other things, the rules of procedure govern the practice and functions of the board of directors as well as the division of work between the board members and committees, the CEO and established committees. At the statutory board meeting, the board of directors also establishes instructions for the CEO, instructions for financial reporting, instructions for the board’s established committees and the election of members and chairman of each committee.

The board of directors meets according to an annually predetermined schedule. In addition to these meetings, additional board meetings can be convened to address issues that cannot be postponed until the next ordinary board meeting. In addition to the board meetings, the chairman of the board and the CEO continuously discuss the Company and its management. The chairman of the board has special responsibility for managing the board of directors work and ensuring that it is well organised and effectively implemented.

The board members are elected every year at the annual general meeting for the period until the end of the next annual general meeting. According to the Company’s articles of association, the Board of Directors must consist of at least three members and at most ten members, with at most ten deputies. As of the date of this Prospectus, the Board of Directors consists of five members elected by the annual general meeting, who are presented in greater detail in the section “Board of Directors, senior executives and auditor”.

Remuneration committee

On 14 June 2021, the Board of Directors established a remuneration committee consisting of Anne Thorstvedt Sjöberg (chairman of the committee) and Anders Moberg. The remuneration committee is primarily a preparatory body that prepares proposals for the Board of Directors. The work of the remuneration committee is conducted in accordance with instructions adopted by the Board of Directors on 14 June 2021. The primary tasks of the remuneration committee are to prepare decisions by the board of directors on issues concerning remuneration policies, remuneration and other terms of employment for company management; to monitor and evaluate ongoing programmes for variable remuneration to company management and programmes that were adopted during the year; and to monitor and evaluate application of the guidelines for remuneration to senior executives decided on by the annual general meeting as well as existing remuneration structures and levels in the Company.

Audit committee

On 15 April 2021, the Board of Directors resolved to establish an audit committee and to appoint Helen Fasth Gillstedt (chairman of the committee) and Mikael Aru as members of the audit committee. The audit committee is primarily a preparatory body that prepares proposals for the board of directors. The work of the audit committee is conducted in accordance with instructions adopted by the Board of Directors on 15 April 2021. Its primary tasks, without prejudice to the general duties and responsibilities of the board of directors, are to:

- » monitor the Company's financial reporting;
- » monitor the efficiency of the Company's internal control and risk management with regard to financial reporting;
- » maintain an ongoing dialogue with the auditors and management regarding the Company's accounting policies;
- » remain informed of the audit of the annual report and consolidated accounts;
- » inform the board of directors of the results of the audit and of the manner in which the audit contributed to the reliability of the financial reporting as well as the functions the committee has had;
- » review financial reports at group level;
- » monitor and review the Company's internal control regarding accounting, financial management and the Company's financial situation;
- » maintain an ongoing dialogue regarding the Company's guidelines for risk assessment and risk management on any material financial risks and participate in planning the scope of external audit with the Company's management;
- » discuss any potential communication with authorities regarding the Company's annual report or accounting principles with auditors and management;
- » ensure collaboration between auditors and management;
- » keep up-to-date on the Audit-inspections results and conclusions regarding the auditor;
- » review the auditor's report to the Audit committee;
- » review and monitor the auditor's impartiality and independence, noting in particular whether the auditor provides the Company with services other than audit services;
- » assist in the preparation of proposals regarding auditors for resolution at general meetings;

- » regularly summon and consult the auditors; and
- » evaluate the corporate governance report and sustainability report if applicable.

CEO

The CEO reports to the board of directors and is responsible for the day-to-day management and operations of the Company. The division of work between the Board of Directors and the CEO is set forth in the rules of procedure for the board of directors and the instructions to the CEO.

The CEO shall ensure that the Company's accounts are maintained in accordance with applicable legislation and that the management of funds takes place in a sound manner and is the object of suitable controls and reviews. The CEO shall further ensure that the Company has an updated order of attestation and is liable for the Company's compliance with the information requirements according to Nasdaq Stockholm's Rulebook for Issuers of Shares and in regards to applicable legislative and regulatory framework.

The CEO shall attend board meetings. In addition, the CEO is to prepare and present matters to the board of directors that are outside of day-to-day management. The CEO shall ensure that the matters are well documented and that the board of directors, in conjunction with the notice of the board meeting at the latest, receives relevant information and documentation as stated in the board of directors rules of procedure. In addition, the CEO shall execute the decisions made by the board of directors.

According to the instructions for financial reporting, the CEO is responsible for the Company's financial statements and consequently must ensure that the board of directors receives suitable information to be able to evaluate the Company's financial position.

The CEO must continuously (at least at every board meeting) keep the board apprised of the development of the Company's operations, the amount of sales, price and cost trends, the Company's results and financial position, cash flow, liquidity and credit standing, customers gained and lost, whether taxes and statutory fees have been paid and any material business events such as significant deviations from the budget that are important indicators of earnings and liquidity as well as any terminations of agreements that are significant for the Company. The CEO must also continuously inform the board of directors of any other events, circumstances or conditions that cannot be deemed trivial for the Company's shareholders. The CEO and other senior executives are presented in the section "*Board of Directors, senior executives and auditors*".

INTERNAL CONTROL

Internal control over financial reporting

The Company has a framework for governing and managing risk that is an integral part of the operational and strategic governance of the Company. The framework for governance consists of a code of conduct, policies and guidelines that regulate how the Company is governed. The Board of Directors and CEO are ultimately responsible for ensuring that internal controls are developed, communicated to and understood by employees who are responsible for the individual control procedures and ensuring that control procedures are monitored, implemented, updated and maintained. Managers at various levels are responsible for ensuring that internal controls are established in their own areas of operation and that these controls fulfil their purpose. The CFO is further responsible for the implementation of the Company's framework on internal control and also to ensure that necessary controls are developed, monitored and serves its purpose. The CEO together with the CFO

shall appoint an internal control coordinator who is responsible for establishing and monitoring more specific policies and processes for the internal control, and shall also be responsible for coordination, reporting and monitoring such control routines within the Group. Internal control includes control over the Group and the organisation, procedures and follow-up measures. The aim is to ensure that reliable and accurate financial reporting takes place to ensure that the Company's and the Group's financial reporting is prepared in accordance with the law, applicable accounting standards and other requirements. The system for internal control also aims to monitor compliance with the Group's policies, principles and instructions. In addition, the system ensures that the Company's assets are protected and that the Company's resources are utilised in a cost-effective and appropriate manner.

Sustainable governance

The Board of Directors is responsible for the Company's sustainability strategy and for the management of the associated risks and opportunities. The responsibilities of the Board of Directors include monitoring compliance with the Group's code of conduct, which is based on principles in the areas of social responsibility, environment and business ethics in order to pursue a sustainable supply chain, sustainable transport chain and a sustainable customer- and consumer offer. On 24 September 2021 the Board of Directors established a sustainability policy in order to identify priority areas and establish group guidelines for sustainability operations. The groups sustainability manager is responsible for communication and implementation of the sustainability policy, which is applicable to everyone working within the group. The Company shall comply with the following international principles and guidelines in regards to environment, human rights, labour conditions, anti-corruption and, ethics:

- » The ten principles of the UN global compact, which includes UN global targets for sustainable development, UN universal declaration of human rights, International labor organizations declaration on Fundamental Principles and Human rights at Work, Rio-declaration and UN convention against corruption;
- » OECD guidelines for multinational enterprises;
- » OECD Anti Bribery Convention; and
- » Task Force on Climate Related Financial Disclosures (TCFD), a framework to identify a company's financial risks and possibilities.

In addition, the Group and its partners shall comply with amfori BSCI code of conduct. In order to ensure that the Company's sustainability strategy is achieved, targets shall be set at group level and each business area will be monitored and reviewed annually. The company prepares sustainability reports in accordance with the Global Reporting Initiative (GRI).

REMUNERATION OF THE BOARD OF DIRECTORS, CEO AND OTHER SENIOR EXECUTIVES

Remuneration of the Board of Directors

The chairman of the Board of Directors and other board members are paid a fee in accordance with the resolution of the annual general meeting. At the extraordinary general meeting on 15 April 2021, it was resolved that chairman of the board Anders Moberg would be paid a remuneration of SEK 650,000, that board members Anne Thorstvedt Sjöberg, Helen Fasth Gillstedt and Mikael Aru would receive remunerations of SEK 300,000 each, that chairman of the audit committee Helen Fasth Gillstedt would receive a remuneration of SEK 100,000 and that audit committee member Mikael Aru would receive a remuneration of SEK 60,000. In addition, it was resolved that remunerations of SEK 150,000 will be paid to board member John Wistedt from 1 December 2021 and that no fees would be paid to Emil Sallnäs and Björn Wittmark.

The board members of the Company are not entitled to any benefits after resigning as members of the Board of Directors.

Remuneration of the CEO and senior executives

Remuneration of the CEO and other senior executives is subject to an annual review in accordance with the Company's guidelines for remuneration.

Guidelines for remuneration of senior executives

The following guidelines for remuneration of employees in the Company were adopted at the annual general meeting held on 14 June 2021.

General

These guidelines are intended to help establish the conditions for the Company to retain and recruit capable and committed employees to successfully carry out the Company's business strategy and fulfil the Company's long-term interests, including its sustainability. In order to achieve the Company's business strategy, it is necessary that the total annual remuneration is market based and competitive in light of the employee's profession and the individual's area of responsibility, authority and performance. Remuneration can include fixed salary, variable remuneration, other remuneration and pension.

Variable remuneration

Variable remuneration is to be based on earnings in relation to established short-term (annual) financial targets or to targets that contribute to financial targets or to value creation for the Company's shares. The aim of remuneration is to fulfil the Company's business strategy and long-term targets in order to enable the Company to operate as a going concern. Remuneration is to be paid in cash. Short-term remuneration must not exceed 100 percent of the individual's annual salary without special approval by the board of directors.

Short-term performance targets are to include components for operating profit (Earnings Before Interest and Taxes, EBIT) and can encompass sustainability targets, targets concerning organic growth, individual targets or a combination thereof. The Company does not apply long-term performance targets or cash remuneration.

Pensions and other benefits

Pensions are to be defined-contribution plans and amount to a maximum of 30 percent of fixed annual salary. The retirement age is generally 67 years. Other minor benefits can encompass health insurance, company car benefits and fitness subsidies.

Preparation and decision-making processes

The remuneration committee is to review and approve the terms and conditions for the employment contract of the CEO. Decisions related to the remuneration of other senior executives are to be proposed by the CEO and decided on by the chairman of the board. Senior executives that are employees report directly to the CEO. The same principles apply to all levels in the Company's organisation, meaning that all remuneration decisions are proposed by the immediate manager and decided on by the individual to whom the immediate manager reports.

Concerning the CEO, all matters related to remuneration are to be handled by the board of directors remuneration committee and decided on by the board of directors. When the board of directors or remuneration committee addresses and decides on remuneration-related matters, senior executives must not be present or attend the meetings in question insofar as the matters concern them. The remuneration committee is also to prepare board decisions

concerning proposals for guidelines for senior executives, and to oversee and monitor the implementation and application of the guidelines.

In addition, the board of directors is to prepare a remuneration report.

Application and deviations from the guidelines

The Board of Directors has the right to decide to temporarily deviate from the guidelines, entirely or in part, if there are particular reasons in individual cases where a deviation is necessary to fulfil the Company's long-term interests. The remuneration committee is responsible for preparing proposals ahead of board decisions

concerning remuneration, including deviations from the guidelines. For positions regulated by laws other than Swedish law, appropriate adaptations are made concerning pension benefits and other benefits to comply with the applicable legislation and local practice, wherein the overall aim of the guidelines is to be fulfilled to the greatest extent possible.

The guidelines have not been given preferential rights ahead of binding legislation or collective bargaining agreements applicable to employment terms and are not applied for agreements already entered into.

Remuneration in 2020

The following table shows the remuneration of board members and senior executives in the Company during the 2020 financial year. During 2020, the senior executives in the Company consisted of the Board of Directors.

SEK thousand	Board fee/ base salary	Variable remuneration	Pension costs	Other benefits	Total
Board of Directors					
Emil Sallnäs, CEO (formerly chairman of the board)	1,205.1	-	-	-	1,205.1
Björn Wittmark	1,229.1	-	-	-	1,229.1
John Wistedt	1,135.4	-	119.4	-	1,254.8
Total board	3,569.6	-	119.4	-	3,689.0

The Company has no allocated or accrued expenses for pensions or similar benefits in the event that a board member or senior executive resigns from their assignment/position.

Benefits for the CEO and other senior executives should the employment relationship be terminated

The CEO receives a fixed salary of SEK 120,000 per month that is subject to an annual review as of 1 January. The period of notice for both the CEO and the Company is twelve months. Upon termination of employment by the Company, the CEO has the right to severance pay amounting to twelve months' salary, in addition to termination pay. Upon termination, the CEO is also entitled to a maximum of 60 percent of the fixed monthly salary during the period in which the CEO is subject to a non-compete agreement, which applies for twelve months after the termination of employment.

Other senior executives receive a fixed salary of between SEK 79,000 and SEK 100,000 per month. All other senior executives have a mutual period of notice of six months, with the exception of Mikael Sundström who has a mutual period of notice of four months. Other senior executives who are not major shareholders in the Company are entitled to an annual bonus that is performance based. In addition, these persons are also entitled to compensation in the implementation of the Offering. Upon termination, John Wistedt and Björn Wittmark are entitled to a maximum of 60 percent of their fixed monthly salary during the period in which they are subject to a non-compete agreement, which applies for twelve months after the termination of employment.

Pensions for senior executives are to be defined-contribution plans and amount to a maximum of 30 percent of fixed annual salary in accordance with the Company's guidelines.

In addition to what has been described above, no senior executives are entitled to any benefits during their periods of notice, and the Company has not made any provisions or capitalised any amounts for pensions or similar benefits in the event that a senior executive resigns from their position.

AUDIT

The auditor is to review the Company's annual reports and financial statements as well as the management of the Board of Directors and CEO. Following each financial year, the auditor shall submit an audit report and a consolidated audit report to the annual general meeting. In accordance with the Company's articles of association, the annual general meeting is to appoint an auditor or a registered public accounting firm. The Company's auditor is presented in greater detail in the section "Board of Directors, senior executives and auditors".

For the 2020 financial year, total remuneration to the Company's auditor amounted to SEK 1.9 million, of which SEK 1.6 million pertained to the audit engagement.

Share capital and ownership structure

GENERAL INFORMATION REGARDING THE SHARES OF THE COMPANY

The Company has issued one class of shares. As of the date of the Prospectus, according to the Company's articles of association, the share capital may not be less than SEK 500,000 and may not exceed SEK 2,000,000 and the number of shares may not be less than 60,000,000 and not exceed 240,000,000. As of 1 January 2021 the Company's share capital amounted to SEK 50,000 distributed on 5,000,000 shares. As of 30 September 2021 the Company's share capital amounted to SEK 500,000 distributed on 5,000,000 shares. As of the date of the Prospectus, the Company's share capital amount to SEK 536,184.08 distributed on 64,342,089 shares. The shares are denominated in SEK and each share has a quota value of approximately SEK 0.008. The ISIN code for the Company's share is SE0017084361.

After completion of the Offering, provided that it is fully subscribed and the Overallotment Option is exercised in full, the Company's share capital will amount to SEK 740,265.70 distributed on 88,831,884 shares. The shares of the Company will be subject to trading on Nasdaq First North Premier Growth Market with the ticker VIVA.

The shares in the Company has been issued in accordance with Swedish law. All issued shares are fully paid and freely transferable. No public takeover bid has been made for the offered shares during the current or preceding financial year.

CERTAIN RIGHTS ATTACHED TO THE SHARES

The shares in the Offering are in the same class. The rights attached to the shares issued by the Company, including those pursuant to the Company's articles of association, may only be amended in accordance with the procedures set out in the Swedish Companies Act (2005:551).

Preferential rights to new shares, etc.

If the Company issues new shares, warrants or convertibles in a cash issue or a set-off issue, as a general rule, the main rule is that shareholders have preferential rights to subscribe for such securities proportionally to the number of shares held prior to the issue.

Voting Rights

Each share in the Company entitles the holder to one vote at general meetings of shareholders, and each shareholder is entitled to cast votes equal in number to the number of shares held by said shareholder in the Company.

Rights to dividends and balances in the event of liquidation

After the completion of the Offering, all shares will carry equal rights to dividends and to the Company's assets and any potential surplus in the event of liquidation. Decisions regarding dividends in limited liability companies are made by the general meeting of shareholders. Entitlement to receive dividends accrues to those who, on the record date adopted by the general meeting of shareholders, are registered in the share register maintained by Euroclear as shareholders. Dividends are normally distributed to the shareholders as a cash amount per share through Euroclear, but may also be distributed in forms other than cash (distribution in kind). Should a shareholder be unable to be reached through Euroclear, the shareholder will continue to have a claim against the Company with regard to the dividend limited in time pursuant to a ten-year statute of limitation. Should the claim become barred by the statute of limitations, the dividend amount accrues to the Company.

No restrictions on the right to receive dividends apply to shareholders residing outside of Sweden. With reservation for any limitations imposed by the banks and clearing systems in the jurisdictions concerned, distributions to such shareholders are conducted in the same manner as to shareholders in Sweden. Shareholders who are not subjects to taxation in Sweden are usually subject to Swedish withholding tax.

Information about public takeover bids and redemption of minority shares

Provided that the Company's shares are admitted to trading on Nasdaq First North Premier Growth Market, the Company's share will be subject to the rules regarding public takeover bids issued by the Swedish Corporate Governance Board (Takeover rules for certain trading platforms) (the "Takeover Rules"). The Takeover Rules stipulate that any person who does not hold any shares, or hold shares representing less than 30 percent of the voting rights in a Swedish limited liability company whose shares are admitted to trading on, for example, Nasdaq First North Premier Growth Market, and who through the acquisition of shares in such a company, alone or together with a closely related party, holds shares representing 30 percent or more of the voting rights, is obliged to immediately disclose the size of its holding in the company and, within four weeks thereafter, make a public offer to acquire the remaining shares in the company (mandatory bid requirement).

Furthermore, the Takeover Rules stipulate that if the board of directors or the CEO, due to information arising from the person intending to submit a voluntary public takeover bid for the shares in the Company, has good reason to assume that such an offer is imminent, or if such an offer has been submitted, the Company may, in accordance with the Takeover Rules, only after a decision by the Annual General Meeting take measures that are likely to impair the conditions for the submission or implementation of the offer. Notwithstanding this, the company may search for alternative offers.

A shareholder who directly, or through a subsidiary, holds more than 90 percent of the shares in a Swedish limited liability company is entitled to redeem the remaining shares in the company. Holders of the remaining shares are, correspondingly, entitled to have their shares redeemed by the majority shareholder. The procedure for such redemption of minority shares is regulated in the Swedish Companies Act (2005:551).

The shares in the Company are not subject to any offer made due to a mandatory bid, redemption rights or buy-out obligation. Nor has any public takeover bid been submitted regarding the shares during the current or preceding financial year.

DIVIDEND POLICY

Viva Wine Group intends to use generated cash flow for dividends to shareholders after considering long-term financial stability, growth opportunities and strategic initiatives. Taking these considerations into account, Viva Wine Group intends to distribute 50-70 percent of the annual result attributable to the parent company's shareholders as dividends.

CENTRAL SECURITIES DEPOSITORY

The Shares are registered in a central securities depository register in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (1998:1479). This register is maintained by Euroclear, Box 191, 101 23 Stockholm, Sweden. The ISIN code for the Company's share is SE0017084361.

CHANGES IN SHARE CAPITAL

The following table presents the changes to the Company's share capital for the period encompassed by the historical financial information in the Prospectus, including any known changes after that date.

Reg. (year)	Event	Number of shares		Share capital (SEK)	
		Change	Total	Change	Total
2018	Formation	50,000	50,000	50,000	50,000
2019	Split (1:100)	4,950,000	5,000,000	-	50,000
2021	Bonus issue	-	-	450,000	500,000
2021	Split (1:12)	55,000,000	60,000,000	-	-
2021	Share issue	4,342,089	64,342,089	36,184.08	536,184.08
2021	<i>The Offering¹</i>	24,489,795	88,831,884	204,082.63	740,265.70

1) Based on the assumption that the Offering is fully subscribed.

NET ASSET VALUE PER SHARE COMPARED TO THE PRICE PER SHARE IN THE OFFERING

As of 30 September 2021, the net asset value of the Company comprised SEK 87.9 per share. Adjusted for the share split 1:12 as above, the net asset value as of September 30, 2021 had amounted to SEK 7.3 per share (without adjustments for the Offering and pro forma). The price in the Offering amounts to SEK 49 per share.

SHAREHOLDER AGREEMENTS

To the best of the Board of Directors knowledge, there are no shareholders' agreements' or other arrangements between the Company's shareholders pertaining to joint influence over the Company. Nor is the Board of Directors aware of any agreements or similar undertakings that could lead to changes in control over the Company.

CONVERTIBLES, WARRANTS, ETC.

Long-term incentive programme for management

At an extraordinary general meeting held on 5 December 2021, a resolution was passed to issue warrants as part of the introduction of a series 2021:3 incentive programme for current senior executives and other key employees in the Group (the "Participants"). In total, the series 2021:3 warrants will comprise 469,692 warrants. The warrants are issued to the Participants at a market value established by Ernst & Young AB pursuant to the Black & Scholes valuation model. The number of warrants per Participant depends on the respective Participant's position in the Group. The maximum number of warrants that each of the Participants in executive management may acquire is presented in the following table.

Participant	Warrants	Share of programme (%)
Linn Gäfvert	69,768	14.85
Other employees (15 individuals)	399,924	85.15
Total 2021:1	469,692	100.00

The warrants may be utilised during the 15-day period beginning immediately following the day after the publication of the Company's interim report for the fourth quarter of 2024, although not later than from 1 March 2025 to 15 March 2025. The exercise price for the warrants will correspond to SEK 63.70.

The terms and conditions of the warrants contain customary translation procedures, including procedures for warrants issued with preferential rights and dividends paid before the exercise date for the warrants. The Company has retained the right to repurchase warrants from the Participants if, for example, the Participants wish to sell the warrants to a third party or if the employment of a Participant is terminated for a reason other than redundancy.

Assuming that all 469,692 warrants in the series 2021:3 incentive programme will be utilised for the subscription of new shares, the Company's share capital will increase by about SEK 3,914.10, corresponding to approximately 0.52 percent of the Company's share capital after the completion of the Offering.

Since the warrants are to be subscribed for at market value, the Company believes that any social security costs that arise as a result of the programme will be limited. As such, the costs of the programme will mainly be connected to its implementation and administration.

Long-term incentive programme for the Board of Directors

At the extraordinary general meeting held on 5 December 2021, a resolution was passed to issue warrants as part of the introduction of a series 2021:4 incentive programme for certain Board members of the Group (the “**Board Participants**”). In total, the series 2021:4 warrants will comprise 232,560 warrants. The warrants were issued to the Board Participants at a market value established by Ernst & Young AB pursuant to the Black & Scholes valuation model. The maximum number of warrants that each of the Board Participants in executive management may acquire is presented in the following table.

Board participant	Warrants	Share of programme (%)
Anders Moberg	58,140	25.0
Helen Fasth Gillstedt	58,140	25.0
Mikael Aru	58,140	25.0
Anne Thorstvedt Sjöberg	58,140	25.0
Total 2021:4	232,560	100.0

The warrants may be utilised during the 15-day period beginning immediately following the day after the publication of the Company's interim report for the fourth quarter of 2024, although not later than from 1 March 2025 to 15 March 2025. The exercise price for the warrants will correspond to SEK 63.70.

The terms and conditions of the warrants contain customary translation procedures, including procedures for warrants issued with preferential rights and dividends paid before the exercise date for the warrants. The Company has retained the right to repurchase warrants from the Board Participants if, for example, the Board Participants wish to sell the warrants to a third party or if the employment of a Board Participant is terminated.

Assuming that all 232,560 warrants in the series 2021:4 incentive programme will be utilised for the subscription of new shares, the Company's share capital will increase by about SEK 1,938, corresponding to approximately 0.26 percent of the Company's share capital after the completion of the Offering.

Since the warrants are subscribed for at market value, the Company believes that any social security costs that arise as a result of the programme will be limited. As such, the costs of the programme will mainly be connected to its implementation and administration.

Except from what is stated above, the Company has no outstanding promissory notes, convertibles or similar commitments that carry the right to a new subscription of shares in the Company, nor are there any agreements or other commitments carrying the right to warrants or other limitations in terms of the Company's shares including rights accruing to shares.

Previously adopted incentive programs

At the extra general meeting on 28 October 2021, a resolution was adopted to issue warrants as part of the introduction of an incentive program 2021:1 for current senior executives and other key personnel in the Group, and an incentive program 2021:2 for certain elected board members. At the extra general meeting on 5 December 2021, the extra general meeting resolved that the Board of Directors shall carry out the repurchase and cancellation of issued warrants in order to offer the participants warrants under programs of series 2021:3 and series 2021:4. The Company is now the holder of all 58,521 warrants of series 2021:1 and series 2021:2, which are expected to have been registered as canceled before the first day of trading in the Company's shares on Nasdaq First North Premier Growth Market.

AUTHORIZATION TO ISSUE SECURITIES RELATED TO THE OFFERING

The annual general meeting held on 20 September 2021 has resolved to authorize the Board of Directors during the period up until the next annual general meeting to, on one or more occasions, resolve to issue shares, convertibles and/or warrants with the right to convert to or to subscribe for shares, with or without preferential rights for the shareholders, within the limits of the articles of association, to be paid in cash, in asset and/or by way of set-off. The authorization shall be valid up until the Company's shares are admitted to trading on a market place (including a potential stabilization period), however no longer than the next annual general meeting.

The purpose of the authorization is for the Board of Directors to be able to resolve on share issues without preferential rights for the shareholders as above is primarily for raising new capital in connection with broadening the shareholder base in the Company in the event of ownership dispersal or listing of the Company's shares. The Board of Directors intends to resolve to the issue of the shares covered by the Offering on the basis of this authorization.

OWNERSHIP STRUCTURE

The Company has 14 shareholders as of the date of the Prospectus. The Company is indirectly controlled by Late Harvest Wine Holding 1971 AB and Vin & Vind AB as of the date of the Prospectus and prior to the completion of the Offering. The table below shows the shareholding in the Company, as of the date of the Prospectus and before and after the completion of the Offering, whereby the ownership structure is also shown partly on the Overallotment option not exercised, partly on the assumption that the Overallotment Option is fully exercised. Selling Shareholders only sell existing shares within the framework of the Overallotment Option.

Shareholder	Holding immediately prior to the Offering		After the Offering (if the Offering is fully subscribed and the Overallotment Option is not exercised in full)		After the Offering (if the Offering is fully subscribed and the Overallotment Option is exercised in full)	
	Amount	Percent (%)	Amount	Percent (%)	Amount	Percent (%)
Late Harvest Wine Holding 1971 AB ¹	25,110,216	39.03	25,110,216	28.27	23,273,482	26.20
Vin & Vind AB ²	25,110,216	39.03	25,110,216	28.27	23,273,482	26.20
Legendum Capital AB ³	9,380,889	14.58	9,380,889	10.56	9,380,889	10.56
Arinto AB ⁴	3,149,160	4.89	3,149,160	3.55	3,149,160	3.55
Other shareholders	1,591,608	2.47	1,591,608	1.79	1,591,608	1.79
Cornerstone Investors	-	-	19,387,756	21.83	19,387,756	21.83
Other new shareholders	-	-	5,102,039	5.74	8,775,507	9.88
Total	64,342,089	100	88,831,884	100	88,831,884	100

1) Owned by Emil Sallnäs (CEO of Viva Wine Group).

2) Owned by Björn Wittmark (Director Business Development i Viva Wine Group) and Pamela Wilson.

3) Owned by John Wistedt (CEO Wine Team Global).

4) Owned by Charlotte Söderberg.

INFORMATION ABOUT THE SELLING SHAREHOLDERS

In addition to the newly issued shares offered by Viva Wine Group AB within the framework of the Offering, Emil Sallnäs, through Late Harvest Wine Holding 1971 AB, offers 1,836,734 existing shares in the Company and Björn Wittmark and Pamela Wilson, through Vin & Vind AB, offers 1,836,734 existing shares in the Company, amounting to a total of 3,673,468 existing shares in the Company as part of the Overallotment Option. Information about Selling Shareholders is shown in the table below.

Name	Address	LEI-code	Legal form	Country of registration and jurisdiction
Late Harvest Wine Holding 1971 AB	c/o Emil Sallnäs Klövervägen 42 167 53 BROMMA, SWEDEN	636700VZ9GOJHM4Q0A27	Swedish limited liability company	Sweden
Vin & Vind AB	Ebba Bååts väg 7 A 141 59 HUDDINGE, SWEDEN	636700B098YX64DK78	Swedish limited liability company	Sweden

LOCK-UP UNDERTAKINGS

All shareholders of the Company have undertaken vis-à-vis the Joint Global Coordinators, not to sell any shares in the Company for a specified period following the first day of trading in the shares on Nasdaq First North Premier Growth Market (the “**Lockup Period**”). These lock-up undertakings are subject to restrictions and exceptions, such as for example the share transfers between, as of the date of the Prospectus, existing shareholders, the of shares as part of the Offering, an acceptance of a public takeover bid which is directed to all shareholders in the Company in accordance with Swedish takeover rules, a sale or other divestment of shares as a result of an offer from the Company to purchase its own shares, and transfers that must take place due to legal requirements, government decisions or rulings. The Lock-up Period for the Selling Shareholders and John Wistedt and Charlotte Söderberg will be 720 days. The Board of Directors,

senior executives and other shareholders as of the date of the Prospectus will have a Lock-up Period of 360 days. Following the expiration of the Lock-up Period, the shares may be offered for sale. The Joint Global Coordinators may at its sole discretion grant exemptions to these undertakings during the Lock-up Period.

In the Placing Agreement (see section “*Legal considerations and supplementary information – Placing Agreement*”), the Company will make an undertaking to the Joint Global Coordinators, subject to the customary exceptions and for a period of 360 days from the first day of trading in the Company’s shares on Nasdaq First North Premier Growth Market, not to, inter alia, decide on or propose to the shareholders that the general meeting resolve on an increase in the share capital through a new issue of shares or other financial instruments, without the written consent of the Joint Global Coordinators.

Articles of association

The Company's articles of association were adopted on the Extraordinary General Meeting on 25 November 2021.

ARTICLES OF ASSOCIATION OF VIVA WINE GROUP AB

Reg. no. 559178-4953

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| <p>1 § Company name
The name of the company is Viva Wine Group AB. The company is a public company (publ).</p> <p>2 § Registered office of the company
The board of directors shall have its registered office in the municipality of Stockholm.</p> <p>3 § Objects of the company
The company's activities shall include the management of shares in operating companies, trade in wine and activities compatible therewith.</p> <p>4 § Share capital
The share capital shall not be less than SEK 500,000 and not more than SEK 2,000,000.</p> <p>5 § Number of shares
The number of shares shall be not less than 60,000,000 and not more than 240,000,000.</p> <p>6 § Board of directors
The board of directors shall comprise of a minimum of 3 and a maximum of 10 directors and not more than 10 deputy directors.</p> <p>7 § Auditors
For the review of the company's annual report as well as the management pursued by the board of directors and the managing director, the annual general meeting shall elect one auditor or audit firm.</p> <p>8 § Notice
Notice of general meetings shall be made by announcement in the Official Swedish Gazette and by posting the notice on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in the daily national paper Dagens Industri.</p> <p>9 § Collection of proxies and postal voting
The board of directors may collect proxies at the company's expense in compliance with the procedure set out in chapter 7 section 4 paragraph 2 of the Swedish Companies Act (2005:551).</p> <p>The board of directors may resolve, ahead of a general meeting of the shareholders, that the shareholders shall be entitled to exercise their voting rights by post prior to the meeting.</p> <p>10 § Participation in a general meeting
A shareholder that wishes to participate in a general meeting must be recorded in a printout or other transcript of the share register as of the day set out in the Swedish Companies Act, and notify the company of her/his, and any advisors (no more than two), intention to attend the meeting no later than on the date stated in the notice of the meeting. Such a date may not be a Sunday, other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and may not occur earlier than the fifth weekday prior to the general meeting.</p> | <p>11 § Annual general meeting
The annual general meeting is held each year within six months of the end of the financial year.</p> <p>The following matters shall be addressed at the annual general meeting.</p> <ol style="list-style-type: none"> 1. Election of a chairman of the meeting; 2. Preparation and approval of the voting register; 3. Approval of the agenda; 4. Election of one or two persons to attest the minutes; 5. Determination of whether the meeting was duly convened; 6. Presentation of the annual report and the auditor's report and, where applicable, the consolidated financial statements for the group; 7. Resolutions regarding: <ol style="list-style-type: none"> a) adoption of the income statement and balance sheet and, where applicable, the consolidated income statement and consolidated balance sheet; b) allocation of the company's profit or loss according to the adopted balance sheet; c) discharge from liability for board members and the managing director; 8. Determination of fees for the board of directors and the auditors; 9. Election of the board of directors, audit firm or auditor and, where applicable, deputy directors; 10. Any other business incumbent on the meeting according to the Companies Act or the articles of association. <p>12 § Financial year
The company's financial year shall be 1 January - 31 December.</p> <p>13 § Central securities depository registration
A shareholder or nominee that is registered in the share register and a CSD register on the record date, in accordance with Ch. 4 the Central Securities Depositories and Financial Instruments Accounts Act (SFS 1998:1479), or registered in a CSD account pursuant to Ch. 4 Sec. 18 first § item 6-8 of the aforementioned act, is deemed to have the right to exercise the rights stipulated in Ch. 4 Sec. 39 the Swedish Companies Act (SFS 2005:551).</p> |
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Legal considerations and supplementary information

APPROVAL OF THE PROSPECTUS

The Prospectus has been approved by the SFSA, as the national competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The SFSA only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval from the SFSA should not be considered as an endorsement of the quality of the Group or of the securities that are subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

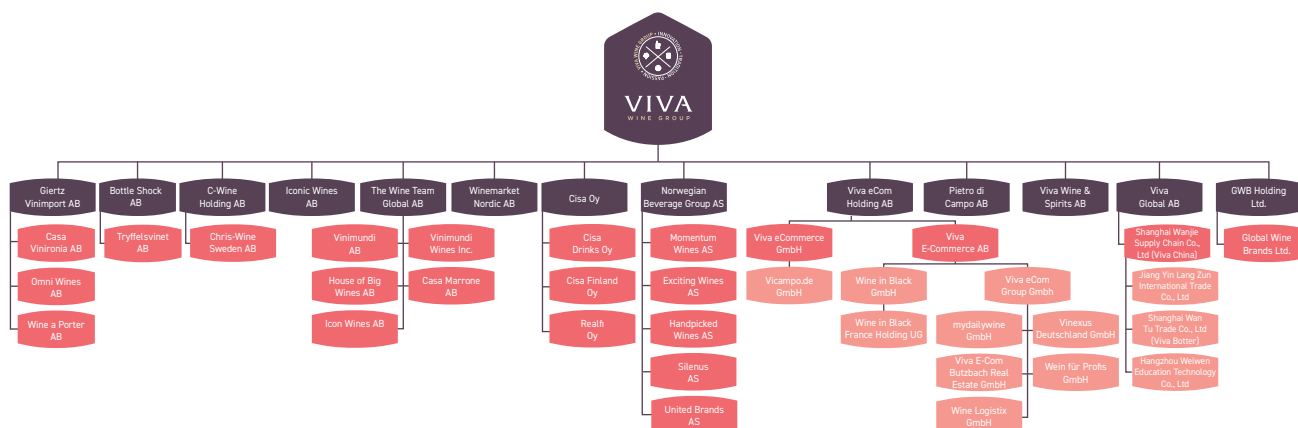
GENERAL COMPANY INFORMATION

Viva Wine Group AB is a Swedish public limited liability company that was formed in Sweden and registered with the Swedish Companies Registration Office on 5 November 2018. The Company's

name was registered on 1 February 2019. The Company's corporate registration number is 559178-4953 and the registered seat is located in Stockholm municipality, Stockholm County. The Company's operations are governed by the Swedish Companies Act (2005:551). The Company's Legal Entity Identifier (LEI) code is 549300XZE8FG96FTL804. The address of the Company's head office is Blasieholmsgatan 4A, 111 48 Stockholm and the Company can be reached by telephone at +46 8 21 83 88. The Company's website is www.vivagroup.se.

LEGAL GROUP STRUCTURE

Viva Wine Group is the parent company of a group consisting, as of the date of the Prospectus, of 47 direct or indirect owned subsidiaries. A Group chart of all subsidiaries is presented below.



Company	Registration number	Seat	Share of capital/ voting rightsw	Owner, share
Viva Wine Group AB	559178-4953	Sweden	Parent company	Refer to section " <i>Share capital and ownership structure - ownership structure</i> ".
The Wine Team Global AB	556782-5293	Sweden	90,5/90,5	Viva Wine Group AB, 90,5/90,5; JW Kapital AB, 8,0/8,0; Camilla Taube AB, 1,5/1,5.
Iconic Wines AB	559013-0471	Sweden	85/85	Viva Wine Group AB, 85,0/85,0; Idemyr Venture AB, 10,0/10,0; Vindruvan AB, 5,0/5,0.
Vinimundi AB	556823-8181	Sweden	100/100	The Wine Team Global AB, 100/100.
House of Big Wines AB	559169-4616	Sweden	100/100	The Wine Team Global AB, 100/100.
Casa Marrone AB	559178-4912	Sweden	100/100	The Wine Team Global AB, 100/100.
Icon Wines AB	559188-6576	Sweden	100/100	The Wine Team Global AB, 100/100.
Winemarket Nordic AB	556884-7650	Sweden	90/90	Viva Wine Group AB, 90,0/90,0; Staffan Dahlgren, 10,0/10,0.
Viva Wine & Spirits AB	556898-1574	Sweden	100/100	Viva Wine Group AB, 100/100.
Giertz Vinimport AB	556552-2066	Sweden	97,5/97,5	Viva Wine Group AB, 97,5/97,5; Rohai AB, 2,5/2,5.
Omni Wines AB	559178-4946	Sweden	100/100	Giertz Vinimport AB, 100/100.
Casa Vinironia AB	559178-4920	Sweden	100/100	Giertz Vinimport AB, 100/100.
Wine a Porter AB	559089-3946	Sweden	100/100	Giertz Vinimport AB, 100/100.
Bottle Shock AB	559214-5105	Sweden	80/80	Viva Wine Group AB 80,0/80,0; Pinot Noir AB, 14,0/14,0; Grejsimooij AB, 3,0/3,0; Jonas Röjerman, 3,0/3,0.
Tryffelsvinet AB	556635-6860	Sweden	100/100	Bottle Shock AB, 100/100.
C-Wine Holding AB	556898-1483	Sweden	85/85	Viva Wine Group AB, 85,0/85,0; Vinbolaget Stare AB, 10,0/10,0; Wineways AB, 4,0/4,0; AB Fred Åkerman, 1,0/1,0.
Chris-Wine Sweden AB	556500-2457	Sweden	100/100	C-Wine Holding AB, 100/100.
Viva Global AB	556977-8722	Sweden	100/100	Viva Wine Group AB, 100/100.
Viva E-Com Holding AB	559230-3068	Sweden	86,5/86,5	Viva Wine Group AB, 86,5/86,5; CNF Beteiligungs UG, 4,5 /4,5; Eltown Capital UG, 4,5/4,5; Jeroboam Ventures UG, 4,5/4,5.
Viva E-commerce AB	559146-8102	Sweden	100/100	Viva E-Com Holding AB, 100/100.
Pietro di Campo AB	559325-7743	Sweden	100/100	Viva Wine Group AB, 100/100.
Cisa Oy	1526323-3	Finland	85/85	Viva Wine Group AB, 85,0/85,0; Risto Suomio, 4,0/4,0; Kari Salmi, 4,0/4,0; Ville Luukkanen, 3,5; Robin Salmi, 3,5/3,5.
Cisa Drinks Oy	1825485-0	Finland	100/100	Cisa Oy, 100/100.
Cisa Finland Oy	1942989-4	Finland	100/100	Cisa Oy, 100/100.
Realh Oy	1789116-1	Finland	100/100	Cisa Oy, 100/100.

Company	Registration number	Seat	Share of capital/ voting rights	Owner, share
Norwegian Beverage Group AS	997862856	Norway	89/89	Viva Wine Group AB, 89,0/89,0; Fine Wine Invest AS, 1,0/1,0; Green Harvest Invest AS, 10,0/10,0.
Momentum Wines AS	971587601	Norway	100/100	Norwegian Beverage Group AS, 100/100.
Exciting Wines AS	997532694	Norway	100/100	Norwegian Beverage Group AS, 100/100.
Hand Picked Wines AS	999121292	Norway	100/100	Norwegian Beverage Group AS, 100/100.
Silenus AS	914527279	Norway	100/100	Norwegian Beverage Group AS, 100/100.
United Brands AS	998854946	Norway	100/100	Norwegian Beverage Group AS, 100/100.
Viva eCom Group GmbH	HRB 218519 B	Germany	100/100	Viva E-commerce AB, 100/100.
Wine in Black GmbH	HRB 142086 B	Germany	100/100	Viva E-commerce AB, 100/100.
Wine in Black France Holding UG	HRB 144668 B	Germany	100/100	Wine in Black GmbH, 100/100.
Vinexus Deutschland GmbH	HRB 8515	Germany	100/100	Viva eCom Group GmbH, 100/100.
Wine Logistix GmbH	HRB 8513	Germany	100/100	Viva eCom Group GmbH, 100/100.
Wein für Profis GmbH	HRB 8509	Germany	100/100	Viva eCom Group GmbH, 100/100.
mydailywine GmbH	HRB 8570	Germany	100/100	Viva eCom Group GmbH, 100/100.
VIVA eCOM Butzbach Real Estate GmbH	HRB 222260 B	Germany	100/100	Viva eCom Group GmbH, 100/100.
Viva eCommerce GmbH	HRB 231676 B	Germany	100/100	Viva E-Com Holding AB, 100/100.
Vicampo.de GmbH	HRB 44108	Germany	100/100	Viva eCommerce GmbH, 100/100.
Shanghai Wanjie Supply Chain Co., Ltd	91310115MA1H8HRN4P	China	90/90	Viva Wine Group AB, 90/90; Leon Wang, 10/10.
Jiang Yin Lang Zun International Trade Co., Ltd	91320281MA1X57Q197	China	100/100	Shanghai Wan Jie Supply Chain Co., Ltd, 100/100.
Hangzhou Weiwen Education Technology Co., Ltd	91330103MA2HX6MJ8E	China	65/65	Shanghai Wan Jie Supply Chain Co., Ltd, 65/65; Sophie Shen, 35/35.
Shanghai Wan Tu Trade Co., Ltd	91310000MA1G15N84U	China	50/50	Shanghai Wan Jie Supply Chain Co., Ltd, 50/50; Botter SPA, 50/50.
Vinimundi Wines Inc	7758996	The US (Delaware)	85/85	The Wine Team Global AB, 85/85; Martin Erlandsson, 15/15.
GWB Holding Ltd.	C 73375	China	100/100	Viva Wine Group AB, 100/100.
Global Wine Brands Ltd	C 73457	China	100/100	GWB Holding Ltd., 100/100.

MATERIAL AGREEMENTS

Customer agreements

Systembolaget

Between the Group and Systembolaget AB ("**Systembolaget**"), the overall contractual provisions included in Systembolaget's general purchasing terms for the supply of beverages to Systembolaget that is valid from 1 February 2020 will apply until further notice and are regulated under Swedish law. Based on these provisions, separate purchasing agreements will then be made for the Group's products that are sold to Systembolaget, which can then be sub-ordered by the individual stores. The Group is thus bound by the general purchasing terms as long as the Group's products continue to be sold by Systembolaget and purchasing agreements are signed with Systembolaget for the Group's products. Systembolaget has the right to change the general purchasing terms, and must then notify its suppliers and indicate the date on which the changes enter force, which at the earliest may be two months after notification has been submitted.

Since Systembolaget is a state-owned monopoly, Systembolaget has an obligation to treat all suppliers equally and therefore applies the same terms and conditions for all of its suppliers. Systembolaget's general purchasing terms contain detailed provisions concerning, inter alia, delivery, selection and samples, returns, pricing (which, when taking into account the aforementioned range, can only be changed twice per year), packaging, product liability, payments and communication between the parties.

In addition, score calculation and ranking of the products is regulated in the agreement terms, which Systembolaget conducts on alcoholic beverages that the Group supplies. Score calculation and ranking are conducted taking a number of factors into account, such as sales (number of units sold), Systembolaget's trading margins, product volumes and packaging size and the extent of the range available in Systembolaget's stores. However, the monopoly situation means that Systembolaget may not stipulate agreement terms that are unreasonable, discriminatory or otherwise involve an abuse of dominance, in which case such agreement terms are invalid.

In accordance with the general purchasing terms, the Group is committed to complying with Systembolaget's sustainability requirements and code of conduct, which includes compliance with the amfori BSCI Code of Conduct, which in turn contains terms for the production of the agricultural raw materials used to produce the alcoholic beverages that the Group delivers to Systembolaget.

Alko

Similar to the contractual structure with Systembolaget, the contractual relations between the Group and the Finnish monopoly Alko Inc ("**Alko**") are regulated by Alko's general purchasing terms for the delivery of alcoholic beverages that constitute the basis for separate purchase orders for the Group's products, which are sold to Alko and can then be sub-ordered by the individual stores. Alko's general terms and conditions have been in effect since 1 June 2021 and are regulated under Finnish law.

The general terms and conditions include provisions concerning guidelines and requirements that apply to Alko's purchases as well

as its product listings and selection processes. In addition, they contain terms and conditions for delivery, quality and pricing of the products. Group companies that have sold products to Alko, and are thus listed, are obligated to keep Alko routinely updated concerning changes to the product, including changes further down the product chain. Like Systembolaget, Alko is bound by the amfori BSCI Code of Conduct, which the Group companies are thus obligated to comply with. The Group is responsible for damages, both direct and indirect, that could arise for Alko by reason of the products sold, including any claims in conjunction with violations of intellectual property rights.

Vinmonopolet

As with Systembolaget and Alko, the Group's contractual structure with the Norwegian monopoly AS Vinmonopolet ("**Vinmonopolet**") is based on general purchasing terms for alcoholic beverages that form the basis of separate purchase orders for the Group's products. The general terms and conditions are regulated under Norwegian law and have been in effect since 10 November 2019. However, Vinmonopolet has the right to change or update these terms and conditions after having provided notification of such changes two months in advance.

The general terms and conditions contain detailed requirements pertaining, for example, to product quality, product control, pricing and delivery. Moreover, there is a broadly designed requirement for Group companies that sell products to Vinmonopolet to notify the latter on matters concerning sales and purchasing terms. A Group company is explicitly obligated to inform Vinmonopolet within two weeks of any change in the distributor of the products being sold. If a wholesaler of products sold is replaced, Vinmonopolet must be notified of the change by both the new and the former wholesaler. Like Systembolaget and Alko, Vinmonopolet is bound by the amfori BSCI Code of Conduct, which the Group companies are thus obligated to comply with.

Distribution agreements

The Group has exclusive distribution agreements with a number of different winemakers and producers that have been signed by the Group companies Winemarket Nordic AB, Giertz Vinimport AB, Chris-Wine Sweden AB and Cisa Oy, in which the Group companies are granted exclusive rights to distribute wines with specific origins or products that are otherwise covered by agreements in Sweden and Norway, respectively. These exclusive distribution agreements are regulated under Chilean, Danish, Portuguese and Swedish law, respectively.

The contract periods in the respective agreements vary between two to three years, are extended automatically for one to three years, and are subject to a period of notice that varies in the agreements between three to four or six months before the end of the initial contract period or extension period. Any of these agreements can be terminated by a contracting party without cause, effective immediately, with 180 days' notice.

In three of these distribution agreements, the Group companies have undertaken certain competition commitments not to enter into agreements with another winemaker that is a competitor of the producer in terms of the origin of the wine or that is otherwise covered by the agreement, without the prior written consent of the contracting party.

1) amfori BSCI is an organisation that promotes social responsibility of which Systembolaget is a member and, as such, Systembolaget complies with amfori BSCI's Code of Conduct.

Most of the exclusive distribution agreements that have been signed by the Group companies also contain certain volume commitments that are set annually, whereupon the Group company undertakes to achieve a given volume target determined by the parties and where some of the contracting parties have the right to terminate the agreement with immediate effect if such volume targets are not achieved, and other agreements have periods of notice of between three and four months if the contracting party terminates the agreement by reason of the failure to achieve the volume targets. The volume commitments in the distribution agreements that contain such clauses pertain to sales targets that are to be 80 percent to 90 percent fulfilled, or that a sale reduction of 30 percent will not occur.

Service agreement with Drinks Logistics Partner AB

On 18 January 2019, Giertz Vinimport AB and Drinks Logistics Partner AB (“DLP”) signed a service agreement in which DLP undertakes to warehouse and deliver the Group’s imported alcoholic beverages. The agreement has a six-month period of notice and is in force through 31 December 2022, and will subsequently automatically be extended for 12 months at a time. The Group companies and DLP have a mutual right to renegotiate the agreement if conditions – or the contractual arrangement between the Group companies and Systembolaget – change, the regulations concerning the retail monopoly for alcohol are abolished or another significant market event occurs. If such renegotiations do not lead to a new agreement, either party may terminate the agreement with a 30-day period of notice.

The following Group companies are also bound by the agreement: Tryffelsvinet AB, Chris-Wine Sweden AB, Viva Wine & Spirits AB, the Wine Team Global AB, Winemarket Nordic AB, and Iconic Wines AB. Giertz has undertaken to provide the documents necessary for DLP to prepare customs declarations and to guarantee that Giertz has the necessary permits for the sale of alcohol in Sweden. The General Conditions of the Nordic Association of Freight Forwarders (NSAB 2015), which are standard terms and conditions that regulate rights and obligations between principals and freight forwarders pertaining to assignments such as shipping, logistics and warehousing, apply to the service agreement with DLP.

Financing agreement with SEB

The Company has entered into a loan agreement with Skandinaviska Enskilda Banken AB as the lender (the “**Lender**”) dated 12 July 2021 (the “**Loan Agreement**”), which terms and conditions are adapted for the Offering and the agreements and regulations applicable for a company that operates in a listed environment. The Loan Agreement comprises a credit facility of EUR 80 million with a final repayment date three years following the signing date of the Loan Agreement, in addition to a credit facility of SEK 660 million as a bridge loan without any amortisation requirements (the “**Bridge Loan**”). The Bridge Loan shall be repaid within nine months following the signing date of the Loan Agreement if not already repaid with funds from the proceeds from the Offering provided to the Company following the completion of the Offering. In accordance with the Loan Agreement, the Company shall provide the Lender with a certification on fulfillment of the agreed level of total net indebtedness ratio for the Group, calculated following the completion of the Offering using the principles set out in the Loan Agreement and shall also confirm that the Company will receive at least SEK 660 million in proceeds in connection with the completion of the Offering. The Loan Agreement contains certain financial commitments and covenants regarding requirements on the total net indebtedness ratio of the Group, as well as

on the Group’s interest expense ratio. Such covenants are used to measure the Group’s capacity to fulfill its interest payments and other financial obligations as set out in the Loan Agreement. The Loan Agreement also contains customary undertakings and commitments, with caveats for certain exceptions and qualifications, which include restrictions on divestments, additional indebtedness, as well as mergers and acquisitions.

INTELLECTUAL PROPERTY RIGHTS

The Company does not possess any patents or patent applications. The Group companies have a brand portfolio consisting of approximately 300 brands. The brands comprise relevant goods and services in Class 32 (beer, non-alcoholic beverages), Class 33 (alcoholic beverages), Class 35 (advertising, business and retail services) and Class 39 (transportation) and are registered in relevant jurisdictions in Sweden, Norway, the EU, the UK, the US and Canada. In addition, the Group companies possess design protection concerning bottles and ornamentation registered in the EU and the UK.

The Group has 21 registered domain names. The majority of these domain names have been verified to be owned by the Group companies, which however, constitute parked domain names that do not lead to, or are used for, any active website. Thus, only a few domain names are actually used by the Group companies.

INSURANCE

The Company has insurance for general and product liability, for liability relating to the Board of Directors, managing director, personnel, accidents and business travel. The Company considers that the Group’s insurance cover encompasses the types of damages and for the amounts that the Company considers customary in the industry. However, the Company cannot guarantee that any claims directed against the Company or the Group will be covered (neither in whole nor in part) by existing insurance policies since insurance policies by nature are subject to exemptions as well as limitations in the amounts that may be recovered under an insurance policy.

INFORMATION ABOUT GOVERNMENTAL, LEGAL AND ARBITRATION PROCEEDINGS

The Company is not, nor has it been during the past 12 months, a party in any governmental, legal or arbitration proceedings, (including matters not yet decided or matter which according to the Company’s knowledge risk being initiated) which could have or has had a significant impact on the Company’s and/or the Company’s financial position or profitability.

RELATED-PARTY TRANSACTIONS

Related parties refer to all subsidiaries in the Group and senior executives in the Group, meaning the Board of Directors and Group management, and members of their families. Related-party transactions pertain to the transactions of these persons with the Group. The governing principles for what constitutes related-party transactions are stated in IAS 24.

Related-party transactions from 1 January 2021 until the date of the Prospectus

Related-party transactions that the Group carried out between 1 January and 30 September 2021 are indicated in Note 7 of the Company’s interim report, which is presented in the section “*Historical financial information – Unaudited condensed interim report on and*

for the nine-month period ending 30 September 2021". It is the Company's understanding that all related-party transactions were carried out on market terms.

In connection with the buyout of minority shareholders, as described under the heading "Significant changes in the Group's financial position after 30 September up to and including the date of the Prospectus - Buy out of minority shareholders" and restructuring within the Group during October and November 2021, transactions have taken place with related parties concerning a member of the Board of Directors of the Company and a family member of the CEO who is an executive of the Company's subsidiary, Tryffelsvinet AB. These transactions have taken place on the same terms and price as to the other selling shareholders in the buyout.

Other than as disclosed above, the Company has not carried out any related-party transactions after 30 September 2021 up to and including the date of the Prospectus.

Related-party transactions during the 2020, 2019 and 2018 financial years

Related-party transactions that the Group carried out during the 2020, 2019 and 2018 financial years are indicated in Note 27 of the Company's consolidated accounts, in the section "Historical financial information – Consolidated financial statements for the

financial years ending 31 December 2020, 2019 and 2018". It is the Company's understanding that all related-party transactions were carried out on market terms.

UNDERTAKINGS FROM CORNERSTONE INVESTORS

The Company has obtained undertakings from certain external investors ("Cornerstone Investors") to acquire Shares in the Offering have been provided of SEK 950 million in total, corresponding to 68.8 percent of the Offering (assuming that the Offering is subscribed for in full and that the Overallotment Option is exercised in full). The share subscription undertakings from Cornerstone Investors were entered into in November 2021. The undertakings are not secured by any pledge, blocked funds or similar arrangement. There is thus a risk that Cornerstone Investors will not provide payment for shares and that the delivery of shares cannot take place in connection with the completion of the Offering, see also the section "Risk factors - Risks related to the Company's shares and the offering - Subscription undertakings in the Offering from Cornerstone Investors are not guaranteed". Bergendahl & Son, which after the completion of the Offering will hold 7,142,857 shares, corresponding to 8.0 percent of the number of shares and votes in the Company, has expressed a wish for board representation in the Company. The major shareholders of the Company are in favour of this and intend to support such representation at the next annual general meeting.

The table below presents complete information regarding the Cornerstone investors' financial commitments.

Cornerstone Investors	Subscription, undertakings (SEK million)	Percentage of Shares in the Offering incl. Overallotment Option	Post the Offering ownership (capital)	Ownership after the Offering (votes, %)
Bergendahl & Son AB	350	25.4	7,142,857	8.0
Funds managed or advised by Capital World Investors	200	14.5	4,081,633	4.6
Erik Selin Fastigheter AB	200	14.5	4,081,633	4.6
Svolder AB (publ)	200	14.5	4,081,633	4.6
Total	950	68.8	19,387,756	21.8

PLACING AGREEMENT

Pursuant to an agreement concerning the placing of shares, which is intended to be entered into on 13 December 2021 between the Company, the Selling Shareholder and the Joint Global Coordinators (the "Placing Agreement"), the Company undertakes to issue the shares included in the Offering to the investors who have been brokered by the Joint Global Coordinators. However, this assumes that the Offering is not terminated before then. The Selling Shareholders will leave an Overallotment Option, equating to a commitment to, at the request of the Joint Global Coordinators, at the latest 30 days from the first day of trading in the Company's shares on Nasdaq First North Premier Growth Market, sell an additional 15 percent at most of the shares in the Offering at a price equivalent to the Offering Price. The Overallotment Option may only be exercised in order to cover an overallotment in the Offering, but the shares that form part of the Overallotment Option may also be used for potential stabilization measures (see further information below in the section "Stabilization measures"). Under the Placing Agreement, the Company gives customary guarantees and commitments to the Joint Global Coordinators, including that the information in the Prospectus is correct, that the Prospectus

and Offering meet the requirements of all relevant laws and regulations, and that there are no legal or other obstacles that prevent the Company from entering into the agreement or that would prevent or complicate the completion of the Offering.

In accordance with the Placing Agreement, the Joint Global Coordinators' commitment to procure investors assumes amongst other matters, that the guarantees provided by the Company under the Placing Agreement are correct and that no events occur that have such a material negative impact on the Company that it would be unsuitable to complete the Offering. Under such circumstances, the Joint Global Coordinators have the right to terminate the Placing Agreement at any point up to the settlement date on 16 December 2021 and the Offering may be terminated. In that situation, neither delivery of, nor payment for, the shares under the Offering will be made. In accordance with the Placing Agreement, the Company commits, provided that customary conditions are met, to compensate the Joint Global Coordinators if any demands are directed at the Joint Global Coordinators or if any damages are incurred.

STABILIZATION MEASURES

In connection with the Offering, ABGSC (the "Stabilization Manager") may, acting on behalf of the Joint Global Coordinators, over-allot shares to conduct transactions aimed to stabilize, maintain or in other ways support the market price of the Company's shares at a higher level than the one that might otherwise have prevailed in the open market. Such stabilization transactions may be conducted on Nasdaq First North Premier Growth Market, over-the-counter market or in any other way and may be executed any time during the period that starts from the first day of trading in the Company's shares on Nasdaq First North Premier Growth Market and ending not later than 30 calendar days thereafter. The Stabilization Manager is, however, not required to conduct such transactions and there is no assurance that such measures will be undertaken. Under no circumstances will transactions be carried out at a higher price than the price in the Offering.

The Stabilization Manager may utilize the Overallotment Option to over-allot shares in order to enable stabilization measures. The stabilization measures, if conducted, may be discontinued at any time without prior notice but must be discontinued no later than within the aforementioned 30-day period. The Stabilization Manager must, no later than by the end of the seventh daily market session after the stabilization measures have been undertaken, in accordance with article 5(4) of the Market Abuse Regulation (EU) 596/2014 and the Commission Delegated Regulation (EU) 2016/1052, disclose that stabilization measures have been undertaken. Within one week after the end of the stabilization period, the Stabilization Manager will, through the agency of the Company, disclose whether or not stabilization measures were undertaken, the date on which stabilization started, the date on which stabilization was last carried out as well as the price range within which stabilization was carried out for each of the dates when stabilization measures were conducted.

COSTS RELATED TO THE OFFERING

The Company's costs in connection with the Offering are estimated to amount to SEK 65 million, of which approximately SEK 56 million remains to be paid as of the date of the Prospectus, of which approximately SEK 8 million has been included as an expense for the period 1 January–30 September 2021, and approximately SEK 65 million is expected to be included as an expense for the financial year 2021. These costs are mainly related to commission

to the Joint Global Coordinators, tax and legal advice, audits, marketing, printing and distribution of the Prospectus as well as fees to Nasdaq and the SFSA.

ADVISER INTERESTS

In connection with the Offering, the Joint Global Coordinators provides financial advisory and other services to the Company, for which they will receive remuneration. SEB is also a lender to the Company. From time to time, the Joint Global Coordinators may provide various banking, financial, investment, commercial and other services to the Company in the ordinary course of business and in connection with other transactions, for which they may receive remuneration.

Other than as set out above, there are no interest or engagements that could be material to the Offering.

TAX CONSEQUENCES FOR INVESTORS

Investors should note that the tax legislation in Sweden or in another state to which the investor has a connection or in which the investor is domiciled for tax purposes may impact the proceeds from the securities is taxed. Each shareholder should, individually, obtain tax advice to ascertain the tax consequences which may arise based on the shareholder's specific situation, including the applicability of foreign legislation, agreements and treaties.

WEBSITES AND HYPERLINKS MENTIONED IN THE PROSPECTUS

The Prospectus contains certain references to websites and hyperlinks. Please note that information on those websites and hyperlinks has not been reviewed/and or approved by the SFSA are not a part of the Prospectus unless explicitly stated that this information is incorporated in the Prospectus through references.

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available on the Company's website, <https://investors.vivagroup.se/> for the period during which the Prospectus is valid:

1. Viva Wine Group AB's articles of association; and
2. Viva Wine Group AB's certificate of registration.

DOCUMENTS INCORPORATED BY REFERENCE

The annual report for the financial year 2018 for Malbec Holding AB is incorporated in the Prospectus by reference and thus forms part of the Prospectus. The parts of the document that are not incorporated are assessed by the Company as either not relevant to an investor or information is reproduced elsewhere in the Prospectus. Copies of the Prospectus and the documents incorporated by reference can be obtained via the Company's website, <https://investors.vivagroup.se/>

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Malbec Holding AB's annual report for the financial year 2018 is available at the following link:	
https://investors.vivagroup.se/wp-content/uploads/2021/12/Malbec-Holding-AB-Arsredovisning-2018.pdf	

Historical financial information

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**UNAUDITED CONDENSED INTERIM REPORT ON AND FOR THE
NINTH-MONTH PERIOD ENDING 30 SEPTEMBER 2021**

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Amounts in SEK million	Note	2021 Jul-Sep	2020 Jul-Sep	2021 Jan-Sep	2020 Jan-Sep	2020 Jan-Dec
Operating income						
Net sales	3,4	826.4	708.0	2,291.2	2,043.0	2,845.2
Other operating income		3.9	2.5	13.3	6.1	8.6
Total revenue		830.4	710.5	2,304.5	2,049.1	2,853.8
Operating expense						
Goods for resale		-630.2	-559.1	-1,788.1	-1 643.0	-2,310.1
Other external expenses		-62.5	-45.9	-164.8	-130.4	-150.5
Personnel costs		-45.8	-19.5	-114.8	-71.0	-101.1
Depreciation, amortisation and impairment		-22.7	-5.0	-36.0	-14.8	-21.8
Profit from participations in associated companies and joint ventures		4.9	3.4	18.0	5.1	10.7
Other operating expense		-0.6	0.0	-0.6	0.0	-0.2
Operating profit	4	73.4	84.5	218.2	195.0	280.8
Financial income		9.2	11.1	24.4	19.2	4.9
Financial expenses		-11.0	1.9	-15.2	-3.8	-9.2
Profit after financial items		71.6	97.5	227.3	210.3	276.5
Tax		-19.0	-20.0	-49.4	-43.6	-57.3
Net profit for the period		52.6	77.5	177.9	166.7	219.2
Net profit for the period attributable to						
Parent company's shareholders		36.4	60.2	132.3	129.8	168.2
Non-controlling interests		16.2	17.3	45.6	36.9	51.0
Earnings per share						
Earnings per share before dilution (SEK)	5	7.28	12.05	26.47	25.95	33.64
Earnings per share after dilution (SEK)	5	7.28	12.05	26.47	25.95	33.64

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Amounts in SEK million	Note	2021 Jul-Sep	2020 Jul-Sep	2021 Jan-Sep	2020 Jan-Sep	2020 Jan-Dec
Net profit for the period		52.6	77.5	177.9	166.7	219.2
Items that may be reclassified to profit or loss						
Translation difference		1.4	0.0	0.3	1.0	-5.1
Other comprehensive income for the period		1.4	0.0	0.3	1.0	-5.1
Comprehensive income for the period		54.0	77.5	178.2	167.7	214.1
Comprehensive income for the period attributable to						
Parent company's shareholders		27.6	60.2	132.0	130.8	164.2
Non-controlling interests		21.8	17.3	46.2	37.0	49.9

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Amounts in SEK million	Note	30 Sep 2021	30 Sep 2020	31 Dec 2020
ASSETS				
Non-current assets				
Goodwill		591.1	15.3	18.6
Intangible assets		885.3	36.5	50.2
Tangible assets		49.3	2.2	43.9
Right-of-use assets		57.5	36.4	37.0
Participations in associated companies and joint ventures		76.7	66.0	70.7
Other securities held as non-current assets		0.1	0.0	0.9
Other non-current receivables		18.7	15.7	16.5
Deferred tax assets		0.4	8.8	17.0
Total non-current assets		1,679.2	180.8	254.7
Current assets				
Inventories		464.6	475.3	424.2
Trade receivables		479.5	491.6	616.3
Receivables from associated companies	7	11.3	14.9	14.9
Current tax assets		0.8	12.3	2.9
Other receivables		50.7	29.6	30.2
Derivative instruments		0.1	18.7	7.0
Prepaid expenses and accrued income		32.3	30.3	33.2
Cash and cash equivalents		279.8	19.2	42.3
Total current assets		1,319.2	1,092.0	1,171.0
Total assets		2,998.4	1,272.8	1,425.7

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT.)

Amounts in SEK million	Not	30 sep 2021	30 sep 2020	31 dec 2020
EQUITY AND LIABILITIES				
Equity				
Share capital	5	0.5	0.1	0.1
Reserves		-3.1	2.3	-2.7
Retained earnings including net profit for the year		441.9	313.0	340.9
Total equity attributable to parent company's shareholders		439.4	315.3	338.3
Non-controlling interests		60.1	45.7	65.7
Total equity		499.5	361.0	404.0
Non-current liabilities				
Overdraft facility		9.2	108.7	61.2
Other liabilities to credit institutions		751.3	34.1	47.2
Other non-current liabilities		0.0	30.0	2.4
Lease liabilities		42.4	29.3	29.0
Deferred tax liabilities		217.0	9.2	12.2
Other provisions		3.8	0.0	0.0
Total non-current liabilities		1,023.7	211.3	152.1
Current liabilities				
Liabilities to credit institutions		744.7	27.3	29.0
Trade payables		350.5	296.4	398.5
Advances from customers		4.2	14.7	8.9
Liabilities to associated companies	7	2.7	32.9	1.6
Current tax liabilities		32.7	9.5	20.1
Lease liabilities		16.2	8.3	9.2
Derivative instruments		6.2	20.5	26.6
Other current liabilities		275.2	266.0	346.3
Accrued expenses and deferred income		42.7	24.9	29.4
Total current liabilities		1,475.2	700.5	869.6
TOTAL EQUITY AND LIABILITIES		2,998.4	1,272.8	1,425.7

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Amounts in SEK million	Share capital	Translation reserve	Retained earnings including net profit for the period	Equity attributable to parent company's shareholders	Non-controlling interests	Total equity
Opening equity, 1 Jan 2020	0.1	1.3	203.2	204.6	39.9	244.5
Net profit for the period			129.8	129.8	36.9	166.7
Other comprehensive income for the period		1.0		1.0	0.0	1.0
Comprehensive income for the period	0.0	1.0	129.8	130.8	37.0	167.7
<i>Transactions with the Group's owners</i>						
Dividend			-20.0	-20.0	-31.2	-51.2
Total	0.0	0.0	-20.0	-20.0	-31.2	-51.2
Closing equity, 30 Sep 2020	0.1	2.3	313.0	315.3	45.7	361.0
Opening equity, 1 Jan 2021	0.1	-2.7	340.9	338.3	65.7	404.0
Net profit for the period			132.3	132.3	45.6	177.9
Other comprehensive income for the period		-0.4		-0.4	0.6	0.3
Comprehensive income for the period	0.0	-0.4	132.3	132.0	46.2	178.2
<i>Transactions with the Group's owners</i>						
Bonus issue	0.5		-0.5	0.0		0.0
Transactions with minority holdings			0.1	0.1	0.1	0.2
Dividend			-31.0	-31.0	-51.9	-82.9
Total	0.5	0.0	-31.3	-30.9	-51.8	-82.7
Closing equity, 30 Sep 2021	0.5	-3.1	441.9	439.4	60.1	499.5

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

Amounts in SEK million	Note	2021	2020	2021	2020	2020
		Jul-Sep		Jan-Sep		Jan-Dec
Profit after financial items		71.6	97.5	227.3	210.3	276.5
Adjustment for non-cash items		28.7	-6.6	15.2	4.0	29.5
Tax paid		-15.6	-11.6	-49.8	-38.4	-53.6
Cash flow from operating activities before changes in working capital		84.7	79.3	192.6	175.9	252.4
Cash flow from change in working capital						
Change in inventories		37.7	4.7	5.0	-149.0	-97.7
Changes in operating receivables		175.3	106.4	156.0	-3.9	-94.4
Changes in operating liabilities		-196.5	-160.1	-251.2	20.3	156.8
Cash flow from operating activities		101.2	30.4	102.5	43.3	217.1
Investing activities						
Business combinations	9	-1,042.7	-	-1,042.7	-11.0	-13.2
Acquisition of intangible assets		-2.2	-	-104.5	-	-0.5
Acquisition of tangible assets		-0.2	-1.0	-2.2	-4.0	-47.5
Redemption of shares, purchase of minority interests		0.2	-	0.2	-	-
Purchase of financial assets		-	-	-	-0.8	-2.9
Divestment of financial assets		6.6	-	12.4	16.7	-
Cash flow from investing activities		-1,038.2	-1.0	-1,136.8	0.9	-64.1

CONDENSED CONSOLIDATED CASH FLOW STATEMENT (CONT.)

		2021	2020	2021	2020	2020
Amounts in SEK million	Note	Jul-Sep		Jan-Sep		Jan-Dec
Financing activities						
Dividend paid to parent company's shareholders		-	-16.7	-31.0	-20.0	-20.0
Dividend paid to non-controlling interests		-	-0.4	-51.9	-31.2	-31.2
Change in overdraft facility		-115.4	1.3	-49.8	-41.0	-124.5
Borrowings		1,468.5	-0.2	1,570.5	2.8	6.1
Repayment of debt		-143.4	-12.8	-157.7	-26.4	-27.3
Repayment of lease liability		-3.4	-1.9	-8.5	-6.3	-8.5
Cash flow from financing activities		1,206.3	-30.6	1,271.6	-122.1	-205.4
Cash flow for the period		269.3	-1.1	237.2	-77.9	-52.3
Cash and cash equivalents at the beginning of the period		10.5	21.6	42.3	96.5	96.5
Cash flow for the period		269.3	-1.1	237.2	-77.9	-52.3
Exchange rate differences in cash and cash equivalents		0.0	-1.2	0.3	0.5	-1.9
Cash and cash equivalents at the end of the period		279.8	19.2	279.8	19.2	42.3
Interest received		0.0	0.2	0.9	0.8	1.9
Interest paid		-0.9	-0.9	-2.6	-2.8	-3.1
Non-cash items						
Depreciation/amortisation		22.7	5.0	36.0	14.8	21.8
Change in market value of derivatives		1.3	-16.2	-13.4	-13.6	4.1
Change in provisions		3.8	-	3.8	-	-
Change in accrued interest		3.8	-	4.3	-	-
Share of profit in associated companies		-4.7	-2.0	-18.0	-3.5	-4.3
Exchange-rate effects		-	6.7	-	6.1	6.8
Expected loss on trade receivables		1.1	-	1.4	0.2	0.2
Other		0.8	-0.1	1.1	-	0.9
Total		28.7	-6.6	15.2	4.0	29.5

NOTES

Note 1 Significant accounting policies

This interim report encompasses the Swedish parent company Viva Wine Group AB, corporate registration number 559178-4953, and its subsidiaries. Viva Wine Group's primary operations focus on trading in alcoholic beverages. The Group's primary operations focus on trading in alcoholic beverages. Viva Wine Group develops, imports, markets and sells both wholly owned and partner brands in more than ten growing markets worldwide. The parent company is a limited liability company in Sweden with its registered office in Stockholm, Sweden. The address of the head office is Blasieholmsgatan 4A, SE-111 48 Stockholm, Sweden.

Viva Wine Group applies International Financial Reporting Standards (IFRS) as endorsed by the EU. The Group's interim report was prepared in accordance with IAS 34 Interim Financial Reporting and the applicable parts of the Swedish Annual Accounts Act (1995:1554). The parent company applies the Swedish Annual Accounts Act and Recommendation RFR 2 Financial Reporting for Legal Entities. The same accounting policies, basis for calculations and assessments were applied by the Group and the parent company as those applied in the most recent annual report.

All amounts in this report are presented in millions of Swedish kronor (SEK million) unless otherwise stated. Rounding differences may occur.

Note 2 Key estimates and judgements

The preparation of financial statements requires that company management and the Board of Directors make certain judgements and assumptions that impact the carrying amounts of asset and liability items, and revenue and cost items, as well as other information submitted. These judgements are based on experience and the assumptions that management and the Board of Directors deem reasonable under the prevailing circumstances. The actual outcome may then differ from these judgements if other conditions arise. The estimates and assumptions are routinely evaluated and are deemed not to involve any significant risk for material adjustments in the carrying amounts of assets and liabilities during the next periods. Changes in estimates are recognised in the period when the change is made if the change affects that period only, or in the period when the change is made and in future periods if the change affects the period in question as well as future periods. A description of material estimates and judgements is provided in the 2020 annual report.

Note 3 Revenue from customers

The Group's net sales are specified according to the following geographic markets, based on where the customer is located:

	Jul-Sep		Jan-Sep		Jan-Dec
Net sales per geographic market:	2021	2020	2021	2020	2020
Sweden	585.2	570.9	1,737.4	1,639.0	2,238.7
Finland	82.5	79.1	250.5	236.5	352.8
Germany	116.1	20.2	189.6	56.1	121.0
China	21.8	27.2	56.3	75.5	115.2
Other countries	20.8	10.6	57.5	35.9	17.5
Total	826.4	708.0	2,291.2	2,043.0	2,845.2

All revenue is recognised at a point in time when the goods have been delivered to the customer.

Note 4 Operating segments

For accounting and monitoring, the Group has divided its operations into four operating segments: Sweden, Nordics, E-commerce and Other. This division is based on geographic domicile and revenue stream. Segment reporting is based on the structure followed by management. Transactions between segments are carried out on the same terms as for external customers.

Jul-Sep 2021	Sweden	Nordics	E-commerce	Other	Total segments	Eliminations	Group total
Net sales	587.8	82.5	142.7	22.8	835.7	-9.2	826.4
Other operating income	1.6	0.0	0.7	15.7	18.0	-14.2	3.8
Total revenue	589.4	82.4	143.4	38.5	853.7	-23.4	830.3
Goods for resale	-464.5	-67.7	-87.6	-20.1	-639.9	9.7	-630.2
Other external expenses	-36.4	-2.3	-26.2	-11.2	-76.2	13.7	-62.4
Personnel costs	-10.8	-1.8	-24.5	-8.7	-45.8	-	-45.8
Depreciation, amortisation and impairment	-1.9	-0.6	-18.1	-2.0	-22.7	-	-22.7
Profit from participations in associated companies and joint ventures	0.0	0.0	0.0	4.9	4.8	-	4.8
Other operating expense	-0.1	0.0	-0.4	-0.1	-0.6	-	-0.6
Operating profit/loss	75.8	9.9	-13.5	1.2	73.4	-	73.4
EBITDA	77.6	10.5	4.6	3.3	96.1	-	96.1
EBITA	76.2	10.1	2.7	2.9	91.9	-	91.9
Goodwill	1.0	5.6	584.5	0.0	591.1		591.1
Total assets	816.9	141.6	1,758.6	1,881.7	4,598.8	-1,600.4	2,998.4
Total liabilities	586.7	136.7	1,817.0	1,558.9	4,099.3	-1,600.4	2,498.9

Jul-Sep 2020	Sweden	Nordics	E-commerce	Other	Total segments	Eliminations	Group total
Net sales	593.1	79.1	26.0	33.7	732.0	-23.9	708.0
Other operating income	2.2	0.2	0.0	0.2	2.5	0.0	2.5
Total revenue	595.3	79.3	26.0	33.8	734.5	-23.9	710.5
Goods for resale	-479.1	-52.5	-19.7	-31.7	-583.0	23.9	-559.1
Other external expenses	-28.2	-13.8	-2.5	-1.6	-46.1	0.3	-45.8
Personnel costs	-13.1	-1.6	-4.1	-0.7	-19.5	0.0	-19.5
Depreciation, amortisation and impairment	-1.7	-0.5	-2.6	-0.2	-5.0	0.0	-5.0
Profit from participations in associated companies and joint ventures	0.0	0.0	0.0	3.4	3.4	0.0	3.4
Other operating expense	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Operating profit/loss	73.1	10.8	-2.8	3.0	84.2	0.3	84.5
EBITDA	74.9	11.3	-0.2	3.2	89.2	0.3	89.5
EBITA	73.4	10.8	-0.4	2.5	86.3	0.8	87.1
Goodwill	1.0	5.8	8.5	0.0	15.3	0.0	15.3
Total assets	1,176.2	168.9	81.1	472.1	1,898.3	-625.5	1,272.8
Total liabilities	966.4	139.1	68.1	303.6	1,477.2	-565.5	911.7

Jan-Sep 2021	Sweden	Nordics	E-commerce	Other	Total segments	Eliminations	Group total
Net sales	1,746.2	250.4	248.8	65.6	2,310.9	-19.7	2,291.2
Other operating income	7.5	0.7	1.6	45.5	55.3	-42.0	13.3
Total revenue	1,753.7	251.0	250.4	111.1	2,366.2	-61.7	2,304.5
Goods for resale	-1,380.8	-208.4	-164.5	-55.1	-1,808.8	20.8	-1,788.1
Other external expenses	-126.2	-6.7	-38.6	-34.2	-205.8	40.9	-164.8
Personnel costs	-36.4	-7.1	-43.8	-27.5	-114.8	0.0	-114.8
Depreciation, amortisation and impairment	-5.5	-1.7	-23.4	-5.3	-36.0	0.0	-36.0
Profit from participations in associated companies and joint ventures	-0.1	0.0	0.0	18.1	18.0	0.0	18.0
Other operating expense	0.0	0.0	-0.6	-0.1	-0.6	0.0	-0.6
Operating profit/loss	204.8	27.0	-20.6	6.9	218.2	-	218.2
EBITDA	210.3	28.7	2.8	12.3	254.1	-	254.1
EBITA	205.5	27.1	-0.6	11.3	243.3	-	243.3
Jan-Sep 2020	Sweden	Nordics	E-commerce	Other	Total segments	Eliminations	Group total
Net sales	1,706.3	236.5	84.9	91.6	2,119.2	-76.2	2,043.0
Other operating income	5.1	0.2	0.1	0.7	6.1	0.0	6.1
Total revenue	1,711.4	236.7	84.9	92.3	2,125.3	-76.2	2,049.1
Goods for resale	-1,390.7	-181.4	-65.1	-83.6	-1,720.8	77.7	-1,643.0
Other external expenses	-98.0	-18.9	-7.7	-6.1	-130.7	0.3	-130.4
Personnel costs	-49.3	-6.6	-12.2	-3.0	-71.0	-	-71.0
Depreciation, amortisation and impairment	-5.1	-1.5	-7.7	-0.5	-14.8	-	-14.8
Profit from participations in associated companies and joint ventures	-	-	-	5.1	5.1	-	5.1
Other operating expense	0.0	0.0	0.0	0.0	0.0	-	0.0
Operating profit/loss	168.4	28.3	-7.8	4.2	193.1	1.8	195.0
EBITDA	173.5	29.8	-0.1	4.7	207.9	1.8	209.8
EBITA	169.0	28.3	-0.8	3.7	200.2	2.4	202.5

Jan-Dec 2020	Sweden	Nordics	E-commerce	Other	Total segments	Eliminations	Group total
Net sales	2,323.4	352.8	137.3	137.4	2,950.9	-105.7	2,845.2
Other operating income	7.1	0.4	0.3	0.9	8.6	-	8.6
Total revenue	2,330.5	353.2	137.6	138.3	2,959.5	-105.7	2,853.8
Goods for resale	-1,873.0	-290.5	-104.6	-122.7	-2,390.7	80.6	-2,310.1
Other external expenses	-143.9	-6.5	-14.9	-11.2	-176.5	26.0	-150.5
Personnel costs	-66.9	-9.1	-19.9	-5.2	-101.1	-	-101.1
Depreciation, amortisation and impairment	-6.9	-2.3	-11.9	-0.7	-21.8	-	-21.8
Profit from participations in associated companies and joint ventures	-	-	-	10.7	10.7	-	10.7
Other operating expense	0.0	-	-0.2	-0.1	-0.2	-	-0.2
Operating profit/loss	239.8	44.8	-13.9	9.1	279.9	0.9	280.8
EBITDA	246.7	47.1	-2.0	9.9	301.7	0.9	302.6
EBITA	240.7	45.5	-4.8	9.1	290.5	0.9	291.4
Goodwill	1.0	5.5	12.1	-	18.6	-	18.6
Total assets	1,019.4	198.0	231.4	695.5	2,144.3	-718.6	1,425.7
Total liabilities	803.2	157.1	225.5	313.2	1,499.0	-477.3	1,021.7

Note 5 Number of shares and earnings per share

Number of shares	Total
Number of shares 1 January 2021	5,000,000
Number of shares 30 September 2021	5,000,000

Viva Wine Group AB has one class of shares, with all shares carrying equal voting rights. A bonus issue was carried out in September 2021, after which the share capital increased to SEK 500,000 with an unchanged number of shares. The quota value of the shares after the bonus issue is SEK 0.10.

	Jul-Sep		Jan-Sep		Jan-Dec
Earnings per share	2021	2020	2021	2020	2020
Parent company's owners:					
Earnings per share before dilution (SEK)	7.28	12.05	26.47	25.95	33.64
Earnings per share after dilution (SEK)	7.28	12.05	26.47	25.95	33.64
Earnings before dilution (SEK million)	36.4	60.2	132.3	129.8	168.2
Earnings effect from potential shares (SEK million)	-	-	-	-	-
Earnings after dilution (SEK million)	36.4	60.2	132.3	129.8	168.2
Average number of shares, before dilution (thousand)	5,000	5,000	5,000	5,000	5,000
Potential shares (thousand)	-	-	-	-	-
Average number of shares, after dilution (thousand)	5,000	5,000	5,000	5,000	5,000

Note 6 Financial instruments

The Group's financial assets comprise trade receivables, other receivables, securities held as non-current assets, receivables from associated companies, non-current receivables, cash and cash equivalents and derivative instruments. Financial liabilities comprise trade payables, other liabilities, interest-bearing liabilities, liabilities to associated companies, other non-current liabilities and derivative instruments. Derivative instruments are measured at fair value through profit or loss (level 2), while the Group's other financial assets and liabilities are measured at amortised cost. For all financial assets and liabilities, the carrying amount corresponds to the fair value.

Note 7 Related-party transactions

The Group's related-party transactions comprise purchases from and sales to associated companies and joint ventures as well as costs for salaries and pensions for senior executives, partners and the Board of Directors.

	Jul-Sep		Jan-Sep		Jan-Dec
	2021	2020	2021	2020	2020
Associated companies and joint ventures					
Sale of goods/services	2.4	0.3	5.0	1.6	1.9
Purchase of goods/services	59.9	54.4	197.1	172.1	243.3
Associated companies and joint ventures			30 Sep 2021	30 Sep 2020	31 Dec 2020
Receivables on balance-sheet date			11.3	14.9	15.2
Liabilities on balance-sheet date			2.7	32.9	42.7
	Jul-Sep		Jan-Sep		Jan-Dec
	2021	2020	2021	2020	2020
Remuneration of senior executives and board of directors					
Salaries	2.1	0.9	5.4	2.7	3.6
Pension	0.1	0	0.4	0.1	0.1

Note 8 Pledged assets and contingent liabilities

	30 Sep 2021	30 Sep 2020	31 Dec 2020
Pledged assets for own liabilities to credit institutions			
Floating charges	188.2	188.2	188.2
Property mortgages	29.6	-	29.1
Guarantees	0.4	-	-
	218.2	188.2	217.3
Contingent liabilities	30 Sep 2021	30 Sep 2020	31 Dec 2020
	None	None	None

Note 9 Business combinations

On 3 August 2021, Viva Wine Group AB acquired 100% of the shares and votes in the German company Vicampo.de GmbH. The company is an e-commerce actor and operates two online shopping platforms – Vicampo and Weinfürst – with sales in Germany, Switzerland, Austria, the Netherlands and France. Both of these platforms target the lower price segment and thus complement Viva Wine Group's existing business, which is targeted at a higher price segment. This acquisition also provides Viva Wine Group with a leading market position in Germany. The company expects positive synergy effects by coordinating the operation of these companies and the platforms. Vicampo.de GmbH has total assets of SEK 374.3 million. The purchase consideration amounted to SEK 1,314.6 million and was paid in cash.

Acquired net assets on the acquisition date (SEK thousand)	Vicampo.de GmbH
Intangible assets	755.7
Tangible assets	29.3
Right-of-use assets	2.3
Deferred tax assets	22.3
Inventories	42.1
Trade receivables and other receivables	30.2
Cash and cash equivalents	271.9
Deferred tax liabilities	-262.4
Trade payables and other operating liabilities	-148.5
Identified net assets	742.9
Goodwill	571.7
Total purchase consideration	1,314.6
Purchase consideration comprises:	
Cash	1,314.6
Total purchase consideration	1,314.6

The acquisition gave rise to goodwill of SEK 571.7 million in the form of a difference between the consideration transferred and the fair value of the acquired net assets. Goodwill primarily pertains to anticipated synergies from the merger of the operations of the acquired company with the operations of the acquirer. Goodwill is not expected to be tax deductible.

Transaction costs related to the acquisition of Vicampo.de GmbH amounted to SEK 10.9 million. The transaction costs were recognised as an expense in profit or loss under Other external expenses.

Impact of the acquisition on the Group's cash flow	Vicampo.de GmbH
Cash portion of purchase consideration	1,314.6
<u>Less:</u>	
Cash (acquired)	271.9
Net cash outflow	1,042.7

During a period of two months up until 30 September 2021, Vicampo.de GmbH contributed SEK 102.6 million to the Group's revenue and SEK -1.2 million to the Group's profit after tax. If the acquisition had taken place at the beginning of the financial year, Viva Wine Group estimates that Vicampo.de GmbH would have contributed SEK 557.6 million to the Group's revenue and SEK 31.9 million to the Group's profit after tax.

Note 10 Events after the balance sheet date

In connection with the buy out of minority and restructuring within the Group during October - November, transactions have taken place with Related Parties regarding senior executives and family member to senior executives. These have taken place on the same terms and price as to other selling shareholders.

As of 1 November 2021, Viva Wine Group has entered into an agreement to acquire 40 percent of the shares in the former associated company Norwegian Beverage Group AS ("NBG"). The completion of the transaction means that Viva Wine Group will increase its ownership share from 49 percent to 89 percent of the votes and shares in NBG.

Auditors' review report

AUDITORS' REVIEW REPORT

To the Board of Directors of Viva Wine Group AB, corporate identity number 559178-4953

Introduction

We have reviewed the condensed consolidated interim financial information on pages F-3-F-15 of Viva Wine Group AB as of 30 September 2021 and for the nine-month period then ended. The Board of Directors is responsible for the preparation and fair presentation of this condensed consolidated interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this condensed consolidated interim 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 and other generally accepted auditing standards in Sweden. The procedures performed in a review do 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 condensed consolidated interim financial information is not prepared, in all material aspects, in accordance with IAS 34.

Stockholm, 6 December 2021
Ernst & Young AB

Andreas Nyberg
Authorized Public Accountant

**CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL
YEARS ENDING 31 DECEMBER 2020, 2019 AND 2018**

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Amounts in SEK million	Note	2020	2019	2018
Operating income				
Net sales	3,4	2,845.2	2,334.7	1,989.5
Other operating income	5	8.6	3.6	1.2
		2,853.8	2,338.3	1,990.7
Operating expense				
Goods for resale		-2,310.1	-1,926.4	-1,650.0
Other external expenses	6	-150.5	-162.0	-139.8
Personnel costs	7	-101.1	-89.4	-64.1
Depreciation, amortisation and impairment		-21.8	-18.0	-7.1
Profit from participations in associated companies and joint ventures	15	10.7	13.1	7.6
Other operating expense		-0.2	-0.1	-0.1
Operating profit		280.8	155.5	137.2
Financial income and expenses				
Financial income	8	4.9	26.1	42.7
Financial expenses	9	-9.2	-13.2	-20.7
Profit after financial items		276.5	168.5	159.2
Tax	10	-57.3	-35.7	-36.0
Net profit for the year		219.2	132.7	-123.2
Net profit for the year attributable to				
Parent company's shareholders		168.2	85.6	69.8
Non-controlling interests		51.0	47.1	53.5
Earnings per share				
Earnings per common share before dilution (SEK)	11	33.64	17.13	13.95
Earnings per common share after dilution (SEK)	11	33.64	17.13	13.95

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Amounts in SEK million	Note	2020	2019	2018
Net profit for the year		219.2	132.7	123.2
Other comprehensive income				
<i>Items that may be reclassified to profit or loss (after tax):</i>				
Translation difference		-5.1	0.8	0.4
Other comprehensive income for the year, net of tax		-5.1	0.8	0.4
<i>Comprehensive income for the year, net of tax</i>		<i>214.0</i>	<i>133.5</i>	<i>123.6</i>
Comprehensive income for the year attributable to				
Parent company's shareholders		164.2	86.4	70.1
Non-controlling interests		49.9	47.0	53.6

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Amounts in SEK million	Note	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
ASSETS					
Non-current assets					
Goodwill	12	18.6	14.2	5.6	5.4
Intangible assets	12	50.2	30.5	0.2	0.5
Tangible assets	13	43.9	1.2	1.6	1.1
Right-of-use assets	14	37.0	40.3	42.5	48.1
Participations in associated companies and joint ventures	15	70.7	61.2	54.5	43.3
Other securities held as non-current assets	16	0.9	0.1	0.1	0.0
Other non-current receivables	16	16.5	16.2	67.8	14.7
Deferred tax assets	10	17.0	10.2	2.5	0.0
Total non-current assets		254.7	173.9	174.8	113.2
Current assets					
Inventories	17	424.2	325.9	297.7	229.2
Trade receivables	16	616.3	508.8	455.8	399.7
Receivables from associated companies	16	14.9	11.1	24.5	19.6
Current tax assets		2.9	10.1	0.1	0.1
Other receivables	16	30.2	33.9	37.7	10.7
Derivative instruments	16	7.0	11.6	3.8	14.7
Prepaid expenses and accrued income	18	33.2	34.0	38.3	19.0
Cash and cash equivalents	19	42.3	96.5	3.7	84.5
Total current assets		1,171.0	1,031.9	861.6	777.6
TOTAL ASSETS		1,425.7	1,205.9	1,036.4	890.8

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT.)

Amounts in SEK million	Note	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
EQUITY AND LIABILITIES					
Equity					
Share capital	21	0.1	0.1	0.1	0.1
Reserves		-2.7	1.3	0.5	0.2
Retained earnings including net profit for the year		340.9	203.2	138.2	251.9
Total equity attributable to parent company's shareholders		338.3	204.6	138.7	252.2
Non-controlling interests		65.7	39.9	72.6	62.4
Total equity		404.0	244.5	211.3	314.6
Non-current liabilities					
Overdraft facility	16	61.2	149.7	19.1	20.7
Other liabilities to credit institutions	16	47.2	54.5	22.0	-
Other non-current liabilities	16	2.4	36.0	15.0	15.0
Lease liabilities	14	29.0	32.5	36.6	41.9
Deferred tax liabilities	10	12.2	7.9	0.0	2.5
Total non-current liabilities		152.1	280.5	92.7	80.1
Current liabilities					
Liabilities to credit institutions	16	29.0	27.3	24.0	-
Trade payables	16	398.5	292.4	311.9	220.0
Advances from customers	16	8.9	2.6	10.3	0.9
Liabilities to associated companies	16	1.6	0.1	8.5	2.1
Current tax liabilities		20.1	13.9	27.4	37.8
Lease liabilities	14	9.2	8.5	6.1	5.1
Derivative instruments	16	26.6	27.0	10.1	3.5
Other current liabilities	16, 23	346.3	282.0	311.7	201.2
Accrued expenses and deferred income	16, 24	29.4	27.1	22.6	25.4
Total current liabilities		869.6	680.8	732.4	496.0
TOTAL EQUITY AND LIABILITIES		1,425.7	1,205.9	1,036.4	890.8

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Amounts in SEK million	Equity attributable to parent company's shareholders					Non-controlling interest	Total equity
	Share capital	Translation reserve	Retained earnings including net profit for the year	Total equity attributable to parent company's shareholders			
Opening equity, 1 Jan 2018	0.1	0.2	251.9	252.2	62.4		314.6
Net profit for the year	-	-	87.1	87.1	53.5		140.6
Other comprehensive income for the year	-	0.3	-	0.3	0.1		0.4
Comprehensive income for the year	-	0.3	87.1	87.4	53.6		140.9
<i>Transactions with the Group's owners</i>							
Dividends paid	-	-	-204.0	-204.0	-46.7		-250.7
Changed Group structure	-	-	3.1	3.1	3.3		6.4
Total	0.0	0.0	-200.9	-200.9	-43.4		-244.3
Closing equity, 31 Dec 2018	0.1	0.5	138.2	138.7	72.6		211.3
Opening equity, 1 Jan 2019	0.1	0.5	138.2	138.7	72.6		211.3
Net profit for the year	-	-	85.6	85.6	47.1		132.7
Other comprehensive income for the year	-	0.8	0.0	0.8	0.0		0.8
Comprehensive income for the year	-	0.8	85.6	86.4	47.0		133.5
<i>Transactions with the Group's owners</i>							
New share issue	0.1	-	-	0.1	-		0.1
Dividends paid	-	-	-22.7	-22.7	-28.4		-51.1
Changed participating interest in subsidiaries	-0.2	-	40.6	40.4	-22.9		17.5
Withdrawal of shares	0.0	-	-38.3	-38.4	-28.4		-66.8
Bonus issue	0.1	-	-0.1	0.0	0.0		0.0
Total	0.0	-	-20.6	-20.6	-79.7		-100.3
Closing equity, 31 Dec 2019	0.1	1.3	203.2	204.6	39.9		244.5
Opening equity, 1 Jan 2020	0.1	1.3	203.2	204.6	39.9		244.5
Net profit for the year	-	-	168.2	168.2	51.0		219.2
Other comprehensive income for the year	-	-4.0	-	-4.0	-1.1		-5.1
Comprehensive income for the year	-	-4.0	168.2	164.2	49.9		214.0
<i>Transactions with the Group's owners</i>							
Dividends paid	-	-	-20.0	-20.0	-31.2		-51.2
Changed participating interest in subsidiaries	-	-	-10.5	-10.5	7.1		-3.4
Total	-	-	-30.5	-30.5	-24.1		-54.5
Closing equity, 31 Dec 2020	0.1	-2.7	340.9	338.3	65.7		404.0

CONSOLIDATED STATEMENT OF CASH FLOWS

SEK million	Note	2020	2019	2018
Operating activities				
Profit after financial items		276.5	168.5	159.2
Adjustment for non-cash items	25	29.5	22.2	21.3
Tax paid		-53.6	-65.0	-51.4
Cash flow from operating activities before changes in working capital		252.4	125.7	129.2
Cash flow from change in working capital				
Change in inventories		-97.7	-22.6	-73.1
Changes in operating receivables		-94.4	-4.3	-107.3
Changes in operating liabilities		156.8	31.2	215.7
Cash flow from operating activities		217.1	130.0	164.4
Investing activities				
Business combinations	28	-13.2	-43.8	-0.3
Divestment of subsidiaries		-	-	22.6
Acquisition of intangible assets		-0.5	-	-
Divestment of intangible assets		-	-0.8	-
Acquisition of tangible assets		-47.5	-5.9	-1.4
Divestment of tangible fixed assets		-	-	-
Redemption of shares, purchase of minority interests		-	-66.8	-
Purchase of financial assets		-2.9	51.6	-72.0
Divestment of financial assets		-	-	14.4
Changed Group structure		-	-	2.5
Cash flow from investing activities		-64.1	-65.7	-34.2
Financing activities				
Dividend paid to parent company's shareholders		-20.0	-22.7	-204.0
Dividend paid to non-controlling interests		-31.2	-28.4	-46.7
Change in overdraft facility		-124.5	-	-1.6
Loans raised from credit institutions		6.1	190.7	50.4
Repayment of debt		-27.3	-103.6	-4.0
Repayment of lease liability		-8.5	-7.5	-5.0
Cash flow from financing activities		-205.3	28.5	-210.9
Cash flow for the year		-52.3	92.8	-80.8
Cash and cash equivalents at the beginning of the year		96.5	3.7	84.5
Exchange rate differences in cash and cash equivalents		-1.9	0.1	-
Cash and cash equivalents at the end of the year		42.3	96.5	3.7
Interest expense		-3.1	-1.7	-0.9
Interest received		1.9	0.9	1.7

NOTES FOR THE GROUP

Note 1 Significant accounting policies

This consolidated financial statements relates to the Swedish parent company Viva Wine Group AB with corporate registration number 559178-4953 and its subsidiaries.

The Group's principal activity is to trade in alcoholic beverages. Viva Wine Group develops, imports, markets and sells both own and partner brands in over 10 growing markets worldwide.

The parent company is a limited liability company registered in and with its registered office in Stockholm, Sweden. The address of the head office is Blasieholmsgatan 4A, 111 48 Stockholm.

Basis of consolidated accounts

The consolidated accounts have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations issued by the IFRS Interpretations Committee (IFRIC) as adopted by the European Union (EU). The Group has also applied the Swedish Annual Accounts Act (1995:1554) and Recommendation RFR 1 Supplementary Accounting Rules for Groups, issued by the Swedish Financial Reporting Board.

The consolidated accounts have been prepared based on the assumption of a going concern. Assets and liabilities are measured based on cost, with the exception of certain financial instruments that are measured at fair value. The consolidated accounts have been prepared in accordance with the acquisition method, and all subsidiaries in which a controlling interest is held have been consolidated as of the date this interest was received.

The preparation of financial statements in accordance with IFRS requires the use of several accounting estimates by management for accounting purposes. Those areas that include a high level of judgement, that are complex or such areas where assumptions and estimates are of material importance for the consolidated accounts are stated in Note 2 Key estimates and judgements. These judgements and assumptions are based on historical experience and on other factors considered reasonable under the prevailing circumstances. Actual outcomes may differ from judgements made if such judgements are changed or other circumstances are in place.

Unless otherwise indicated, the accounting policies stated below were applied consistently to all periods presented in the consolidated financial statements.

These are Viva Wine Group's first financial statements prepared in accordance with IFRS. Viva Wine Group has applied IFRS 1 First-time Adoption of International Financial Reporting Standards in the preparation of these financial statements. The transition to IFRS is described in more detail in Note 30 Transition to IFRS.

Correction of errors

The company has noted discrepancies between the established figures in the submitted Annual report 2020 and this report. The discrepancy relates to the allocation of equity between the minority and the Group and a provision for deferred tax liability in respect of an interest that was incorrectly recognised.

The following summary shows the impact of the correction of errors, for the Group. The correction of errors has had no impact on the Group's cash flow.

Income statement, SEK million	2018	2019	2020
Net profit for the year in accordance with the 2020 Annual report	121.6	129.9	217.1
Correction of errors for deferred tax	1.6	2.8	2.0
Net profit for the year after correction of errors	123.2	132.7	219.2
Parent company's shareholders	69.7	85.6	168.2
Non-controlling interest	53.5	47.1	50.9
Balance sheet, SEK million	31 Dec 2018	31 Dec 2019	31 Dec 2020
Deferred tax liabilities			
In accordance with the 2020 Annual report	-1.6	-12.3	-18.7
Correction of errors	1.6	4.4	6.5
Closing equity after correction of errors	-	-7.9	-12.2
Equity			
According to the previously adopted Annual Report 2020			
Attributable to parent company's shareholders	136.2	198.7	337.7
Non-controlling interest	73.4	41.4	59.9
Correction of errors			
Attributable to parent company's shareholders	2.5	5.9	0.6
Non-controlling interest	-0.8	-1.5	5.8
Closing equity after correction of errors			
Attributable to parent company's shareholders	138.7	204.6	338.3
Non-controlling interest	72.6	39.9	65.7

Consolidation

Subsidiaries

Subsidiaries are all entities over which Viva Wine Group AB has a controlling interest. The Group controls an entity when it is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the entity. Subsidiaries are included in the consolidated accounts from the date on which controlling influence is transferred to the Group, and are eliminated from the consolidated accounts from the date on which the controlling interest ceases.

Subsidiaries are recognised using the acquisition method. This method entails that the acquisition of a subsidiary is viewed as a transaction through which the Group indirectly acquires the assets of the subsidiary and assumes its liabilities. The acquisition analysis determines the fair value on the acquisition date of the identifiable assets, assumed liabilities and any non-controlling interests. Any transaction costs that arise, except for transaction costs attributable to issues of equity instruments or debt instruments, are recognised directly in net profit for the year. In the case of business combinations where the transferred consideration exceeds the fair value of the acquired assets and assumed liabilities that are to be recognised separately, the difference is recognised as goodwill. Should the difference be negative, which is known as a bargain purchase, it is recognised directly in net profit for the year.

For step acquisitions, goodwill is determined on the date on which controlling interest arises. Previous holdings are measured at fair value and the change in value is recognised in profit or loss. If further participations are acquired after controlling interest has been received, these are recognised in equity as a transaction between owners.

Non-controlling interests

Non-controlling interests, meaning shares in subsidiaries that are directly or indirectly attributable to a parent company, are recognised separately in equity. Changes in participating interest that do not cause the parent company to lose its controlling interest are recognised as an equity transaction.

Related-party transactions

The Group's related parties include its owners, Group management, subsidiaries, joint ventures and associated companies. Related-party transactions in the consolidated accounts comprise remuneration to senior executives as well as purchases from and sales to joint ventures and associated companies. For information about related-party transactions, refer to Note 27.

Associated companies and jointly controlled entities

Shareholdings in associated companies in which the Group holds no less than 20 percent and not more than 50 percent of the votes or in another manner have a significant influence are recognised in accordance with the equity method. The equity method entails that the carrying amount of the shares in associated companies and joint ventures recognised in the Group corresponds to the Group's participations in the associated companies' and joint ventures' equity and consolidated surpluses or deficits. The equity method is applied until the date on which the significant influence ceases or the jointly owned company ceases to be jointly owned.

Transactions eliminated on consolidation

Intra-Group receivables and liabilities, revenue or expenses, and unrealised gains or losses arising in intra-Group transactions between Group companies are eliminated in their entirety when preparing the consolidated accounts.

Currency

Functional currency and presentation currency

The functional currency of the parent company is Swedish kronor (SEK), which is also the presentation currency for the parent company and the Group. All amounts are presented in thousand Swedish kronor (SEK millions) unless otherwise stated.

Transactions in foreign currency

Transactions in foreign currency are translated into the functional currency at the exchange rate on the transaction date. Monetary assets and liabilities in foreign currency are translated into the functional currency at the exchange rate on the balance-sheet date. Non-monetary items measured at historical cost in a foreign currency are not translated. Exchange rate differences that arise during translation are recognised in net profit for the year. Exchange rate gains and losses on operating receivables and operating liabilities are recognised in operating profit while exchange rate gains and losses on financial receivables and liabilities are recognised as financial items.

Translation of foreign subsidiaries

Assets and liabilities in foreign operations are translated from the foreign operations' functional currency to the Group's presentation currency at the exchange rate prevailing on the balance-sheet date. Revenue and expenses in foreign entities are translated to SEK at the average exchange rate, which constitutes an approximation of the foreign-exchange rates prevailing on each transaction date. Translation differences arising from currency translation of foreign operations are recognised in other comprehensive income and accumulated in the translation reserve in equity. When the controlling influence in foreign operations ceases, the associated translation differences are reclassified from the translation reserve in equity to profit or loss.

Classification

Non-current assets and non-current liabilities consist essentially of amounts that are expected to be recovered or paid more than 12 months from the balance-sheet date. Current assets consist essentially of amounts that are expected to be realised during the Group's normal operation cycle, which is 12 months after the reporting period. Current liabilities consist essentially of amounts that are expected to be settled during the Group's normal operation cycle, which is 12 months after the reporting period.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The CODM is the function that is responsible for allocating resources and assessing the results of the operating segments. In the Group, this function was identified as Group management. An operating segment is a part of the Group that conducts operations from which revenue can be generated and costs incurred, and for which independent financial information is available. The division of the Group into segments is based on the internal structure of the Group's business operations, which means that the Group's operations have been divided into four reporting segments: Sweden, Nordics, E-commerce and Other.

The same accounting policies are used in the segments as for the Group.

Revenue from contracts with customers

The Group recognise revenue when the Group satisfies a performance obligation, which is when a promised good or service is delivered to the customer and the control of the good or service is passed to the customer. Control of a performance obligation can be transferred over time or at a point in time. The revenue comprises the amount that the Company expects to receive as consideration for the goods or services transferred. The Group's recognition of revenue from contracts with customers requires

each customer contract to be analysed in accordance with the five-step model set out in the standard:

Step 1: Identify a contract between two or more parties that creates enforceable rights and obligations.

Step 2: Identify the distinct promises (performance obligations) in the contract.

Step 3: Determine the transaction price, that is, the amount of consideration that the Company expects to receive in exchange for the promised goods or services. The transaction price must be adjusted for any variable components, for example any discounts.

Step 4: Allocate the transaction price to each performance obligation.

Step 5: Recognise revenue when a performance obligation is satisfied, that is when the customer obtains control. The obligation may be satisfied at a point in time or over time if any of the criteria set out in the standard are met.

The Group's significant revenue is derived from trading in alcoholic beverages, primarily wine. Its revenue is mainly distributed between the following streams of revenue: sales to monopoly companies (Systembolaget and Alko), sales to restaurant customers, sales to wholesalers, E-commerce and B2B sales (in China and the US). Contracts with the Group's customers encompass sales of goods with only one performance obligation that includes several distinct services such as customer service and transportation. Revenue is recognised at a point in time when the goods have been delivered to the customer.

Employee benefits

Short-term benefits

Short-term employee benefits such as salaries, social security contributions and holiday pay are expensed in the period when the employees perform the services.

Defined contribution pension plans

The Group has only defined contribution pension plans. A defined contribution pension plan is a pension plan under which the Group pays fixed contributions to a separate legal entity. The Group has no legal or informal obligations to pay additional contributions if this legal entity does not have sufficient assets to pay all employee benefits that relate to the employees' service during current or prior periods. The Group thus has no additional risk. The Group's obligations pertaining to fees for defined contribution pension plans are recognised as an expense in profit or loss at the rate they are vested as the employees perform services for the Group during the period.

Termination benefits

An expense for benefits in connection with the termination of employment is recognised only if the company is demonstrably obligated, without any realistic possibility of withdrawal, by virtue of a formal detailed plan to prematurely terminate an employment contract. When benefits are paid as an offer to encourage voluntary redundancy, an expense is recognised if it is probable that the offer will be accepted and the number of employees who will accept the offer can be reliably estimated.

Financial income and expense

Financial income

Financial income comprises interest income and capital gains on sales of financial assets as well as currency effects. Interest income is recognised in accordance with the effective interest rate method. The effective interest rate discounts estimated future receipts and disbursements during the financial instrument's expected term to the recognised net value of the financial asset or the liability. The calculation also encompasses all fees paid or received by the contracting parties that are part of the effective interest rate, transaction costs and all other share premiums and discounts. Financial income is recognised in the period to which it pertains.

Dividends received are recognised when the right to receive dividends has been established.

Financial expenses

Financial expenses consist primarily of interest expenses on liabilities, which are calculated based on application of the effective interest rate method, and interest expenses on lease liabilities as well as currency effects. Financial expenses are recognised in the period to which they are attributable.

Foreign exchange gains and losses are recognised in a net amount.

Income tax

Income tax comprises current tax and deferred tax. Income tax is recognised in net profit for the year, except when the underlying transaction is recognised in other comprehensive income or in equity, in which case the associated tax effect is also recognised in other comprehensive income or in equity.

Current tax is tax to be paid or refunded relating to the current year, with the application of the tax rates enacted, or in practice enacted, as of the balance-sheet date. Current tax also includes adjustments of current tax attributable to prior periods.

Deferred tax is recognised in its entirety, according to the balance sheet method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Temporary differences are not taken into consideration in the recognition of goodwill or on initial recognition of the acquisition of an asset, since the acquisition does not affect either recognised or taxable profit. Nor are temporary differences attributable to shares in subsidiaries that are not expected to be reversed in the foreseeable future taken into consideration. The valuation of deferred tax is based on how and in which jurisdiction the underlying assets or liabilities are expected to be realised or settled. Deferred tax is calculated by applying the tax rates and rules that have been enacted or announced on the balance-sheet date and that are expected to apply in that jurisdiction when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets on deductible temporary differences and loss carryforwards are only recognised to the extent that it is likely that these will be possible to utilise. The value of the deferred tax assets is reduced when it is no longer considered probable that they can be utilised. Deferred tax assets and deferred tax liabilities are set off if there is a legal right to set off current tax assets against current tax liabilities and the deferred tax is attributable to the same unit in the Group and the same tax authority.

Earnings per share

Earnings per share before dilution are calculated by dividing the net earnings attributable to the parent company's shareholders by a weighted average of the number of shares outstanding during the year.

Earnings per share after dilution is calculated by dividing the net earnings attributable to the parent company's shareholders of the Parent Company (adjusted where applicable) by the sum of the weighted average number of ordinary shares outstanding and potential ordinary shares that may give rise to a dilutive effect. The dilutive effect of potential ordinary shares is only recognised if a conversion to ordinary shares would lead to a decrease in earnings per share after dilution.

Intangible assets

An intangible asset is recognised when it is probable that future economic benefits that can be attributed to the asset will accrue to the Company and if the cost of the asset can be reliably calculated. An intangible asset is measured at cost on initial recognition in the financial statements. Intangible assets with definite useful lives are recognised at cost less amortisation and any impairment. Intangible assets with indefinite useful lives are tested annually for impairment and in cases where there is indication that impairment may be required. The useful life of intangible assets with indefinite useful lives is reappraised at the end of every reporting period as well.

Goodwill

Goodwill represents the difference between the cost of a business combination and the fair value of net assets acquired. Goodwill is measured at cost less any accumulated impairment. Goodwill is distributed to cash-generating units that are expected to benefit from the synergy effects of the business combination. The factors that comprise recognised goodwill are primarily synergies, employees, know-how and strategically important producer contacts. Goodwill is considered to have an indefinite useful life and is therefore tested for impairment on at least an annual basis.

Internally generated intangible assets

The Group's internally generated assets are divided into two phases in accordance with IAS 38: the research phase and the development phase. Costs arising in the research phase are continuously expensed as they arise and are never capitalised afterwards. Costs arising in the development phase are capitalised as intangible assets when, in the opinion of management, it is probable that they will result in future financial advantages for the Group, the criteria for capitalisation have been met and the costs can be reliably measured.

Internally generated intangible assets are recognised at cost less any accumulated impairment during the development phase. The expenditures that are capitalised encompass expenditures for materials, direct salaries and other expenditures directly attributable to projects. All other costs that do not meet the criteria for capitalisation are charged to earnings as they arise.

Amortisation policies

Intangible assets are amortised systematically over the estimated useful life of the asset. The useful life is reviewed at the end of each reporting period and adjusted as necessary. Once the amortisable amount of the asset has been determined, the residual value

is taken into account where applicable. Amortisation is recognised in pace with the anticipated consumption of the economic benefits flowing from intangible assets with definite useful lives. Goodwill with an indefinite useful life is tested for impairment annually, or as soon as indications arise that the asset in question has decreased in value. Intangible assets with a definite useful life are amortised from the date they are available for use. The estimated useful lives of material intangible assets are as follows:

IT platforms	5 years
Customer relationships	3–15 years
Producer relationships	15 years
Brands	15 years
Internally generated intangible assets	5 years
Goodwill	Indefinite

Tangible assets

Tangible assets are recognised as an asset in the balance sheet if it is probable that future economic benefits will accrue to the Company and the cost of the asset can be reliably calculated. Tangible assets are recognised in the Group at cost less accumulated depreciation and any impairment. Cost includes the purchase price and expenditures directly attributable to the acquisition of the asset for bringing the item to the location and in the condition for its intended use. Tangible assets that consist of components with varying useful lives are treated as separate components of tangible assets.

The carrying amount of an asset is derecognised from the balance sheet when it is disposed or divested or when no future economic benefits are expected from the use or disposal/divestment of the asset. Gains or losses arising from the sale or disposal of an asset consist of the difference between the selling price and the asset's carrying amount less direct selling expenses. Gains and losses are recognised as other operating income/expenses.

Additional expenditures

Additional expenditures are added to the cost only to the extent that it is probable that the future economic benefits associated with the asset will accrue to the Group and the cost can be reliably calculated. All other additional expenditures are recognised as an expense in the period in which they arise.

Depreciation policies

Depreciation takes place straight-line over the estimated useful life of the asset. The estimated useful lives are:

Buildings	33 years
Leasehold improvements	3–25 years
Equipment, tools, fixtures and fittings	3–8 years

The depreciation methods applied, residual values and the useful lives of the assets are assessed at each year end.

Leases

When a contract is signed, the Group establishes whether the contract is or contains a lease based on the substance of the agreement. A contract is or contains a lease if the contract

transfers the right during a given period to determine the use of an identified asset in exchange for remuneration.

Lease liabilities

On the start date of a lease, the Group recognises a lease liability corresponding to the present value of the lease payments to be made over the lease term. The lease term is defined as the non-cancellable period along with periods for extending or terminating the lease if the Group is reasonably certain that it will exercise these options. The lease payments include fixed payments (less any benefits received in conjunction with signing the lease), variable lease payments that depend on an index or a rate (for example, a reference interest rate) and amounts that are expected to be paid under residual value guarantees. Additionally, the lease payments include the exercise price for an option to purchase the underlying asset, or penalties to be paid for termination in accordance with a termination option, if it is reasonably certain that such options will be exercised by Viva Wine Group. Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period to which they are attributable.

For calculation of the present value of lease payments, the Group uses the implicit rate in the contract if it can be determined, otherwise the incremental borrowing rate as of the start date of the lease. After the start date of a lease, the lease liability increases to reflect the interest rate on the lease liability and decreases with lease payments paid. Additionally, the value of the lease liability is remeasured as a result of modifications, changes to the lease term, changes in lease payments or changes in an assessment of whether to purchase the underlying asset.

Right-of-use assets

The Group recognises right-of-use assets in the statement of financial position as of the start date of the lease (meaning the date on which the underlying asset becomes available for use). Right-of-use assets are measured at cost less accumulated depreciation and any impairment, and adjusted for remeasurements of lease liabilities, with the exception of currency translations. The cost of right-of-use assets includes the initial value recognised for the attributable lease liability, initial direct costs, and any advances paid on or before the start date of the lease less any incentives received. Provided that Viva Wine Group is not reasonably certain that the right of use for the underlying asset will be assumed upon expiration of the lease, the right-of-use asset is depreciated straight-line over the shorter of the lease term and the useful life.

Application of practical exemptions

The Group tests for impairment in the event that there are indications of a decline in value in tangible or intangible assets, meaning whenever events or changes in circumstances indicate that the carrying amount is not recoverable. This also applies to right-of-use assets attributable to leases. Moreover, assets with an indefinite useful life, meaning the Group's goodwill, are impairment tested annually by calculating the recoverable amount of the asset regardless of whether there are indications of a decline in value.

Impairment is recognised at the amount by which the carrying amount of the asset exceeds its recoverable amount. A recoverable amount comprises the higher of a net realisable value and value in use, which constitutes an internally generated value based on future cash flows. When determining impairment requirements, assets are grouped down to the lowest level where separate identifiable cash flows (cash-generating units) exist. When impairment requirements are identified for a cash-generating unit (or group of units), the impairment amount is primarily allocated to goodwill. Other assets in the unit (or group of units) subsequently

undergo proportional impairment. In calculating value in use, future cash flows are discounted at a discount rate that takes into account risk-free interest and the risk related to the specific asset. Impairment is charged to profit or loss.

Previously recognised impairment is reversed if the recoverable amount is deemed to exceed the carrying amount. However, there is no reversal of an amount greater than what the carrying amount would have been if impairment had not been recognised in previous periods. Any reversals are recognised in profit or loss. However, impairment of goodwill is never reversed.

Financial instruments

Financial instruments are every form of agreement that gives rise to a financial asset in one company and a financial liability or an equity instrument in another company. Financial instruments recognised in the balance sheet include on the assets side: securities held as non-current assets, non-current receivables, trade receivables, receivables from associated companies, other receivables, derivative instruments, and cash and cash equivalents. Liabilities include: overdraft facilities, other liabilities to credit institutions, other non-current liabilities, trade payables, advances from customers, liabilities to associated companies, derivative instruments, other current liabilities, and accrued expenses. Recognition depends on how the financial instruments have been classified.

Recognition and derecognition

Financial assets and liabilities are recognised when the Group becomes a party under the contractual terms of the instrument. Transactions with financial assets are recognised on the transaction date, which is the date when the Group undertakes to acquire or dispose of the assets. Trade receivables are recognised in the balance sheet once an invoice has been sent and the Group's right to remuneration is unconditional. Liabilities are recognised when the counterparty has performed and there is a contractual obligation to pay, even if the invoice has not yet been received. Trade payables are recognised once the invoice has been received.

A financial asset is derecognised from the balance sheet (in whole or in part) when the rights in the contract have been realised or expired, or when the Group no longer has control over it. A financial liability is derecognised from the balance sheet (in whole or in part) when the obligation in the agreement is fulfilled or in another way extinguished. A financial asset and a financial liability are offset and recognised net in the balance sheet when there is a legal right to offset the recognised amounts and the intention is either to settle the net amount or to realise the asset at the same time as the liability is settled. Gains and losses from derecognition in the balance sheet as well as modifications are recognised in profit or loss. On every reporting date, the company evaluates the need for impairment pertaining to expected credit losses for a financial asset or group of financial assets as well as any other existing credit exposure.

Classification and measurement

Financial assets

Debt instruments: classification of financial assets that are debt instruments is based on the Group's business model for asset management and the character of the contractual cash flows of the asset. The instruments are classified at:

- » Amortised cost,
- » Fair value through other comprehensive income, or
- » Fair value through profit or loss.

Financial assets classified at amortised cost are held under the business model of collecting contractual cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets classified at amortised cost are initially measured at fair value plus transaction costs. Following initial recognition, the assets are measured according to the effective interest rate method. The assets are subject to a loss allowance for expected credit losses. The Group's financial assets that constitute debt instruments classified at amortised cost are presented in Note 16 Financial instruments.

The Group does not hold any financial assets classified at fair value through other comprehensive income. Nor does the Group hold any financial assets that constitute debt instruments classified at fair value through profit or loss.

Derivatives: classified at fair value through profit or loss. The Group does not apply hedge accounting.

Fair value is determined in accordance with the description in Note 16 Financial instruments.

Financial liabilities

Financial liabilities, except derivative instruments, are classified at amortised cost. Financial liabilities recognised at amortised cost are initially measured at fair value including transaction costs. Following initial recognition, they are measured at amortised cost using the effective interest rate method.

Borrowing is classified as current liabilities unless the Group has an unconditional right to postpone payment of the liability for at least 12 months after the balance-sheet date. Borrowing costs are recognised in profit or loss in the period to which they are attributable. Accrued interest is recognised as part of short-term borrowing from credit institutions in the event that settlement of the interest is expected within 12 months of the balance-sheet date.

Fair value is determined in accordance with the description in Note 16 Financial instruments.

Impairment of financial assets

Financial assets, except those classified at fair value through profit or loss, or equity instruments that are measured at fair value through other comprehensive income are covered by impairment for expected credit losses. Impairment of credit losses in accordance with IFRS 9 is forward-looking, and a loss allowance is made when there is an exposure to credit risk, normally on the initial recognition of an asset or receivable. Expected credit losses reflect the current value of all deficits in the cash flow attributable to defaults, either for the next 12 months or for the expected remaining tenor of the financial instruments, depending on the type of asset and on credit impairment since initial recognition.

The simplified model is applied for trade receivables. In the simplified model, a loss allowance is recognised for the expected remaining tenor of the receivable or asset.

For other items covered by expected credit losses, a three-stage impairment model is applied. Initially, and on every balance-sheet date, a loss allowance is recognised for the next 12 months, or alternately for a shorter period of time depending on the remaining tenor (stage 1). If there has been a substantial increase in credit risk since initial recognition that results in a rating below investment

grade, a loss allowance is recognised for the remaining tenor of the asset (stage 2). For assets deemed to be credit impaired, provisions for expected credit losses continue to be made for the remaining tenor (stage 3). For credit-impaired assets and receivables, the calculation of interest income is based on the carrying amount of the asset, net of loss allowance, in contrast to the gross amount as in previous stages. The Group's assets are deemed to be at stage 1, meaning no material increase in credit risk has occurred.

The measurement of expected credit losses is based on different methods; refer to the Group's Note 22 Financial risks. Individual assessments are made for credit-impaired assets and receivables as well as receivables, which take into account past, current and forward-looking information. The measurement of expected credit losses takes into account any collateral and other credit enhancement in the form of guarantees.

The financial assets are recognised at amortised cost in the balance sheet, meaning net of gross value and loss allowance. Changes in the loss allowance are recognised in profit or loss.

Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is calculated using the "first in, first out" method, and includes expenditures that arose in conjunction with the acquisition of inventories and their transportation to their current locations in their present condition. The net realisable value is defined as the selling price reduced by selling expenses.

Cash and cash equivalents

Cash and cash equivalents comprise cash as well as immediately available balances in banks and corresponding institutions. Utilised overdraft facilities are recognised as borrowings in non-current liabilities. Cash and cash equivalents are covered by loss allowance requirements for expected credit losses.

Equity

The company's shares consist of ordinary shares, which are recognised as share capital. The share capital is recognised at its quota value, and the excess portion is recognised as Other contributed capital. Transaction costs that can be directly attributed to an issue of new shares are recognised, net of tax, in equity as a deduction from the issue proceeds.

Provisions

A provision is recognised in the balance sheet when the Company has an existing legal or informal obligation as a result of an event that has occurred, it is probable that an outflow of financial resources will be required to settle the obligation, and the amount can be reliably estimated. Where the effect of when a payment is made is significant, provisions are calculated through the discounting of the anticipated future cash flow at an interest rate before tax that reflects current market assessments of the time value of money and, if applicable, the risks related to the liability. Provisions are reappraised at the end of every reporting period.

Contingent liabilities

A contingent liability is recognised when there is a possible commitment originating from events that have occurred and whose occurrence is confirmed only by one or several uncertain future

events or when there is a commitment that is not recognised as a liability or provision because it is probable that an outflow of resources will be required.

Cash flow

The statement of cash flows is prepared using the indirect method. This means that earnings are adjusted for transactions that have not resulted in inflows or outflows during the period, and for any revenue or expenses attributable to investing and/or financing activities.

Note 2 Key estimates and judgements

The preparation of financial statements requires that company management and the Board of Directors make certain judgements and assumptions that impact the carrying amounts of asset and liability items, and revenue and cost items, as well as other information submitted. These judgements are based on experience and the assumptions that management and the Board of Directors deem reasonable under the prevailing circumstances. The actual outcome may then differ from these judgements if other conditions arise. The estimates and assumptions are routinely evaluated and are deemed not to involve any significant risk for material adjustments in the carrying amounts of assets and liabilities during the next financial year. Changes in estimates are recognised in the period when the change is made if the change affects that period only, or in the period when the change is made and in future periods if the change affects the period in question as well as future periods. The judgements that are most material in preparing the company's financial statements are described below.

Impairment testing of goodwill

To determine whether the value of goodwill has decreased, the cash-generating units to which the goodwill is attributable, meaning the respective segments, are measured by discounting the cash flows of the units. In applying this method, Viva Wine Group relies on a number of factors including results achieved, business plans, economic forecasts and market data. Changes in circumstances for these assumptions and estimates could have a material effect on the value of goodwill.

Acquisition analyses

Where subsidiaries are acquired, an acquisition analysis is carried out wherein the fair value, on the acquisition date, of acquired identifiable assets and liabilities and contingent liabilities assumed is recognised. Acquisition analyses are based on significant estimates and judgements of future events. Actual values may therefore differ from those included in the acquisition analysis.

Deferred tax

In preparing the financial statements, the Company calculates income tax for each tax jurisdiction in which the Company operates as well as deferred tax on temporary differences. Deferred tax assets that are mainly attributable to loss carryforwards and temporary differences are recognised if the tax assets are expected to be recovered through future taxable income. Further information on tax is provided in Note 10.

Note 3 Operating segments

For accounting and monitoring, the Group has divided its operations into four operating segments: Sweden, Nordics, E-commerce and Other. This division is based on geographic domicile and revenue stream.

Segment reporting is based on the structure followed by management. Transactions between segments are carried out on the same terms as for external customers.

1 Jan 2020–31 Dec 2020	Sweden	Nordics	E-commerce	Other	Total segments	Eliminations	Group total
Net sales	2,323.4	352.8	137.3	137.4	2,950.9	-105.7	2,845.2
Other operating income	7.1	0.4	0.3	0.9	8.6	-	8.6
Total revenue	2,330.5	353.2	137.6	138.3	2,959.5	-105.7	2,853.8
Operating expense							
Goods for resale	-1,873.0	-290.5	-104.6	-122.7	-2,390.7	80.6	-2,310.1
Other external expenses	-143.9	-6.5	-14.9	-11.2	-176.5	26.0	-150.5
Personnel costs	-66.9	-9.1	-19.9	-5.2	-101.1	-	-101.1
Depreciation, amortisation and impairment	-6.9	-2.3	-11.9	-0.7	-21.8	-	-21.8
Profit/loss from participations in associated companies and joint ventures	-	-	-	10.7	10.7	-	10.7
Other operating expense	0.0	-	-0.2	-0.1	-0.2	-	-0.2
Operating profit/loss	239.8	44.8	-13.9	9.1	279.9	0.9	280.8
<i>Other disclosures</i>							
Goodwill	1.0	5.5	12.1	-	18.6	-	18.6
Total assets	1,019.4	198.0	231.4	695.5	2,144.3	-718.6	1,425.7
Total liabilities	803.2	157.1	225.5	313.2	1,499.0	-477.3	1,021.7
1 Jan 2019–31 Dec 2019	Sweden	Nordics	E-commerce	Other	Total segments	Eliminations	Group total
Net sales	1,925.3	241.9	91.9	165.3	2,424.5	-89.9	2,334.7
Other operating income	3.5	0.0	0.1	0.0	3.6	-	3.6
Total revenue	1,928.8	242.0	92.1	165.3	2,428.1	-89.9	2,338.3
Operating expense							
Goods for resale	-1,597.2	-198.0	-72.0	-147.4	-2,014.7	88.3	-1,926.4
Other external expenses	-126.4	-10.8	-13.2	-11.6	-162.0	-	-162.0
Personnel costs	-61.6	-9.1	-17.2	-1.5	-89.4	-	-89.4
Depreciation, amortisation and impairment	-5.8	-1.9	-10.2	-0.1	-18.0	-	-18.0
Profit/loss from participations in associated companies and joint ventures	13.1	-	-	-	13.1	-	13.1
Other operating expense	0.0	0.0	-0.1	-	-0.1	-	-0.1
Operating profit/loss	150.9	22.1	-20.6	4.7	157.1	-1.5	155.5
<i>Other disclosures</i>							
Goodwill	-	5.7	8.5	-	14.2	-	14.2
Total assets	1,147.3	160.2	71.0	535.8	1,914.3	-708.4	1,205.9
Total liabilities	938.4	136.5	72.1	328.2	1,475.2	-513.8	961.4

1 Jan 2018–31 Dec 2018	Sweden	Nordics	E-commerce	Other	Total segments	Eliminations	Group total
Net sales	1,774.2	178.0	-	145.3	2,097.4	-108.0	1,989.5
Other operating income	0.8	-	-	0.4	1.2	-	1.2
Total revenue	1,775.0	178.0	-	145.7	2,098.7	-108.0	1,990.7
Operating expense							
Goods for resale	-1,475.3	-159.2	0.0	-123.5	-1,757.9	108.0	-1,650.0
Other external expenses	-129.0	5.0	0.0	-15.8	-139.8	-	-139.8
Personnel costs	-51.8	-8.3	-	-4.1	-64.1	-	-64.1
Depreciation, amortisation and impairment	-5.6	-1.6	-	-	-7.1	-	-7.1
Profit from participations in associated companies and joint ventures	4.5	-	-	3.1	7.6	-	7.6
Other operating expense	-0.1	-	-	-	-0.1	-	-0.1
Operating profit	117.8	14.0	-	5.5	137.2	-	137.2
<i>Other disclosures</i>							
Goodwill	-	5.6	-	-	5.6	-	5.6
Total assets	1,029.2	111.1	51.6	105.1	1,297.0	-260.6	1,036.4
Total liabilities	858.1	94.2	51.7	67.1	1,071.0	-245.8	825.1

Viva Wine Group has two customers that account for more than ten percent of sales: Systembolaget in Sweden and its counterpart in Finland, Alko. The combined revenue from Systembolaget amounted to SEK 2,233.2 million for 2020 (SEK 1,846.3 million for 2019, SEK 1,678.2 million for 2018) and is recognised as part of the Sweden segment. The combined revenue from Alko amounted to SEK 348.4 million for 2020 (SEK 229.9 million for 2019, SEK 174.0 million for 2018) and is recognised as part of the Nordics segment.

Disclosures per country in which the Group has operations	Revenue from external customers	Non-current assets
Sweden	2,238.7	117.5
Finland	352.8	13.6
Germany	121.0	103.2
Other countries	132.7	20.4
Total	2,845.2	254.7

External revenue is based on where the customers are localised and the carrying amounts of the non-current assets are based on where the assets are localised.

Note 4 Revenue from contracts with customers

Contract liabilities	31 Dec 2020	31 Dec 2019	31 Dec 2018
Opening balance	10.1	9.4	0.1
Material changes in contract liabilities attributable to normal business	8.9	0.6	9.4
Translation effect	-1.3	0.2	0.0
Closing balance	17.7	10.1	9.4

Revenue recognised during the year	1 Jan 2020–31 Dec 2020	1 Jan 2019–31 Dec 2019	1 Jan 2018–31 Dec 2018
Outstanding in contract liability on 1 January	10.1	9.4	0.1

Contract liabilities are advance payments from customers for which performance obligations have not been satisfied, which mainly arise in the E-commerce segment and in China. Contract liabilities are recognised as revenue when the performance obligation of the contract has been satisfied. For the above contract liabilities as of 31 December, performance obligations corresponding to 73 percent are expected to be satisfied in the first quarter of 2021, 12 percent within four to six months and the remaining 15 percent during the second half of 2021.

Note 5 Other operating income

	1 Jan 2020–31 Dec 2020	1 Jan 2019–31 Dec 2019	1 Jan 2018–31 Dec 2018
Compensation for brand dispute	4.5	-	-
Commission revenue	0.6	0.9	0.4
Capital gains on sales of tangible and intangible assets	0.3	-	-
Other	3.1	2.7	0.8
Total	8.6	3.6	1.2

Note 6 Other external expenses

	1 Jan 2020–31 Dec 2020	1 Jan 2019–31 Dec 2019	1 Jan 2018–31 Dec 2018
Costs of premises	3.2	3.1	2.3
Consumable equipment and material	2.8	2.3	0.2
Other selling expenses	18.7	8.5	10.1
Freight and transportation	2.4	3.4	-3.5
Travel costs	2.4	4.1	3.9
Advertising and PR	89.2	89.2	86.3
Office supplies	2.3	1.8	1.1
Other external expenses including consulting expenses	20.8	32.8	33.6
Other	8.6	16.9	5.8
Total	150.5	162.0	139.8

Ernst & Young AB	1 Jan 2020–31 Dec 2020	1 Jan 2019–31 Dec 2019	1 Jan 2018–31 Dec 2018
Audit engagement	1.6	1.0	0.0
Other auditing activities	0.1	-	-
Tax advisory services	0.2	0.7	-
Other services	-	-	0.4
Total	1.9	1.7	0.4

Audit engagement refers to the auditor's work on the statutory audit, and auditing activities refers to various types of quality-assurance activities. Other services are such services that are not included in the audit engagement or tax advisory services.

Note 7 Employees and personnel costs

Average number of employees	1 Jan 2020–31 Dec 2020			1 Jan 2019–31 Dec 2019		
	Average number of employees	Of whom women, %	Of whom men, %	Average number of employees	Of whom women, %	Of whom men, %
Parent company	-	0%	0%	-	0%	0%
<i>Subsidiaries in:</i>						
Sweden	67	63%	37%	56	57%	43%
Finland	12	42%	58%	11	36%	64%
Germany	24	59%	41%	29	55%	45%
China	27	59%	41%	21	62%	38%
Total, Group	130	60%	40%	117	55%	45%

Average number of employees	1 Jan 2020–31 Dec 2020			1 Jan 2019–31 Dec 2019		
	Average number of employees	Of whom women, %	Of whom men, %	Average number of employees	Of whom women, %	Of whom men, %
Board and other senior executives	3	0%	100%	3	0%	100%
Total, Group	3	0%	100%	3	0%	100%

Average number of employees	1 Jan 2018–31 Dec 2018		
	Average number of employees	Of whom women, %	Of whom men, %
Parent company	0	0%	0%
<i>Subsidiaries in:</i>			
Sweden	50	54%	46%
Finland	11	45%	55%
Total, Group	61	52%	48%

Gender distribution, board and senior executives	1 Jan 2018–31 Dec 2018		
	Average number of employees	Of whom women, %	Of whom men, %
Board and other senior executives	3	0%	100%
Total, Group	3	0%	100%

Personnel costs	1 Jan 2020– 31 Dec 2020	1 Jan 2019– 31 Dec 2019	1 Jan 2018– 31 Dec 2018
Parent company			
<i>Board and other senior executives</i>			
Salaries and other benefits	0.3	-	-
Social security contributions	0.1	-	-
Pension costs	0.0	-	-
Other personnel costs	-0.4	-	-
Total	-	-	-

Subsidiaries

<i>Board and other senior executives</i>			
Salaries and other benefits	3.6	3.2	3.2
Social security contributions	0.9	0.8	1.0
Pension costs	0.1	0.1	0.1
Other personnel costs	0.0	0.1	0.2
Total	4.6	4.2	4.5

Other employees

Salaries and other benefits	68.9	59.8	43.1
Social security contributions	17.2	13.5	11.8
Pension costs	5.4	4.8	4.6
Other personnel costs	5.0	7.0	0.1
Total	96.5	85.2	59.6

Total, Group	101.1	89.4	64.1
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SEK thousand	Base salary, board fee	Pension cost	Total
Chairman			
<i>Emil Sallnäs, CEO</i>	1,205.1	-	1,205.1
Board member			
Björn Wittmark	1,229.1	-	1,229.1
John Wistedt	1,135.4	119.4	1,254.8
Total	3,569.6	119.4	3,689.0

SEK thousand	Base salary, board fee	Pension cost	Total
Chairman			
<i>Emil Sallnäs, CEO</i>	976.0	-	976.0
Board member			
Björn Wittmark	1,107.4	-	1,107.4
John Wistedt	1,101.2	119.4	1,220.6
Total	3,184.6	119.4	3,304.1

1 Jan 2018–31 Dec 2018	Base salary, board fee	Pension cost	Total
Chairman			
<i>Emil Sallnäs, CEO</i>	1,104.0	-	1,104.0
Board member			
Björn Wittmark	1,098.8	-	1,098.8
John Wistedt	1,017.4	119.4	1,136.8
Total	3,220.2	119.4	3,339.7

Remuneration and employment terms for senior executives

Remuneration of the CEO and other senior executives comprises base salary, pension benefits and other benefits in the form of a company car. The term "other senior executives" refers to the individuals who together with the CEO make up Group management.

The CEO is subject to a period of notice of 12 months, both if employment is terminated by the Group or if the CEO resigns. Pension benefits for the CEO and other senior executives comprise 11% of their pensionable salary.

Severance pay

Upon termination of employment by the Group, the CEO, in addition to termination pay, is entitled to severance pay corresponding to 12 times the CEO's fixed monthly salary.

Note 8 Financial income

	1 Jan 2020– 31 Dec 2020	1 Jan 2019– 31 Dec 2019	1 Jan 2018– 31 Dec 2018
<i>Assets measured at amortised cost:</i>			
Interest income, other financial assets	2.0	1.3	0.1
Total interest income in accordance with effective interest rate method	2.0	1.3	0.1
<i>Other financial income:</i>			
Exchange rate differences – income, financial items	2.9	24.8	42.6
Total	2.9	24.8	42.6
Total financial income	4.9	26.1	42.7

Note 9 Financial expenses

	1 Jan 2020– 31 Dec 2020	1 Jan 2019– 31 Dec 2019	1 Jan 2018– 31 Dec 2018
<i>Assets and liabilities measured at fair value through profit or loss</i>			
Changes in value, currency derivatives	4.1	9.1	17.5
Total recognised in profit or loss	4.1	9.1	17.5
<i>Liabilities measured at amortised cost:</i>			
Interest expense, liabilities to credit institutions	3.4	2.7	1.7
Interest expense, other financial liabilities	0.3	0.3	0.2
Total interest expense in accordance with effective interest rate method	3.7	3.0	1.9
<i>Other financial expenses:</i>			
Exchange rate differences – expenses, financial items	0.4	-	-
Interest expense, lease liabilities	1.0	1.1	1.3
Total	1.4	1.1	1.3
Total financial expenses	9.2	13.2	20.7

Note 10 Tax

	1 Jan 2020– 31 Dec 2020	1 Jan 2019– 31 Dec 2019	1 Jan 2018– 31 Dec 2018
Current tax on net profit for the year	63.1	40.0	40.9
Total current tax	63.1	40.0	40.9
<i>Deferred tax</i>			
Deferred tax attributable to temporary differences	5.8	4.3	5.0
Total deferred tax	5.8	4.3	5.0
Recognised tax in profit or loss	57.3	35.7	36.0

Reconciliation of effective tax rate	1 Jan 2020– 31 Dec 2020	1 Jan 2019– 31 Dec 2019	1 Jan 2018– 31 Dec 2018
Profit before tax	276.5	168.5	159.2
Tax according to applicable tax rate for the parent company (21.4% in 2020 and 2019, 22% in 2018)	59.2	36.0	38.8
<i>Tax effect of:</i>			
Non-deductible expenses	0.7	0.5	0.9
Depreciation consolidated goodwill	-1.3	1.5	-
Deferred tax on Group adjustments not taken into account	-	0.3	-
Non-taxable revenue	-1.1	-0.2	-4.4
Profit in associated companies	-0.9	-3.6	-0.9
Effect of foreign tax rates	-1.1	1.1	-0.3
Utilisation of previously non-capitalised loss carryforwards	-	-	-0.1
Increase in loss carryforwards without a corresponding capitalisation of deferred tax assets	1.8	-	2.1
Temporary differences in leases	0.0	0.0	0.0
Other	0.0	0.1	-
Recognised tax	57.3	35.7	36.0
Effective tax rate	20.7%	21.2%	22.6%

In June 2018, the Swedish parliament decided to lower corporate tax in two stages, whereby corporate tax will be reduced from 22.0 percent to 21.4 percent for financial years beginning on 1 January 2019 or later. In the second stage, corporate tax will be reduced to 20.6 percent from the financial year starting 1 January 2021. Viva Wine Group has made an assessment of the period in which the deferred tax will be settled and then applied the applicable tax rate for that period. Settlement is assessed primarily to take place in the financial year following this.

The Group has no tax items that are recognised in other comprehensive income or directly against equity.

Disclosures on deferred tax assets and tax liabilities

The tables below specify the tax effect of temporary differences:

Deferred tax assets	Right-of-use assets	Tax loss carryforwards	Financial assets	Total
Opening carrying amount, 1 Jan 2020	0.4	6.0	3.9	10.2
<i>Recognised:</i>				
Through profit or loss	0.1	0.5	2.4	3.1
Added through business combinations	-	4.2	-	4.2
Translation effect	-	-0.2	-0.3	-0.6
Closing carrying amount, 31 Dec 2020	0.5	10.5	6.0	17.0

Deferred tax assets	Right-of-use assets	Tax loss carryforwards	Financial assets	Total
Opening carrying amount, 1 Jan 2019	0.3	0.0	2.2	2.5
<i>Recognised:</i>				0.0
Through profit or loss	0.1	-	1.7	1.8
Added through business combinations	-	5.9	-	5.9
Translation effect	-	0.1	-	0.1
Closing carrying amount, 31 Dec 2019	0.4	6.0	3.9	10.2

Deferred tax assets	Right-of-use assets	Tax loss carryforwards	Financial assets	Total
Opening carrying amount, 1 Jan 2018	-	-	0.0	0.0
<i>Recognised:</i>				
Through profit or loss	0.3	-	2.2	2.5
Closing carrying amount, 31 Dec 2018	0.3	-	2.2	2.5

Deferred tax liabilities	Intangible assets	Financial assets	Total
Opening carrying amount, 1 Jan 2020	7.9	-	7.9
<i>Recognised:</i>			
Through profit or loss	-2.7	-	-2.7
Added through business combinations	7.3	-	7.3
Translation effect	-0.2	-	-0.2
Closing carrying amount, 31 Dec 2020	12.2	-	12.2

Deferred tax liabilities

Opening carrying amount, 1 Jan 2019	-	-	-
<i>Recognised:</i>			
Through profit or loss	-2.5	-	-2.5
Added through business combinations	10.1	-	10.1
Translation effect	0.2	-	0.2
Closing carrying amount, 31 Dec 2019	7.9	-	7.9

Deferred tax liabilities

Opening carrying amount, 1 Jan 2018	-	2.5	2.5
<i>Recognised:</i>			
Through profit or loss	-	-2.5	-2.5
Closing carrying amount, 31 Dec 2018	-	-	-

There are tax loss carryforwards for which deferred tax assets have not been recognised in the balance sheet in the amount of SEK 107.4 million (SEK 114.1 million for 2019, SEK 11.5 million for 2018) for which no time limit applies.

Deferred tax assets were not recognised for these items since it was not deemed probable that the Group would be able to utilise them to offset future taxable profit.

Note 11 Earnings per share

	1 Jan 2020– 31 Dec 2020	1 Jan 2019– 31 Dec 2019	1 Jan 2018– 31 Dec 2018
Earnings per share before dilution			
Net profit for the year attributable to parent company's shareholders (SEK thousand)	168,190	85,637	69,775
Average number of ordinary shares outstanding (thousand)	5,000	5,000	5,000
Earnings per share before dilution	33.64	17.13	13.95

In 2019, a change was made to the Group structure whereby Viva Wine Group AB became the new parent company of the Group. For comparability, earnings per share for 2018 were calculated based on the number of shares outstanding for Viva Wine Group AB.

	1 Jan 2020– 31 Dec 2020	1 Jan 2019– 31 Dec 2019	1 Jan 2018– 31 Dec 2018
Weighted average number of ordinary shares before dilution			
Number of shares at the beginning of the year	5,000	448	448
Change in Group structure, Viva Wine Group AB new parent company of the Group	-	4,552	-
Number of shares at the end of the year	5,000	5,000	-
Weighted average number of shares	5,000	5,000	448

Note 12 Intangible assets

Cost	Goodwill	Software including IT platforms	Customer relationships	Producer relationships	Brands	Capitalised expenditure for development and similar work	Total intangible assets including Goodwill
As of 1 Jan 2020	14.2	9.5	17.2	-	12.1	2.6	41.5
Business combinations	5.0	0.0	15.0	10.7	4.9	1.1	31.7
Reclassifications	-	-	-	-	-	-1.0	-1.0
Translation effects	-0.6	-0.4	-0.6	-	-0.5	-0.0	-1.5
As of 31 Dec 2020	18.6	9.2	31.6	10.7	16.5	2.7	70.6
<i>Amortisation</i>							
As of 1 Jan 2020	-	-4.8	-3.4	-	-0.9	-1.9	-11.0
Amortisation for the year	-	-4.8	-4.0	-0.7	-0.9	-0.2	-10.6
Reclassifications	-	-	-	-	-	0.4	0.4
Translation effects	-	0.4	0.3	-	0.1	0.0	0.8
As of 31 Dec 2020	-	-9.2	-7.1	-0.7	-1.7	-1.7	-20.4
Closing carrying amount, 31 Dec 2020	18.6	-0.0	24.5	10.0	14.7	0.9	50.2
Cost	Goodwill	Software including IT platforms	Customer relationships	Producer relationships	Brands	Capitalised expenditure for development and similar work	Total intangible assets including Goodwill
As of 1 Jan 2019	5.6	-	-	-	-	1.5	1.5
Separate acquisition	-	-	-	-	-	0.5	0.5
Business combinations	8.3	9.4	16.9	-	11.4	0.1	37.8
Reclassifications	-	-	-	-	0.4	0.6	1.0
Translation effects	0.3	0.2	0.3	-	0.2	0.0	0.7
As of 31 Dec 2019	14.2	9.5	17.2	-	12.1	2.6	41.5
<i>Amortisation</i>							
As of 1 Jan 2019	-	-	-	-	-	-1.3	-1.3
Amortisation for the year	-	-4.8	-3.5	-	-0.8	-0.4	-9.5
Reclassifications	-	-	-	-	-0.1	-0.2	-0.3
Translation effects	-	0.1	0.1	-	0.0	-	0.1
As of 31 Dec 2019	-	-4.8	-3.4	-	-0.9	-1.9	-11.0
Closing carrying amount 31 Dec 2019	14.2	4.8	13.8	-	11.2	0.7	30.5

Cost	Goodwill	Software including IT platforms	Customer relationships	Producer relationships	Brands	Capitalised expenditure for development and similar work	Total intangible assets including Goodwill
As of 1 Jan 2018	5.4	-	-	-	-	1.5	1.5
Sales/disposals	0.2	-	-	-	-	-	-
Per 31 december 2018	5.6	-	-	-	-	1.5	1.5
<i>Amortisation</i>							
As of 1 Jan 2018	-	-	-	-	-	-1.0	-1.0
Amortisation for the year	-	-	-	-	-	-0.3	-0.3
As of 31 Dec 2018	-	-	-	-	-	-1.3	-1.3
Closing carrying amount 31 Dec 2019	5.6	-	-	-	-	0.2	0.2

Impairment test

The Group tests intangible assets with indefinite useful lives, i.e. goodwill, for impairment at least annually.

The Group's goodwill of SEK 18.6 million (SEK 14.2 million as of 31 December 2019, SEK 5.6 million as of 31 December 2018 and SEK 5.4 million as of 1 January 2018) arose in connection with the acquisition by Viva Wine Group AB of Tryffelsvinet AB as at 31 January 2020 (in the cash generating unit Sweden below) Cisa Oy as at 31 July 2015 (included in the Nordic region below), and Wine in Black as at 1 January 2019 and Vinexus Group as at 30 November 2020 (both in E-Commerce below). Goodwill is tested for impairment at the lowest levels where there are separate identifiable cash flows (cash-generating units), which for the Group is the acquired company. The carrying amount of goodwill is allocated to cash-generating units as follows:

2020-12-31	Sweden	Nordics	E-commerce	Total
Goodwill	1.0	5.5	12.1	18.6
2019-12-31	Sweden	Nordics	E-commerce	Total
Goodwill	-	5.7	8.4	14.2
2018-12-31	Sweden	Nordics	E-commerce	Total
Goodwill	-	5.6	-	5.6
2018-01-01	Sweden	Nordics	E-commerce	Total
Goodwill	-	5,4	-	5,4

The impairment test for the Group's goodwill consists of assessing whether the recoverable amount of the unit is higher than its carrying amount for the respective cash-generating unit to which the goodwill belongs. The recoverable amount has been calculated on the basis of the value in use of the unit, which represents the present value of the expected future cash flows of the unit without taking into account any future business expansion and restructuring. The calculation of value in use has been based on:

2020-12-31	Sweden	Nordics	E-commerce
Pre-tax discount rate (%)	10	10	10
Cash flow estimates for	1 years	0 years	1 years
Extrapolation of cash flows thereafter with a growth of (%)	10	10	10
2019-12-31		Nordics	E-commerce
Pre-tax discount rate (%)		10	10
Cash flow estimates for		0 years	2 years
Extrapolation of cash flows thereafter with a growth of (%)		10	10
2018-12-31			Nordics
Pre-tax discount rate (%)			10
Cash flow estimates for			0 years
Extrapolation of cash flows thereafter with a growth of (%)			10
2018-01-01			Nordics
Pre-tax discount rate (%)			10
Cash flow estimates for			0 years
Extrapolation of cash flows thereafter with a growth of (%)			10

The discounted cash flow model involves forecasting future cash flows from operations, including estimates of revenue volumes and costs. Values have been estimated on these variables primarily based on and consistent with historical experience. The calculations do not indicate any impairment and do not indicate that any reasonably possible changes in key assumptions would result in an impairment charge. In sensitivity testing of the carrying amount to value in use, growth assumptions have been changed by +/- 1 percentage point and the discount factor by +/- 1 percentage point.

Note 13 Tangible assets

	Land and buildings	Equipment tools, fixtures and fittings	Leasehold improvements	Total tangible assets
Cost, 1 Jan 2020	0.0	4.5	0.0	4.5
Acquisitions for the year	39.6	3.4	-	43.0
Acquired through business combinations	-	-	1.3	1.3
Sales and disposals	-	-0.4	-	-0.4
Reclassifications	-	-	1.0	1.0
Translation effects	-0.4	-0.3	0.0	-0.8
Cost, 31 Dec 2020	39.2	7.2	2.4	48.7
Accumulated depreciation, 1 Jan 2020	0.0	-3.2	0.0	-3.3
Depreciation for the year	-0.2	-1.0	-0.4	-1.5
Sales and disposals	-	-	-	-
Reclassifications	-	-	-0.4	-0.4
Translation effects	0.0	0.3	0.0	0.3
Accumulated depreciation, 31 Dec 2020	-0.2	-3.9	-0.8	-4.8
Closing carrying amount, 31 Dec 2020	39.0	3.3	1.6	43.9

	Equipment, tools, fixtures and fittings	Leasehold improvements	Total tangible assets
Cost, 1 Jan 2019	3.2	0.6	3.7
Acquisitions for the year	0.4	-	0.4
Acquired through business combinations	0.8	0.0	0.9
Sales and disposals	-0.2	-	-0.2
Reclassifications	-	-0.6	-0.6
Translation effects 0.3	0.3	0.0	0.3
Cost, 31 Dec 2019	4.5	0.0	4.5
Accumulated depreciation, 1 Jan 2019	-2.0	-0.1	-2.1
Depreciation for the year	-0.4	0.0	-0.4
Acquired through business combinations	-0.8	0.0	-0.8
Sales and disposals	0.2	-	0.2
Reclassifications	-	0.1	0.1
Translation effects	-0.3	-	-0.3
Accumulated depreciation, 31 Dec 2019	-3.2	0.0	-3.3
Closing carrying amount, 31 Dec 2019	1.2	0.0	1.2
	Equipment, tools, fixtures and fittings	Leasehold improvements	Total tangible assets
Cost, 1 Jan 2018	2.7	0.1	2.8
Acquisitions for the year	0.5	0.4	0.9
Cost, 31 Dec 2018	3.2	0.6	3.7
Accumulated depreciation, 1 Jan 2018	-1.6	0.0	-1.7
Depreciation for the year	-0.4	-0.1	-0.4
Translation effects	-	0.0	0.0
Accumulated depreciation, 31 Dec 2018	-2.0	-0.1	-2.1
Closing carrying amount, 31 Dec 2018	1.2	0.5	1.6

Note 14 Leases

Viva Wine Group's material leases mainly comprise leases for office premises and vehicles. Viva Wine Group classifies its leases in the categories premises, vehicles and office equipment. The table below presents the Group's closing balances for right-of-use assets, lease liabilities and changes for the year:

	Right-of-use assets			Total	Lease liabilities
	Premises	Vehicles	Office equipment		
Opening balance, 1 Jan 2018	46.0	1.9	0.2	48.1	47.0
Additional leases	-	0.4	-	0.4	0.4
Depreciation	-5.7	-0.7	0.0	-6.4	-
Interest expenses	-	-	-	-	1.1
Lease payments	-	-	-	-	-6.3
Currency effects	0.3	0.0	-	0.3	0.3
Closing balance, 31 Dec 2018	40.6	1.7	0.2	42.5	42.7
Additional leases	4.0	1.6	-	5.5	5.5
Depreciation	-6.8	-1.1	0.0	-7.9	-
Interest expenses	-	-	-	-	1.1
Lease payments	-	-	-	-	-8.6
Currency effects	0.2	0.0	-	0.2	0.2
Closing balance, 31 Dec 2019	38.0	2.1	0.2	40.3	40.9
Additional leases	3.2	2.9	-	6.1	6.1
Depreciation	-7.4	-1.7	0.0	-9.1	-
Interest expenses	-	-	-	-	1.0
Lease payments	-	-	-	-	-9.5
Currency effects	-0.2	-	-	-0.2	-0.3
Closing balance, 31 Dec 2020	33.6	3.4	0.1	37.1	38.3

The amounts recognised in the consolidated statement of profit or loss for the year attributable to leasing activities are presented below.

	1 Jan 2020–31 Dec 2020	1 Jan 2019–31 Dec 2019	1 Jan 2018–31 Dec 2018
Depreciation of right-of-use assets	-9.1	-7.9	-6.4
Interest expenses on lease liabilities	-1.0	-1.1	-1.1
Expenses for short-term leases	-	0.0	-0.2
Expenses for low-value leases	-	-	-
Costs related to the variable lease payments	-	-	-
Total	-10.1	-9.0	-7.7

Viva Wine Group recognised a cash outflow attributable to leases amounting to SEK 9.5 million for the 2020 financial year (SEK 8.6 million for 2019, SEK 6.3 million for 2018). For a maturity analysis of the Group's lease liabilities, refer to Note 22 Financial risks.

Note 15 Participations in associated companies

The associated companies that were material for the Group as of 31 December 2020 are presented below. The companies listed above have a share capital consisting only of ordinary shares, which are owned directly by the Group. The share of equity is the same as the share of votes unless otherwise stated below.

Business name	Country of registration and operation	Share of equity, %				Nature of the Company's commitment	Valuation method
		31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018		
Norwegian Beverage Group AS	Norway	49.2%	49.2%	44.3%	44.3%	Associated company (1)	Equity method
SA Vins Biecher	France	25.0%	17.5%	13.3%	15.2%	Associated company (2)	Equity method

Norwegian Beverage Group AS

The company is active in the import and sale of wine in Norway. The investment is important for the Group in terms of having a presence in all major monopoly markets in the Nordic region (Sweden, Finland and Norway)

SA Vins Biecher

The company is active in the purchase and bottling of wine. The investment was made to strengthen the partnership between the Group and an important sub-supplier.

(SEK million)				
Business name	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Norwegian Beverage Group AS	21.7	14.1	15.9	7.5
SA Vins Biecher	46.2	45.0	36.0	32.8
Total investments recognised in accordance with the equity method	67.9	59.1	51.8	40.3

Condensed financial information for associated companies

The table below shows condensed financial information for the associated companies deemed by the Group to be material. The information shows the amounts that have been recognised in the financial statements for each associated company. They have been adjusted to reflect adjustments made by the Group when applying the equity method, including adjustments to fair value at the time of the acquisition and adjustments for differences in accounting policies.

Norwegian Beverage Group AS				
Condensed balance sheet	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Non-current assets	0.7	1.2	2.1	2.8
Current assets	59.0	48.5	27.1	11.5
Current liabilities	44.0	37.7	19.8	10.6
Non-current liabilities	-	-	5.1	0.0
Net assets	15.7	12.0	4.3	3.7
Reconciliation of carrying amount	31 Dec 2020	31 Dec 2019	31 Dec 2018	
Carrying amount at 1 January	14.1	15.9	7.5	
Investments	-	-	4.5	
Net profit for the period	7.6	2.1	3.9	
Dividends paid	-	-3.9	-	
Translation difference	0.1	0.0	-	
Closing carrying amount, 31 Dec	21.7	14.1	15.9	

SA Vins Biecher

Condensed balance sheet	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Non-current assets	49.5	61.7	66.5	53.2
Current assets	181.2	193.4	202.4	183.9
Current liabilities	102.7	124.1	154.5	147.7
Non-current liabilities	0.4	0.4	0.0	0.0
Net assets	127.6	130.5	114.5	89.4
Reconciliation of carrying amount	31 Dec 2020	31 Dec 2019	31 Dec 2018	31 dec 2018
Carrying amount at 1 January		45.0	36.0	32.8
Net profit for the period		3.3	10.7	3.1
Dividends paid		-1.5	-1.6	-
Translation difference		-0.6	0.0	-
Closing carrying amount, 31 Dec		46.2	45.0	36.0

In addition to holdings in associated companies as described above, the Group also has holdings in a number of associated companies and joint ventures that are individually insignificant, which have been recognised in accordance with the equity method.

Reconciliation of carrying amount	31 Dec 2020	31 Dec 2019	31 Dec 2018
Opening carrying amount, 1 Jan	2.1	2.6	3.0
Investments	1.3	-	-
Net profit/loss for the period	-0.2	0.3	0.6
Dividends paid	-0.9	-0.8	-1.0
Closing carrying amount	2.3	2.1	2.6

Note 16 Financial instruments

Measurement of financial assets and liabilities, 31 Dec 2020

Financial assets	Financial assets/liabilities measured at fair value through profit or loss	Financial assets/liabilities measured at amortised cost	Total carrying amount	Fair value
Other securities held as non-current assets	-	0.9	0.9	0.9
Other non-current receivables	-	16.5	16.5	16.5
Trade receivables	-	616.3	616.3	616.3
Receivables from associated companies	-	14.9	14.9	14.9
Other receivables	-	30.2	30.2	30.2
Derivative instruments	7.0	-	7.0	7.0
Cash and cash equivalents	-	42.3	42.3	42.3
Total	7.0	721.0	728.0	728.0
Financial liabilities				
Overdraft facility	-	61.2	61.2	61.2
Other liabilities to credit institutions	-	76.2	76.2	76.2
Other non-current liabilities	-	2.4	2.4	2.4
Trade payables	-	398.5	398.5	398.5
Advances from customers	-	8.9	8.9	8.9
Liabilities to associated companies	-	1.6	1.6	1.6
Derivative instruments	26.6	-	26.6	26.6
Other current liabilities	-	346.2	346.2	346.2
Accrued expenses	-	29.4	29.4	29.4
Total	26.6	924.4	950.9	950.9

Measurement of financial assets and liabilities, 31 Dec 2019

	Financial assets/liabilities measured at fair value through profit or loss	Financial assets/liabilities measured at amortised cost	Total carrying amount	Fair value
Financial assets				
Other securities held as non-current assets	-	0.1	0.1	0.1
Other non-current receivables	-	16.2	16.2	16.2
Trade receivables	-	508.8	508.8	508.8
Receivables from associated companies	-	11.1	11.1	11.1
Other receivables	-	33.9	33.9	33.9
Derivative instruments	11.6	-	11.6	11.6
Cash and cash equivalents	-	96.5	96.5	96.5
Total	11.6	666.6	678.1	678.1
Financial liabilities				
Overdraft facility	-	149.7	149.7	149.7
Other liabilities to credit institutions	-	81.8	81.8	81.8
Other non-current liabilities	-	36.0	36.0	36.0
Trade payables	-	292.4	292.4	292.4
Advances from customers	-	2.6	2.6	2.6
Liabilities to associated companies	-	0.1	0.1	0.1
Derivative instruments	27.0	-	27.0	27.0
Other current liabilities	-	281.9	281.9	281.9
Accrued expenses	-	27.1	27.1	27.1
Total	27.0	871.5	898.5	898.5

Measurement of financial assets and liabilities, 31 Dec 2018

	Financial assets/liabilities measured at fair value through profit or loss	Financial assets/liabilities measured at amortised cost	Total carrying amount	Fair value
Financial assets				
Other securities held as non-current assets	-	0.1	0.1	0.1
Other non-current receivables	-	67.8	67.8	67.8
Trade receivables	-	455.8	455.8	455.8
Receivables from associated companies	-	24.5	24.5	24.5
Other receivables	-	37.7	37.7	37.7
Derivative instruments	3.8	-	3.8	3.8
Cash and cash equivalents	-	3.7	3.7	3.7
Total	3.8	589.5	593.3	593.3
Financial liabilities				
Overdraft facility	-	19.1	19.1	19.1
Other liabilities to credit institutions	-	46.0	46.0	46.0
Other non-current liabilities	-	15.0	15.0	15.0
Trade payables	-	311.9	311.9	311.9
Advances from customers	-	10.3	10.3	10.3
Liabilities to associated companies	-	8.5	8.5	8.5
Derivative instruments	10.1	-	10.1	10.1
Other current liabilities	-	311.7	311.7	311.7
Accrued expenses	-	22.6	22.6	22.6
Total	10.1	745.0	755.1	755.1

Measurement of financial assets and liabilities, 1 Jan 2018

Financial assets	Financial assets/liabilities measured at fair value through profit or loss	Financial assets/liabilities measured at amortised cost	Total carrying amount	Fair value
Other securities held as non-current assets	-	0.0	0.0	0.0
Other non-current receivables	-	14.7	14.7	14.7
Trade receivables	-	399.7	399.7	399.7
Receivables from associated companies	-	19.6	19.6	19.6
Other receivables	-	10.7	10.7	10.7
Derivative instruments	14.7	-	14.7	14.7
Cash and cash equivalents	-	84.5	84.5	84.5
Total	14.7	529.3	544.0	544.0
Financial liabilities				
Overdraft facility	-	20.7	20.7	20.7
Other non-current liabilities	-	15.0	15.0	15.0
Trade payables	-	220.0	220.0	220.0
Advances from customers	-	0.9	0.9	0.9
Liabilities to associated companies	-	2.1	2.1	2.1
Derivative instruments	3.5	-	3.5	3.5
Other current liabilities	-	201.2	201.2	201.2
Accrued expenses	-	25.4	25.4	25.4
Total	3.5	485.4	488.8	488.8

The carrying amount of current receivables and liabilities, such as trade receivables and trade payables, and for non-current liabilities at variable interest, is deemed to be a good approximation of the fair value.

The Group has no financial assets or liabilities that are offset in the accounts or that are subject to legally binding netting agreements. The maximum credit risk of the assets comprises the net amount of the carrying amounts in the tables above. The Group did not receive any pledged assets for the financial net assets.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (ie an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

Level 1 — Quoted prices (unadjusted) for similar assets or liabilities in active markets

Level 2 — Inputs other than quoted prices in level 1 that are observable for the asset or liability, either directly (meaning price quotations) or indirectly

Level 3 — Inputs are unobservable inputs for the asset or liability (meaning non-observable data).

Financial assets measured at fair value, 31 Dec 2020	Level 1	Level 2	Level 3	Total
Derivative instruments	-	7.0	-	7.0

Financial assets measured at fair value, 31 Dec 2019	Level 1	Level 2	Level 3	Total
Derivative instruments	-	11.6	-	11.6

Financial assets measured at fair value, 31 Dec 2018	Level 1	Level 2	Level 3	Total
Derivative instruments	-	3.8	-	3.8

Financial assets measured at fair value, 1 Jan 2018	Level 1	Level 2	Level 3	Total
Derivative instruments	-	14.7	-	14.7

Financial assets measured at fair value, 31 Dec 2020	Level 1	Level 2	Level 3	Total
Derivative instruments	-	26.6	-	26.6

Financial assets measured at fair value, 31 Dec 2019	Level 1	Level 2	Level 3	Total
Derivative instruments	-	27.0	-	27.0

Financial assets measured at fair value, 31 Dec 2018	Level 1	Level 2	Level 3	Total
Derivative instruments	-	10.1	-	10.1

Financial assets measured at fair value, 1 Jan 2018	Level 1	Level 2	Level 3	Total
Derivative instruments	-	3.5	-	3.5

Note 17 Inventories

	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Finished goods and goods for resale	424.0	318.6	292.6	228.6
Advance payments to suppliers	0.2	7.3	5.2	0.6
Carrying amount	424.2	325.9	297.7	229.2
Of which, share recognised at net realisable value	0.5%	-	-	-

Note 18 Prepaid expenses and accrued income

	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Prepaid rental charges	0.7	0.5	0.7	1.3
Accrued interest income	1.2	0.7	0.8	0.0
Accrued promotional income	4.4	5.6	1.9	1.2
Prepaid insurance premiums	0.6	0.4	0.5	0.0
Prepaid alcohol tax	1.0	-	-	0.0
Other	25.3	26.9	34.5	16.5
Carrying amount	33.2	34.0	38.3	19.0

Note 19 Cash and cash equivalents

	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Bank balances	42.3	96.5	3.7	84.5
Carrying amount	42.3	96.5	3.7	84.5

The above amounts do not include any blocked bank balances.

Note 20 Group companies

The holdings of the parent company, Viva Wine Group AB, in direct and indirect subsidiaries included in the consolidated accounts are presented in the table below:

Company	Principle activities	Corp. reg. no.	Registered office	Share of equity/share of voting rights			
				31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Viva Wine Group AB	Holding company	559178-4953	Stockholm	Parent company	Parent company	Parent company	Parent company
Giertz Vinimport AB	Wine importer	556552-2066	Stockholm	95/95	95/95	91/91	91/91
The Wine Team Global AB	Wine importer	556782-5293	Stockholm	70/70	70/70	63/63	63/63
Winemarket Nordic AB	Wine importer	556884-7650	Stockholm	75/75	75/75	68/68	68/68
Iconic Wines AB	Wine importer	559013-0471	Stockholm	49/49	49/49	51/51	51/51
C-Wine Holding AB	Holding company	556898-1483	Stockholm	68/68	68/68	63/63	63/63
Chris-Wine Sweden AB	Wine importer	556500-2457	Stockholm	68/68	68/68	68/68	68/68
Viva Wine & Spirits AB	Wine importer	556898-1574	Stockholm	100/100	100/100	91/91	91/91
Bottle Shock AB	Holding company	559214-5105	Stockholm	75/75	71/71		
Tryffelsvinet AB	Wine importer	556635-6860	Stockholm	64/64			
Viva Global AB	Holding company	556977-8722	Stockholm	75/75	85/85	68/68	68/68
Vinimundi AB	Wine importer	556823-8181	Stockholm	70/70	70/70	63/63	63/63
Wine a Porter AB	Dormant	559089-3946	Stockholm	95/95	95/95	91/91	
Viva E-commerce AB	Holding company	559146-8102	Stockholm	100/100	100/100	91/91	
House of Big Wines	Brand company	559169-4616	Stockholm	70/70	70/70	63/63	63/63
Casa Marrone AB	Brand company	559178-4912	Stockholm	70/70	70/70	63/63	63/63
Icon Wines AB	Brand company	559188-6576	Stockholm	70/70	70/70	63/63	63/63
Casa Vinironia AB	Brand company	559178-4920	Stockholm	95/95	95/95	91/91	91/91
Ecologica Wine Company AB	Brand company	559178-4946	Stockholm	95/95	95/95	91/91	91/91
Cisa Oy	Wine importer	1526323-3	Espoo, Finland	70/70	70/70	63/63	63/63
Cisa Drinks Oy	Wine importer	1825485-0	Espoo, Finland	70/70	70/70	63/63	63/63
Cisa Finland Oy	Dormant	1942989-4	Espoo, Finland	70/70	70/70	63/63	63/63
Realh Oy	Dormant	1789116-1	Espoo, Finland	70/70	70/70	63/63	63/63
Viva eCom Group GmbH	Holding company	HRB 218519 B	Berlin, Germany	100/100			
Wine in Black GmbH	E-commerce	HRB 142086 B	Berlin, Germany	100/100	100/100		
Vinexus Deutschland GmbH	E-commerce	HRB 8515	Butzbach, Germany	100/100			
Wine Logistix GmbH	Logistics	HRB 8513	Butzbach, Germany	100/100			
Wein für Profis GmbH	E-commerce	HRB 8509	Butzbach, Germany	100/100			
mydailywine GmbH	E-commerce	HRB 8570	Butzbach, Germany	100/100			
VIVA eCOM Butzbach Real Estate GmbH	Property company	HRB 222260 B	Butzbach, Germany	100/100			
Shang Hai Wan Jie Supply Chain Co., Ltd	Wine importer	91310115MA1H8HRN4P	Shanghai, China	77/77	77/77	70/70	70/70
Jiang Yin Lang Zun International Trade Co. Ltd	Wine importer	91320281MA1X57Q197	Jiang Yin City, China	77/77	77/77		
Hangzhou Weiwen Education Technology Co., Ltd	Wine importer	91330103MA2HX6MJ8E	Hang Zhou City, China	59/59			
ViniMundi Wines Inc	Wine importer	7758996	Lewes, Delaware	85/85			

Note 21 Equity

Share capital

The registered share capital of SEK 50 thousand (SEK 50 thousand on 31 December 2019, SEK 54 thousand on 31 December 2018) comprises 5,000,000 shares (5,000,000 shares on 31 December 2019, 448,000 shares on 31 December 2018). Viva Wine Group AB has only one class of shares, with all shares carrying equal voting rights. The quota value of the shares is SEK 0.01.

In early 2019, Viva Wine Group AB acquired the majority of the shares in Giertz Vinimport AB from Malbec Holding AB. Viva Wine Group AB therefore replaced Malbec Holding AB as the parent company. The Group's comparative figures for 31 December 2018 and 1 January 2018 are Malbec Holding AB's.

Holders of ordinary shares are entitled to receive dividends that are determined at a later date and the shareholding carries entitlement to vote at the Company's general meetings with one vote per share. All shares have the same rights to Viva Wine Group's remaining net assets. All shares are fully paid up and no shares are reserved for transfer. No shares are held by the Company itself or its subsidiaries.

	1 Jan 2020– 31 Dec 2020	1 Jan 2020– 31 Dec 2019	1 Jan 2018– 31 Dec 2018
Number of shares outstanding at the beginning of the year	5,000,000	448,000	448,000
Change in Group structure, Viva Wine Group AB new parent company of the Group	-	4,552,000	-
Number of shares outstanding at the end of the year	5,000,000	5,000,000	448,000

Reserves

The Group's reserve in its entirety refers to a translation reserve, which encompasses all exchange rate difference that arise when translating the financial statements of foreign operations that have prepared their financial statements in a different functional currency to the currency in which the consolidated financial statements are presented. The Group presents its financial statements in SEK. Accumulated translation differences are recognised in profit or loss on divestment of the foreign operation.

Note 22 Financial risks

The Group's earnings, financial position and cash flow are impacted by both changes in the business environment and the Group's own actions. The objective of risk-management activities is to define and analyse the risks faced by the Company and, to the greatest extent possible, to prevent and limit any negative effects.

Through its operations, the Group is exposed to different types of financial risks: credit risk, market risk (interest-rate risk, currency risk and other price risk) as well as liquidity risk and refinancing risk. The Board of Directors is ultimately responsible for the Group's risk activities, including financial risks. Risk activities include identifying, assessing and valuing the risks faced by the Group. Priority is assigned to the risks that are estimated to have the greatest negative impact on the Group, based on an overall assessment of potential effect, probability and consequences.

Credit risk

Credit risk is the risk that the Group's counterparty in a financial instrument is unable to fulfil its obligations and thus causes a financial loss for the Group. The Group's credit risk primarily arises through receivables from customers and investing cash and cash equivalents. On each six-month reporting date, the Group evaluates the credit risk of existing exposures, taking into account forward-looking factors.

The financial assets for which the Group has made provisions for expected credit losses ("loss allowance") are presented below. In addition to the assets below, the Group also monitors its provisions requirements for other financial instruments. For cases in which the amounts are not deemed to be insignificant, loss allowances are also made for these financial instruments.

Credit risk in trade receivables (simplified approach for credit risk provision)

Credit risk for the Group is primarily found in trade receivables and Viva Wine Group's aim is to continuously monitor this credit risk. The Group's customers comprise both businesses and consumers. The Group has established guidelines to ensure that products are sold to customers with a suitable credit background. Payment terms are normally between 30 and 60 days depending on the counterparty. Past credit losses amount to insignificant amounts in relation to the Group's net sales.

The Group applies the simplified approach to recognising expected credit losses on trade receivables. This means that provisions for expected credit losses are established for the remaining tenor, which is expected to be less than one year for all receivables. The Group's customers are divided into two segments: business customers and consumers. The customers in both groups are deemed to have similar risk profiles and the credit risk is thus initially determined collectively for all customers in each group. For individual major receivables that are more than 120 days past due for payment or where the credit risk is deemed material, the loss allowance for these receivables is assessed for each counterparty. The loss allowances for expected credit losses for these major trade receivables is made in accordance with a rating-based approach, while an approach based on historical losses is applied for the remaining customers. These approaches are applied in combination with other known information and forward-looking factors, including information about individual customers and management's assessment of the impact of the economic conditions in the industry.

The Group has defined default as when payment of a receivable is 180 or more past due, or if other factors indicate default. In such cases, an individual assessment is performed to estimate the expected credit loss in addition to the expected loss. The Group writes off a receivable when there is no longer any expectation that payment will be received and when active measures to obtain payment have been discontinued.

Age analysis of trade receivables

	31 Dec 2020			31 Dec 2019			31 Dec 2018		
	Gross	Impairment	Expected loss	Gross	Impairment	Expected loss	Gross	Impairment	Expected loss
Trade receivables not yet due	610.6	0.1	0.01%	504.1	0.0	0.01%	453.7	0.0	0.01%
Past due trade receivables:									
0–30 days	2.3	0.0	0.01%	2.6	0.0	0.01%	1.3	0.0	0.01%
31–60 days	0.1	0.0	1.00%	0.7	0.0	1.00%	0.2	0.0	1.00%
61–90 days	1.5	0.1	5.00%	0.1	0.0	5.00%	0.0	0.0	5.00%
91–120 days	0.6	0.0	5.00%	0.9	0.0	5.00%	0.2	0.0	5.00%
>120 days	1.2	0.6	50.00%	0.4	0.2	50.00%	0.4	0.2	50.00%
Total	616.3	0.8	0.12%	508.8	0.3	0.059%	455.8	0.3	0.055%

The credit quality of receivables that are not more than 90 days past due is deemed favourable, based on historically low customer losses and considering forward-looking factors.

Expected credit losses for trade receivables (simplified approach)	1 Jan 2020–31 Dec 2020	1 Jan 2019–31 Dec 2019	1 Jan 2018–31 Dec 2018
Opening carrying amount	-0.3	-0.1	0.0
Impairment	-0.3	-0.2	0.0
Closing carrying amount	-0.6	-0.3	-0.1

Cash and cash equivalents

The Group's credit risk also arises when depositing cash and cash equivalents and surplus liquidity. Viva Wine Group's aim is to continuously monitor credit risk attributable to deposits. For deposits in bank accounts, the aim is for the counterparty to have a minimum credit rating of A- (S&P). One way of counteracting credit risk is for the Group to have bank accounts with more than one bank. For cash and cash equivalents, a general approach is applied based on the banks' probability of default and forward-looking factors. Due to short maturities and high credit ratings, the loss allowances amount to insignificant amounts.

Loss allowance for expected credit losses (simplified approach)

For trade receivables, the Group has used the simplified approach under IFRS 9 to measure expected credit losses for the remaining tenor. The Group measures the loss allowance at an amount corresponding to the expected credit losses for the remaining tenor. Expected credit losses for trade receivables are calculated using a loss allowance matrix based on past experience and an analysis of customers' financial positions, adjusted for customer-specific factors, the general economic conditions in the industry in which the customers operate and an assessment of both current circumstances and forecasts for the reporting date. The Group has recognised a loss allowance of 50 percent for all receivables that are 120 days past due since past experience has shown that these receivables are generally not recoverable.

Credit risk exposure and credit risk concentration

The Group's credit risk exposure comprises trade receivables and cash and cash equivalents. Cash and cash equivalents of SEK 42.3 million are deposited with financial institutions with high credit ratings in various countries. The majority of cash and cash equivalents is deposited with banks with ratings of AAA and AA.

The Group's trade receivables are distributed among a number of customers with a credit-risk concentration with primarily two large corporate customers. Systembolaget AB accounts for the largest share of the customer base (79 percent of sales) and its Finnish counterpart, Alko, for a further 12 percent of sales.

Market risk

Market risk is the risk that the fair value of or future cash flows from a financial instrument will vary due to changes in market prices. IFRS divides market risks into three types: currency risk, interest-rate risk and other price risks. The market risks that primarily impact the Group are interest-rate risks and currency risks.

Interest-rate risk

Interest-rate risk is the risk that the fair value of or future cash flows from a financial instrument will vary due to changes in market interest rates. The aim is to not be exposed to future fluctuations in interest-rate changes that impact the Group's cash flow and results to a greater extent than Viva Wine Group can manage. A significant factor affecting interest-rate risk is fixed-rate terms. The Group is primarily exposed to interest-rate risk attributable to the Group's loans to credit institutions. The Group normally borrows at variable interest rates. Interest-rate risk is low since the Group's interest expense is low relative to its total earnings.

The table below specifies the conditions and repayment dates for each interest-bearing liability:

	Currency	Date due	Interest	Carrying amount			
				31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Overdraft facility	SEK	<365 days	Variable	61.2	149.7	19.1	20.7
Loan	SEK	25 Nov 2022	Variable	54.5	81.8	46.0	-
Loan	EUR	31 Aug 2032	Variable	8.0	-	-	-
Loan	EUR	31 Aug 2032	Variable	8.0	-	-	-
Loan	EUR	31 Aug 2032	Fixed	5.6	-	-	-
Total				137.4	231.5	65.1	20.7

Currency risk

Currency risks the risk that the fair value of or future cash flows from a financial instrument will vary due to changes in foreign exchange rates. Currency risks mainly arise on the translation of foreign operations' assets and liabilities into the functional currency of the parent company, known as translation exposure. The Group's sales and purchases in foreign currencies, known as transaction exposure, comprise a currency risk. In summary, the Group conducts operations worldwide with a cost base in the local currency and is thus exposed to currency risk.

The Group regularly hedges purchases in foreign currency, primarily EUR. The Group operates internationally and is exposed to currency risks that arises from various currency exposures, mainly with regard to EUR. Currency risk arises through future business transactions and when recognised assets and liabilities are expressed in a currency that is not the entity's functional currency. The risks are measured through a forecast of highly probably future payments in EUR. The goal is to minimise the volatility in expenses for highly probably purchases of goods. The Group's risk management policy is to hedge 60–75 percent of expected cash flows in EUR for purchases of goods up to one quarter in advance, provided that the hedging cost for each hedge is acceptable. Approximately 70 percent of purchases of goods were hedged against currency risk in the 2020 financial year.

Currency exposure (%)	1 Jan 2020–31 Dec 2020		1 Jan 2019–31 Dec 2019		1 Jan 2018–31 Dec 2018	
	Operating income	Operating expenses	Operating income	Operating expenses	Operating income	Operating expenses
EUR	20%	95.2%	17.3%	81.4%	11.3%	72.3%
CNY	0.9%	2.1%	0.5%	2.5%	0.1%	1.7%
USD	0.1%	1%	0.1%	0.8%	0.1%	1%

Sensitivity analysis – Exchange-rate fluctuations against SEK	1 Jan 2020–31 Dec 2020		1 Jan 2019–31 Dec 2019		1 Jan 2018–31 Dec 2018	
	Effect on profit before tax	Effect on equity	Effect on profit before tax	Effect on equity	Effect on profit before tax	Effect on equity
EUR						
1%	-15.3	0.8	-14.0	0.3	-11.7	0.1
-1%	15.3	-0.8	14.0	-0.3	11.7	-0.1

Liquidity risk and refinancing risk

Liquidity risk is the risk that a company will have difficulties fulfilling its obligations associated with financial liabilities settled in cash or using another financial asset. The Company manages liquidity risk by continuously monitoring the operations and establishing a Group account structure that meets the companies' credit requirements. The Company regularly forecasts future cash flows based on different scenarios to ensure that financing takes place in time.

Risk is mitigated by the Group's healthy liquidity reserves, which are readily available. The Group's operations are essentially financed through an overdraft facility and loans from credit institutions. The Group's covenants to the lender are net debt in relation to adjusted EBITDA and dividend in relation to operating profit. The credit amount granted to the Group for its overdraft facility is SEK 150 million (150). The total liquidity reserve comprises cash and cash equivalents and unutilised overdraft facilities. As of the balance-sheet date, the utilised portion of the overdraft facility amounted to SEK 61.2 million (149.7) and the unutilised portion to SEK 88.8 million (0.3).

Refinancing risk refers to the risk that financing of acquisitions or development cannot be retained, extended, expanded, refinanced or that such financing can only take place on terms and conditions that are unfavourable for the Company. Refinancing requirements are regularly reviewed by the Company and the Board of Directors to ensure financing for the Company's expansion and investments. The aim is to ensure that the Group has continuous access to external borrowing without borrowing costs increasing significantly. Refinancing risk is reduced by commencing the refinancing process in good time and working in a structured manner. The Company is also in regular contact with several creditors.

The Group's contractual and undiscounted interest payments and repayments of financial liabilities are presented in the table below. Financial instruments carrying variable interest are calculated using the interest rate on the balance-sheet date. Liabilities are included in the earliest period that repayment can possibly be demanded.

The table below specifies the terms and repayment dates of each interest-bearing debt:

31 Dec 2020						
Maturity analysis	<1 month	1-3 months	3-12 months	1-5 years	>5 years	Total
Overdraft facility	61.2	-	-	-	-	61.2
Other liabilities to credit institutions	0.2	7.4	22.7	38.4	12.1	80.9
Other liabilities	-	-	-	2.4	-	2.4
Lease liabilities	0.4	2.1	7.5	29.8	0.4	40.3
Trade payables	323.9	21.8	52.8	-	-	398.5
Liabilities to associated companies	1.6	0.0	0.0	-	-	1.6
Derivative instruments	4.4	8.9	13.3	-	-	26.6
Total	391.7	40.2	98.8	68.2	12.6	611.5

31 Dec 2019						
Maturity analysis	<1 month	1-3 months	3-12 months	1-5 years	>5 years	Total
Overdraft facility	149.7	-	-	-	-	149.7
Other liabilities to credit institutions	-	7.1	21.2	56.6	-	84.9
Other liabilities	-	-	-	36.6	-	36.6
Lease liabilities	0.3	2.0	6.5	28.4	6.5	43.6
Trade payables	331.9	13.3	53.3	-	-	398.5
Liabilities to associated companies	0.1	-	-	-	-	0.1
Derivative instruments	4.5	9.0	13.5	-	-	27.0
Total	486.5	31.3	131.1	85.0	6.5	740.4

31 Dec 2018						
Maturity analysis	<1 month	1-3 months	3-12 months	1-5 years	>5 years	Total
Overdraft facility	19.1	-	-	-	-	19.1
Other liabilities to credit institutions	2.1	4.1	18.4	22.2	-	46.7
Other liabilities	-	-	-	15.3	-	15.3
Lease liabilities	0.2	1.7	5.2	26.1	13.0	46.1
Trade payables	295.4	9.7	6.8	-	-	311.9
Liabilities to associated companies	8.5	-	-	-	-	8.5
Derivative instruments	1.7	3.4	5.0	-	-	10.1
Total	326.9	18.9	50.6	48.2	13.0	457.6

1 Jan 2018

Maturity analysis	<1 month	1-3 months	3-12 months	1-5 years	>5 years	Total
Overdraft facility	20.7	-	-	-	-	20.7
Other liabilities	-	-	0.3	15.3	-	15.6
Lease liabilities	0.1	1.4	4.6	26.2	19.5	51.8
Trade payables	209.8	9.7	0.5	-	-	220.0
Liabilities to associated companies	2.1	-	-	-	-	2.1
Derivative instruments	0.6	1.2	1.7	-	-	3.5
Total	233.3	12.3	7.1	41.5	19.5	313.6

The credit agreements/frameworks that Viva Wine Group has entered into are presented below:

	Amount	Utilised	Amount	Utilised	Amount	Utilised	Amount	Utilised
	31 Dec 2020	31 Dec 2020	31 Dec 2019	31 Dec 2019	31 Dec 2018	31 Dec 2018	1 Jan 2018	1 Jan 2018
Overdraft facility	150.0	61.2	150.0	149.7	120.0	19.1	80.0	20.7
Total	150.0	61.2	150.0	149.7	120.0	19.1	80.0	20.7

Note 23 Other current liabilities

	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Alcohol tax	171.9	134.7	133.7	114.4
VAT	146.0	110.1	92.6	77.7
Personnel-related tax	4.1	6.5	6.9	6.2
Liability, purchase consideration for property	18.0	-	-	-
Dividend	-	-	74.0	-
Other	6.3	30.7	4.5	2.8
Carrying amount	346.3	282.0	311.7	201.2

Note 24 Accrued expenses and deferred income

	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Holiday pay liability	4.5	2.9	2.2	1.7
Interest	0.0	0.5	1.2	0.2
Social security contributions	3.5	3.8	3.5	3.1
Disputes	0.3	0.3	-	-
Accrued inventory items	2.8	-	-	-
Other	18.3	19.6	15.7	20.4
Carrying amount	29.4	27.1	22.6	25.4

Note 25 Statement of cash flows

Adjustment for non-cash items	1 Jan 2020–31 Dec 2020	1 Jan 2019–31 Dec 2019	1 Jan 2018–31 Dec 2018
<i>Adjustments in operating profit</i>			
Depreciation/amortisation	21.8	18.0	7.1
Share of profit in associated companies	-4.3	-6.5	-7.6
Exchange-rate effects	10.9	7.6	21.8
Expected loss on trade receivables	0.2	0.2	0.0
Other	0.9	2.9	-
Total	29.5	22.2	21.3

Non-cash changes

Change in liabilities attributable to financing activities	1 Jan 2020	Cash flow from financing activities	Business combinations	Exchange-rate effects	Change in fair value	Asset acquisition	31 Dec 2020
Overdraft facility	149.7	-88.6	-	-	-	0.0	61.2
Other liabilities to credit institutions	81.8	-27.3	-	-	-	21.7	76.2
Other liabilities	36.0	-29.8	-	-3.7	-	-	2.4
Lease liabilities	41.0	-8.5	-	-	5.8	-	38.3
Total liabilities attributable to financing activities	308.4	-154.1	-	-3.7	5.8	21.7	178.1

Non-cash changes

	1 Jan 2019	Cash flow from financing activities	Business combinations	Exchange-rate effects	Change in fair value	Changed Group structure	31 Dec 2019
Overdraft facility	19.1	66.6	-	-	-	64.0	149.7
Other liabilities to credit institutions	46.0	35.8	-	-	-	-	81.8
Other liabilities	15.0	-15.0	-	-	-	36.0	36.0
Lease liabilities	42.7	-7.5	-	-	5.7	-	41.0
Total liabilities attributable to financing activities	122.8	79.9	-	-	5.7	100.0	308.4

Non-cash changes

	1 Jan 2018	Cash flow from financing activities	Business combinations	Exchange-rate effects	Change in fair value	Other	31 Dec 2018
Overdraft facility	20.7	-1.6	-	-	-	-	19.1
Other liabilities to credit institutions	-	46.5	-	-0.5	-	-	46.0
Other liabilities	15.0	-	-	-	-	-	15.0
Lease liabilities	47.0	-5.0	-	-	0.8	-	42.7
Total liabilities attributable to financing activities	82.7	39.8	-	-0.5	0.8	-	122.8

Note 26 Pledged assets and contingent liabilities

Pledged assets for own liabilities to credit institutions	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Floating charges	188.2	188.2	188.2	158.2
Property mortgages	29.1	0.0	0.0	0.0
Total	217.3	188.2	188.2	158.2

Contingent liabilities	31 Dec 2020	31 Dec 2019	31 Dec 2018	1 Jan 2018
Personal guarantees	-	-	-	-
Total	-	-	-	-

Note 27 Related-party transactions

A list of the Group's subsidiaries, which are also the companies that are related parties to the parent company, is presented in Note 20 Group companies. All transactions between Viva Wine Group AB and its subsidiaries have been eliminated in the consolidated accounts. Further information about the parent company's related-party transactions is presented in the parent company's Note 14 Related-party transactions.

For information about remuneration to senior executives, refer to Note 7 Employees and personnel costs.

Viva Wine Group's others related-party transactions comprise purchases from and sales to associated companies and joint ventures.

Associated companies and joint ventures	1 Jan 2020– 31 Dec 2020	1 Jan 2019– 31 Dec 2019	1 Jan 2018– 31 Dec 2018
Sale of goods/services	1.9	5.5	14.4
Purchase of goods/services	243.3	193.0	181.1
Receivables on balance-sheet date	15.2	11.1	24.5
Liabilities on balance-sheet date	1.6	0.0	8.0

Note 28 Business combinations*Acquisitions in 2020*

On 30 November 2020, Viva Wine Group AB acquired 100% of the shares and votes in Vinexus GmbH. The group comprises in Germany, which comprises Vinexus GmbH, Wine Logistix GmbH and Shiraz & Co GmbH, is active in wine E-commerce and third-party logistics related to wine E-commerce. The companies were acquired to strengthen the Group's position in E-commerce. Vinexus GmbH has total assets of SEK 19.3 million and full-year net sales of SEK 39.9 million. The purchase consideration amounted to EUR 4 million and was paid in cash.

On 31 January 2020, Viva Wine Group AB acquired 100% of the shares and votes in Tryffelsvinet AB. The company is active in the import of premium wine and was acquired to strengthen the Group's position in this segment. Tryffelsvinet AB has total assets of SEK 34.0 million and full-year net sales of SEK 97.3 million. The purchase consideration amounted to SEK 16.8 million and was paid in cash.

Acquired net assets on the acquisition date (preliminary)	Vinexus GmbH Fair value	Tryffelsvinet AB Fair value
Intangible assets	16.6	13.4
Tangible assets	4.8	-
Right-of-use assets	0.0	-
Financial assets	-	0.0
Deferred tax assets	4.2	-
Inventories	4.6	5.0
Trade receivables and other receivables	8.8	3.2
Cash and cash equivalents	1.2	5.8
Lease liabilities	-0.0	-
Deferred tax liabilities	-4.4	-2.9
Trade payables and other operating liabilities	-39.8	-8.8
Identified net assets	-4.0	15.8
Goodwill	4.0	1.0
Total purchase consideration	0.0	16.8

Purchase consideration comprises:		
Cash	0.0	16.8
Total purchase consideration	0.0	16.8

The purchase price allocation (PPA) for Vinexus GmbH has not yet been completed and the above acquisition adjustments are therefore preliminary.

The acquisitions of Vinexus GmbH and Tryffelsvinet AB gave rise to goodwill of SEK 4.0 million and SEK 1.0 million, respectively, in the form of a difference between the consideration transferred and the fair value of the acquired net assets. Goodwill primarily pertains to anticipated synergies from the merger of the operations of the acquired company with the operations of the acquirer. Goodwill is not expected to be tax deductible.

Transaction costs related to the acquisition of Vinexus GmbH amounted to SEK 1.8 million. No external transaction costs arose in connection with the acquisition of Tryffelsvinet AB. The transaction costs were recognised as an expense in profit or loss under Other external expenses.

Impact of the acquisition on the Group's cash flow	Vinexus GmbH	Tryffelsvinet AB
Cash portion of purchase consideration	0.0	16.8
Less:		
Cash (acquired)	1.2	5.8
Net cash outflow	-1.2	11.0

During a period of one month up until 31 December 2020, Vinexus GmbH contributed SEK 11.0 million to the Group's revenue and SEK -4.3 million to the Group's profit after tax. If the acquisition had taken place at the beginning of the financial year, Viva Wine Group estimates that Vinexus GmbH would have contributed SEK 79.9 million to the Group's revenue and SEK -5.7 million to the Group's profit after tax.

During a period of 11 months up until 31 December 2020, Tryffelsvinet contributed SEK 89.2 million to the Group's revenue and SEK 7.3 million to the Group's profit after tax. If the acquisition had taken place at the beginning of the financial year, Viva Wine Group estimates that Vinexus GmbH would have contributed SEK 97.3 million to the Group's revenue and SEK 7.9 million to the Group's profit after tax.

Acquisitions in 2019

On 1 January 2019, Viva Wine Group AB acquired 100% of the shares and votes in Wine in Black GmbH. Based in Germany, the company is active in wine E-commerce in Germany, France, Austria, Switzerland and the Netherlands. The company was acquired to develop a new business segment in E-commerce outside the Nordic region. Wine in Black has total assets of SEK 26.1 million and full-year net sales of SEK 90.0 million. The purchase consideration amounted to SEK 48.7 million and was paid in cash.

Acquired net assets on the acquisition date	Wine in Black Fair value
Intangible assets	37.7
Tangible assets	0.1
Right-of-use assets	3.3
Financial assets	0.6
Deferred tax assets	5.9
Inventories	4.5
Trade receivables and other receivables	3.6
Cash and cash equivalents	7.9
Lease liabilities	-3.3
Deferred tax liabilities	-10.1
Trade payables and other operating liabilities	-9.7
Identified net assets	40.4
Goodwill	8.3
Total purchase consideration	48.7
Purchase consideration comprises:	
Cash	48.7
Total purchase consideration	48.7

The acquisition of Wine in Black gave rise to goodwill of SEK 8.3 million in the form of a difference between the consideration transferred and the fair value of the acquired net assets. Goodwill pertains primarily to employee expertise and experience. Goodwill is not expected to be tax deductible.

Transaction costs related to the acquisition of Wine in Black amounted to SEK 2.9 million. The transaction costs were recognised as an expense in profit or loss under Other external expenses.

Impact of the acquisition on the Group's cash flow	Wine in Black
Cash consideration	48.7
Less:	
Cash (acquired)	7.9
Net cash outflow	40.8

During a period of 12 months up until 31 December 2019, Wine in Black contributed SEK 89.5 million to the Group's revenue and SEK -17.1 million to the Group's profit after tax.

Note 29 Events after the balance-sheet date

In January, the Group acquired Global Wine Brands Holding Ltd, which holds the rights to the Pietro di Campo brand, one of the largest brands in the Norwegian market. The acquisition was carried out to strengthen the Group's presence in Norway.

After five months into 2021, the effects of the COVID-19 pandemic, particularly on transportation, are still considerable, but the Company has taken measures that ensured the effects were considered insignificant through buffer inventories and changed means of transportation. At the time of publication of the Prospectus, the effects of the covid-19 pandemic on transport in particular, are still major, but the Company has taken measures through increased security inventories and changed means of transport that has resulted in the effects being considered as limited.

As of 3 August 2021, Viva Wine Group has acquired and accessed all shares in Vicampo.de GmbH ("**Vicampo**") which are included in the E-commerce operating segment. The acquisition price consists of a cash payment of EUR 129 million.

In connection with the buy out of minority and restructuring within the Group during October - November, transactions have taken place with Related Parties regarding senior executives and family member to senior executives. These have taken place on the same terms and price as to other selling shareholders.

As of 1 November 2021, Viva Wine Group has entered into an agreement to acquire 40 percent of the shares in the former associated company Norwegian Beverage Group AS ("**NBG**"). The completion of the transaction means that Viva Wine Group will increase its ownership share from 49 percent to 89 percent of the votes and shares in NBG.

Note 30 Transition to IFRS

As of 1 January 2020, Viva Wine Group AB prepares its consolidated accounts in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and interpretations from the IFRS Interpretations Committee as adopted by the EU. Viva Wine Group has included two comparative years for the first IFRS financial statements. Accordingly, the date of transition to IFRS is 1 January 2018. Up until the 2019 financial year, the Group prepared its consolidated accounts in accordance with the Swedish Annual Accounts Act and BFNAR 2012:1 (K3). The transition to IFRS is recognised in accordance with IFRS 1 First-time Adoption of International Financial Reporting Standards.

The effect of the change in accounting policy is recognised directly against opening equity. Previously published financial information for the 1 January 2019–31 December 2019 and 1 January 2018–31 December 2018 financial years, prepared in accordance with the Swedish Annual Accounts Act and BFNAR 2012:1 (K3), have been restated in accordance with IFRS. The general principle is that all applicable IFRSs and IASs that have entered force and been adopted by the EU must be applied retrospectively.

The Group has applied the following voluntary exceptions from the general principal according to IFRS 1:

Voluntary exception concerning the recognition of leases: The lease liability is measured at the present value of the outstanding lease payments, discounted by an incremental borrowing rate on the date of the transition to IFRS. Right-of-use assets are measured at an amount corresponding to the lease liability adjusted for prepaid lease payments recognised in the statement of financial position immediately prior to the date of the transition to IFRS. A single discount rate has been applied for portfolios of leases with similar characteristics. The Group has also chosen to exclude leases for which the lease term ends within 12 months (short-term leases) and leases where the underlying asset is considered to be of a low value (low-value leases). When determining the lease term in cases where the lease includes a possibility for extension, subsequent estimates have been used.

The table below presents the effects of the above applications on the consolidated statement of profit or loss for the 1 January 2019–31 December 2019 and 1 January 2018–31 December 2018 financial years, on the consolidated statement of financial position as 1 January 2018, 31 December 2018 and 31 December 2019, and on the consolidated statement of cash flows for the 1 January 2019–31 December 2019 and 1 January 2018–31 December 2018 financial years. The transition from previous accounting policies has also resulted in a different structure and statement classification compared with in the past.

Statement of profit or loss for the 1 January 2019–31 December 2019 financial year

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
Operating income				
Net sales	3,4	3,864.9	-1,530.3	2,334.7
Other operating income	5	12.7	-9.1	3.6
Total income		3,877.6	-1,539.3	2,338.3
Operating expense				
Goods for resale		-3,386.3	1,459.9	-1,926.4
Other external expenses	6	-190.6	28.7	-162.0
Personnel costs	7	-89.4	-	-89.4
Depreciation, amortisation and impairment		-11.9	-6.1	-18.0
Profit from participations in associated companies and joint ventures	15	-	13.1	13.1
Other operating expense		-33.0	32.9	-0.1
Operating profit/loss		166.4	-10.9	155.5
Financial income and expenses				
Profit/loss from participations in associated companies		6.6	-6.6	-
Financial income	8	1.3	24.8	26.1
Financial expenses	9	-3.0	-10.2	-13.2
Profit/loss after financial items		171.3	-2.9	168.5
Tax	10	-40.0	4.3	-35.7
Net profit/loss for the year		131.3	1.4	132.7

Consolidated statement of comprehensive income

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
Net profit/loss for the year		131.3	1.4	132.7
Other comprehensive income				
<i>Items that may be reclassified to profit or loss (after tax):</i>				
Translation difference		-	0.8	0.8
Other comprehensive income for the year, net of tax		0.0	0.8	0.8
Comprehensive income for the year, net of tax		131.3	2.1	133.5

Consolidated statement of profit or loss for the 1 January 2018–31 December 2018 financial year

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
Operating income				
Net sales	3,4	3,367.8	-1,378.4	1,989.5
Other operating income	5	6.9	-5.7	1.2
Total income		3,374.8	-1,384.1	1,990.7
Operating expense				
Goods for resale		-2,953.8	1,303.8	-1,650.0
Other external expenses	6	-179.4	39.6	-139.8
Personnel costs	7	-64.1	-	-64.1
Depreciation, amortisation and impairment		-2.7	-4.4	-7.1
Profit from participations in associated companies and joint ventures		-	7.6	7.6
Other operating expense		-0.1	-	-0.1
Operating profit/loss		174.6	-37.4	137.2
Financial income and expenses				
Profit/loss from participations in associated companies		2.7	-2.7	-
Financial income	8	0.1	42.6	42.7
Financial expenses	9	-1.9	-18.8	-20.7
Profit/loss after financial items		175.5	-16.3	159.2
Tax	10	-40.9	5.0	-36.0
Net profit/loss for the year		134.5	-11.3	123.2

Consolidated statement of comprehensive income

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
Net profit/loss for the year		134.5	-11.3	123.2
Other comprehensive income				
<i>Items that may be reclassified to profit or loss (after tax):</i>				
Translation difference		-	0.4	0.4
Other comprehensive income for the year, net of tax		-	0.4	0.4
Comprehensive income for the year, net of tax		134.5	-10.9	123.6

Consolidated statement of financial position, 31 Dec 2019

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
ASSETS				
Non-current assets				
Goodwill	12	37.3	-23.1	14.2
Intangible assets	12	0.7	29.8	30.5
Tangible assets	13	1.2	-	1.2
Right-of-use assets	14	-	40.3	40.3
Participations in associated companies	15,16	49.9	11.4	61.2
Other securities held as non-current assets	16	0.1	-	0.1
Other non-current receivables	16	16.2	-	16.2
Deferred tax assets	10	-	10.2	10.2
Total non-current assets		105.3	68.6	173.9
Current assets				
Inventories	17	329.4	-3.5	325.9
Trade receivables	16	509.1	-0.3	508.8
Receivables from associated companies	16	11.1	-	11.1
Current tax assets		10.1	-	10.1
Other receivables	16	33.9	-	33.9
Derivative instruments	16	-	11.6	11.6
Prepaid expenses and accrued income	18	35.1	-1.1	34.0
Cash and cash equivalents	19	96.5	-	96.5
Total current assets		1,025.2	6.7	1,031.9
TOTAL ASSETS		1,130.5	75.4	1,205.9

Consolidated statement of financial position, 31 Dec 2019 (cont.)

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
EQUITY AND LIABILITIES				
Equity				
Share capital		0.1	-	0.1
Reserves		0.1	1.2	1.3
Retained earnings including net profit for the year		203.2	0.0	203.2
Total equity attributable to parent company's shareholders		203.3	1.2	204.6
Non-controlling interests		41.0	-1.2	39.9
Total equity		244.3	0.1	244.5
Non-current liabilities				
Overdraft facility	22	149.7	-	149.7
Other liabilities to credit institutions	22	54.5	-	54.5
Other non-current liabilities	22	36.0	-	36.0
Lease liabilities	14	-	32.5	32.5
Deferred tax liabilities	10	-	7.9	7.9
Total non-current liabilities		240.2	40.3	280.5
Current liabilities				
Liabilities to credit institutions	22	-	27.3	27.3
Trade payables	22	293.1	-0.8	292.4
Advances from customers	22	2.6	-	2.6
Liabilities to associated companies	22	0.1	-	0.1
Current tax liabilities		13.9	-	13.9
Lease liabilities	14	-	8.5	8.5
Derivative instruments	16,22	-	27.0	27.0
Other current liabilities	23	309.2	-27.3	282.0
Accrued expenses and deferred income	24	27.1	-	27.1
Total current liabilities		646.0	34.7	680.7
TOTAL EQUITY AND LIABILITIES		1,130.5	75.3	1,205.9

Consolidated statement of financial position, 31 Dec 2018

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
ASSETS				
Non-current assets				
Goodwill	12	3.2	2.5	5.6
Intangible assets	12	0.2	-	0.2
Tangible assets	13	1.6	-	1.6
Right-of-use assets	14	-	42.5	42.5
Participations in associated companies	15,16	49.5	4.9	54.5
Other securities held as non-current assets	16	0.1	-	0.1
Other non-current receivables	16	67.8	-	67.8
Deferred tax assets	10	-	2.5	2.5
Total non-current assets		122.4	52.4	174.8
Current assets				
Inventories	17	302.3	-4.6	297.7
Trade receivables	16	455.9	-0.1	455.8
Receivables from associated companies	16	24.5	-	24.5
Current tax assets		0.1	-	0.1
Other receivables	16	37.7	-	37.7
Derivative instruments	16	-	3.8	3.8
Prepaid expenses and accrued income	18	39.4	-1.1	38.3
Cash and cash equivalents	19	3.7	-	3.7
Total current assets		863.7	-2.0	861.6
TOTAL ASSETS		986.1	50.3	1,036.4

Consolidated statement of financial position, 31 Dec 2018 (cont.)

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
EQUITY AND LIABILITIES				
Equity				
Share capital		0.1	-	0.1
Reserves		-	0.5	0.5
Retained earnings including net profit for the year		139.4	-1.2	138.2
Total equity attributable to parent company's shareholders		139.4	-0.7	138.7
Non-controlling interests		73.9	-1.4	72.6
Total equity		213.3	-2.1	211.2
Non-current liabilities				
Overdraft facility	22	19.1	-	19.1
Other liabilities to credit institutions	22	22.0	-	22.0
Other non-current liabilities	22	15.0	-	15.0
Lease liabilities	14	-	36.6	36.6
Deferred tax liabilities	10	-	-	-
Total non-current liabilities		56.1	36.6	92.7
Current liabilities				
Liabilities to credit institutions	22	24.0	-	24.0
Trade payables	22	312.3	-0.4	311.9
Advances from customers	22	10.3	-	10.3
Liabilities to associated companies	22	8.5	-	8.5
Current tax liabilities		27.4	-	27.4
Lease liabilities	14	-	6.1	6.1
Derivative instruments	16,22	-	10.1	10.1
Other current liabilities	23	311.7	-	311.7
Accrued expenses and deferred income	24	22.6	-	22.6
Total current liabilities		716.7	15.8	732.5
TOTAL EQUITY AND LIABILITIES		986.1	50.3	1,036.4

Consolidated statement of financial position, 1 Jan 2018

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
ASSETS				
Non-current assets				
Goodwill	12	5.2	0.2	5.4
Intangible assets	12	0.5	-	0.5
Tangible assets	13	1.1	-	1.1
Right-of-use assets	14	-	48.1	48.1
Participations in associated companies	15,16	43.3	-	43.3
Other securities held as non-current assets	16	0.0	-	0.0
Other non-current receivables	16	14.7	-	14.7
Deferred tax assets	10	0.0	0.0	0.0
Total non-current assets		64.9	48.3	113.2
Current assets				
Inventories	17	229.2	-	229.2
Trade receivables	16	399.7	0.0	399.7
Receivables from associated companies	16	19.6	-	19.6
Current tax assets		0.1	-	0.1
Other receivables	16	10.7	-	10.7
Derivative instruments	16	-	14.7	14.7
Prepaid expenses and accrued income	18	20.1	-1.1	19.0
Cash and cash equivalents	19	84.5	-	84.5
Total current assets		764.0	13.6	777.6
TOTAL ASSETS		828.8	61.9	890.8

Consolidated statement of financial position, 1 Jan 2018 (cont.)

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
EQUITY AND LIABILITIES				
Equity				
Share capital		0.1	-	0.1
Reserves		-	0.2	0.2
Retained earnings including net profit for the year		245.2	6.7	251.9
Total equity attributable to parent company's shareholders		245.3	7.0	252.2
Non-controlling interests		60.4	2.0	62.4
Total equity		305.7	9.0	314.6
Non-current liabilities				
Overdraft facility	22	20.7	-	20.7
Other non-current liabilities	22	15.0	-	15.0
Lease liabilities	14	-	41.9	41.9
Deferred tax liabilities	10	-	2.5	2.5
Total non-current liabilities		35.7	44.4	80.1
Current liabilities				
Trade payables	22	220.0	-	220.0
Advances from customers	22	0.9	-	0.9
Liabilities to associated companies	22	2.1	-	2.1
Current tax liabilities		37.8	-	37.8
Lease liabilities	14	-	5.1	5.1
Derivative instruments	16,22	-	3.5	3.5
Other current liabilities	23	201.2	-	201.2
Accrued expenses and deferred income	24	25.4	-	25.4
Total current liabilities		487.5	8.6	496.0
TOTAL EQUITY AND LIABILITIES		828.8	61.9	890.8

Consolidated statement of cash flows for the 1 January 2019–31 December 2019 financial year

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
Operating activities				
Profit/loss after financial items		171.3	-2.9	168.5
Adjustment for non-cash items	25	11.8	10.4	22.2
Tax paid		-65.0	-	-65.0
Cash flow from operating activities before changes in working capital		118.1	7.5	125.7
Cash flow from change in working capital				
Change in inventories		-22.6	-	-22.6
Changes in operating receivables		-4.3	-	-4.3
Changes in operating liabilities		31.2	-	31.2
Cash flow from operating activities		122.4	7.5	130.0
Investing activities				
Business combinations	28	-43.8	-	-43.8
Divestment of intangible assets		-0.8	-	-0.8
Acquisition of tangible assets		-0.4	-5.5	-5.9
Redemption of shares, purchase of minority interests		-66.8	-	-66.8
Purchase of financial assets		51.6	-	51.6
Cash flow from investing activities		-60.1	-5.5	-65.7
Financing activities				
Dividend paid to parent company's shareholders		-22.7	-	-22.7
Dividend paid to non-controlling interests		-28.4	-	-28.4
Loans raised from credit institutions		185.2	5.5	190.7
Repayment of debt		-103.6	-	-103.6
Repayment of lease liability		-	-7.5	-7.5
Cash flow from financing activities		30.5	-2.0	28.5
Cash flow for the year		92.8	-	92.8
Cash and cash equivalents at the beginning of the year		3.7	-	3.7
Exchange rate differences in cash and cash equivalents		0.1	-	0.1
Cash and cash equivalents at the end of the year		96.5	-	96.5

Consolidated statement of cash flows for the 1 January 2018–31 December 2018 financial year

Amounts in SEK million	Note	According to previous policies	IFRS adjustments	According to IFRS
Operating activities				
Profit/loss after financial items		192.8	-16.3	176.6
Adjustment for non-cash items	25	-17.3	21.3	4.0
Tax paid		-51.4	-	-51.4
Cash flow from operating activities before changes in working capital		124.2	5.0	129.2
Cash flow from change in working capital				
Change in inventories		-73.1	-	-73.1
Changes in operating receivables		-107.3	-	-107.3
Changes in operating liabilities		215.7	-	215.7
Cash flow from operating activities		159.4	5.0	164.4
Investing activities				
Business combinations		-0.3	-	-0.3
Divestment of subsidiaries		22.6	-	22.6
Acquisition of tangible assets		-0.9	-0.4	-1.4
Purchase of financial assets		-72.0	-	-72.0
Divestment of financial assets		14	-	14
Changed Group structure		2.5	-	2.5
Cash flow from investing activities		-33.8	-0.4	-34.2
Financing activities				
Dividend paid to parent company's shareholders		-204.0	-	-204.0
Dividend paid to non-controlling interests		-46.7	-	-46.7
Change in overdraft facility		-1.6	-	-1.6
Loans raised from credit institutions		50.0	0.4	50.4
Repayment of debt		-4.0	-	-4.0
Repayment of lease liability		-	-5.0	-5.0
Cash flow from financing activities		-206.3	-4.6	-210.9
Cash flow for the year		-80.8	-	-80.8
Cash and cash equivalents at the beginning of the year		84.5	-	84.5
Exchange rate differences in cash and cash equivalents		-	-	-
Cash and cash equivalents at the end of the year		3.7	-	3.7

NOTES

A. Goodwill

According to previous accounting policies, goodwill was amortised over the estimated useful life. Under IFRS, goodwill is not amortised; instead an impairment test is conducted annually. In connection with the transition to IFRS, amortisation of goodwill amounting to SEK 10.9 million was reversed in 2019 and amortisation of goodwill amounting to SEK 3.8 million was reversed in 2018. Goodwill was tested for impairment in connection with the transition, and no impairment requirement existed. No deferred tax was recognised.

B. Acquisition analyses

In connection with the transition to IFRS, previously prepared acquisition analyses were reviewed, which resulted in additional intangible assets being identified, which comprise customer relationships, producer relationships, brands and software. As a result, the value of intangible assets therefore increased to SEK 29.8 million as of 31 December 2019 and goodwill declined by SEK 19.3 million as of 31 December 2019. Goodwill increased by SEK 2.5 million as of 31 December 2018. The additional identified intangible assets, which were added through acquisitions carried out in 2019 and 2020, were amortised to less than their expected economic useful life, which resulted in a decrease in amortisation in 2019 and 2018. Lower amortisation reduced the item Depreciation, amortisation and impairment by SEK 1.8 million in 2019 and by SEK 2.0 million in 2018.

C. Leases

Under previous accounting policies, the Group classified all its leases as operating leases. Under IFRS 16, the Group's leases (with the exception of short-term leases and low-value leases) will be recognised in the balance sheet as lease liabilities and right-of-use assets, which also means that the costs for earlier operating leases will be reclassified from operating expenses to depreciation of right-of-use assets and interest expense on the lease liabilities.

Following the change in accounting policy, right-of-use assets were recognised in an amount of SEK 48.1 million as of 1 January 2018, SEK 42.5 million as of 31 December 2018 and SEK 40.3 million as of 31 December 2019. On the liability side, a non-current lease liability was recognised in an amount of SEK 41.9 million as of 1 January 2018, SEK 36.5 million as of 31 December 2018 and SEK 32.4 million as of 31 December 2019, and a current lease liability was recognised in an amount of SEK 5.1 million as of 1 January 2018, SEK 6.1 million as of 31 December 2018 and SEK 8.5 million as of 31 December 2019.

As a result of the recognised right-of-use assets and lease liabilities, lease expenses for previously recognised operating leases decreased by SEK 8.6 million in 2019 and SEK 6.3 million in 2018. In the statement of profit or loss, depreciation of right-of-use assets will instead be recognised as part of the item Depreciation, amortisation and impairment in an amount of SEK 7.9 million in 2019 and SEK 6.4 million in 2018. Interest expense attributable to the lease liability will also be recognised, which will result in an increase in financial expenses of SEK 1.1 million for 2019 and SEK 1.2 million for 2018.

Finally, the reclassification also affects the presentation of the Group's cash flows. Under previous accounting policies, cash flow attributable to operating leases was recognised as part of operating activities. Under IFRS 16, payments will be divided between repayment of lease liabilities and payment of interest. For 2019, profit after financial items will decrease by SEK -0.4 million, adjustment for non-cash items will increase by SEK 7.9 million, interest paid on lease liabilities will increase by SEK 1.1 million and repayment of lease liabilities will increase by SEK 7.5 million. For 2018, profit after financial items will decrease by SEK -1.4 million, adjustment for non-cash items will increase by SEK 6.4 million, interest paid on lease liabilities will increase by SEK 1.2 million and repayment of lease liabilities will increase by SEK 5.1 million.

D. Financial instruments

Under previously applied accounting policies, Viva Wine Group applied an impairment model for credit losses based on an occurred event. Under IFRS 9, companies applying IFRS are to apply an expected credit losses model. Most of Viva Wine Group's customers are state monopolies, which means that its credit losses attributable to trade receivables have been very low and are expected to remain so in the future. As a result of the application of the model for expected credit losses, Viva Wine Group recognised increased loss allowances of SEK 0.3 million attributable to trade receivables for 2019. For 2018, Viva Wine Group recognised increased loss allowances of SEK 0.1 million attributable to trade receivables.

Viva Wine Group holds currency derivatives that are used for currency hedges of purchases in foreign currency. Under previous accounting policies, changes in the value of these derivatives were not recognised. Under IFRS, derivative instruments are recognised at fair value through profit or loss, which means that changes in value are recognised in profit or loss on each balance-sheet date. Currency derivatives are recognised as financial assets and financial liabilities in the balance sheet. Following the change in accounting policy, financial assets pertaining to derivative instruments were recognised in an amount of SEK 14.7 million as of 1 January 2018, SEK 3.8 million as of 31 December 2018 and SEK 11.6 million as of 31 December 2019. Financial liabilities pertaining to derivative instruments were recognised in an amount of SEK 3.5 million as of 1 January 2018, SEK 10.1 million as of 31 December 2018 and SEK 27.0 million as of 31 December 2019. Due to additional changes in the value of derivative instruments, profit before tax for 2019 was impacted in an amount of SEK -9.1 million and profit before tax for 2018 in an amount of SEK -17.5 million. Under previous accounting policies, Viva Wine Group measured inventories at a hedged EUR rate. The Company has changed accounting policy retrospectively and measures inventories at the transaction-date rate. Viva Wine Group previously recognised translation effects under the item Goods for resale in operating profit, but instead recognises translation effects retrospectively as a financial income or expense. Along with the policy change, the change in accounting policy for the remeasurement of inventories had an impact of SEK -23.3 million on the item Goods for resale for 2019 and SEK -46.8 million for 2018, and an impact of SEK +1.5 million on profit before tax for 2019 and SEK -4.2 million for 2018.

E. Profit from participations in associated companies and joint ventures

Under previous accounting policies, Viva Wine Group recognised profit from participations in associated companies and joint ventures as a financial item. The share of profit included amortisation of goodwill identified in connection with the acquisition of the participating interest. Under IFRS, annual amortisation of goodwill is reversed, and the share of profit is recognised as operating income or operating expenses. As a result of the change in accounting policy, the item Profit from participations in associated companies and joint ventures as a financial item decreased by SEK 6.6 million for 2019 and SEK 2.7 million for 2018, and the item Profit from participations in associated companies and joint ventures as operating income or operating expenses increased by SEK 13.1 million for 2019 and SEK 7.6 million for 2018. In the statement of financial position, the item Participations in associated companies and joint ventures increased by SEK 11.4 million as of 31 December 2019 and SEK 4.9 million as of 31 December 2018.

F. Reclassifications

In connection with the transition to IFRS, certain reclassifications were carried out. According to IFRS, translation differences attributable to foreign operations are to be recognised separately and independently from retained earnings. Provisions are to be recognised as a separate item and classified as non-current or current liabilities. In connection with the transition to IFRS, an inconsistent recognition of expenses in the 2019 statement of profit or loss was noted which has now been corrected, which is why the item Other external expenses has increased by SEK 32.9 million and the item Other operating expenses has decreased by SEK 32.9 million. An inconsistent recognition of direct costs was also noted in the 2019 and 2018 statements of profit or loss, which is why the item Goods for resale increased by SEK 36.4 million for 2019 and SEK 13.8 million for 2018, while the item Other external expenses decreased by SEK 36.4 million for 2019 and SEK 13.8 million for 2018. In the 2019 statement of financial position, a reclassification was also carried out of a current liability to credit institutions of SEK 27.3 million from other current liabilities to achieve a consistent classification between years.

G. Deferred tax

Adjustments of deferred tax comprise the effects on deferred tax that arose through the adjustments made in the transition to IFRS. Total adjustments to deferred tax assets amounted to SEK 10.2 million and deferred tax liabilities to SEK 12.3 million as of 31 December 2019, and SEK 1.5 million in the 2019 statement of profit or loss. As of 31 December 2018, adjustments to deferred tax assets amounted to SEK 2.5 million and deferred tax liabilities to SEK 1.6 million in the balance sheet, and SEK 3.3 million in the 2018 statement of profit or loss.

H. Revenue recognition

Under previous accounting policies, Viva Wine Group has recognised alcohol tax gross under net sales and under operating expense in goods for resale. Under IFRS 15, amounts received on behalf third parties (such as taxes) are excluded from net sales, which had an impact of SEK 1,519.3 million on net sales for 2019 and SEK 1,519.3 million on the item goods for resale in operating expenses. For the 2018 financial year, net sales decreased by SEK 1,364.3 million and the item goods for resale by SEK 1,364.3 million.

Under previous accounting policies, Viva Wine Group recognised revenue from re-invoicing of marketing costs under net sales or under other operating income. In connection with the transition to IFRS, these were reclassified and recognised net against marketing costs in the item other external expenses under operating expenses. This had an impact of SEK -17.8 million on net sales for 2019, SEK -2.2 million on other operating income, SEK -0.4 million on goods for resale and SEK -19.7 million on the item other external expenses. For 2018, net sales were impacted in an amount of SEK -15.3 million, other operating income in an amount of SEK -4.5 million, goods for resale in an amount of SEK -0.2 million and other external expenses in an amount of SEK -19.6 million.

Auditor's report on historical financial information

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Viva Wine Group AB, corporate identity number 559178-4953

Report on the consolidated accounts

Opinions

We have audited the consolidated accounts of Viva Wine Group AB for the years ended 31 December 2020 and 31 December 2019. The consolidated accounts of the company are included on pages F-18-F-70 in this document.

In our opinion, the consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 December 2020 and 31 December 2019 and their financial performance and cash flow for each of the financial years ending 31 December 2020 and 31 December 2019, in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU, and the Annual Accounts Act.

Basis for Opinions

We conducted our audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. Our responsibilities under those standards are further described in the Auditor's Responsibilities section. We are independent of the group in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

Responsibilities of the Board of Directors

The Board of Directors is responsible for the preparation of the consolidated accounts and that they give a fair presentation in accordance with the Annual Accounts Act and in accordance with IFRS as adopted by the EU. The Board of Directors is also responsible for such internal control as they determine is necessary to enable the preparation of consolidated accounts that are free from material misstatement, whether due to fraud or error. In preparing the consolidated accounts, The Board of Directors is responsible for the assessment of the group's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors intends to liquidate the group, to cease operations, or has no realistic alternative but to do so.

Auditor's responsibility

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

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

- » Identify and assess the risks of material misstatement of the consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control.
- » Obtain an understanding of the group's internal control relevant to our audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- » Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- » Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting in preparing the consolidated accounts. We also draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated accounts or, if such disclosures are inadequate, to modify our opinion about the consolidated accounts. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a group to cease to continue as a going concern.
- » Evaluate the overall presentation, structure and content of the consolidated accounts, including the disclosures, and whether the consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- » Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated accounts. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinions.

We must inform the Board of Directors of, among other matters, the planned scope and timing of the audit. We must also inform of significant audit findings during our audit, including any significant deficiencies in internal control that we identified.

Stockholm, 6 December 2021
Ernst & Young AB

Andreas Nyberg
Authorized Public Accountant

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