

GIVEN bond issue



Secured 3 year bond issue with 6% + 3M EURIBOR coupon

About GIVEN

- Established in 2018, with over 150 employees GIVEN is one of the largest and fastest growing jewellery retailers in the Baltics with presence in top shopping centers.
- The Group operates 42 shops in Latvia, 7 shops in Estonia and 6 shops in Lithuania. The Group plans significant growth over the next few years, further rolling out its shop network, particularly in Lithuania and Estonia.
- The Group offers wide assortment of high quality jewellery at affordable prices and unique private brands and has a well developed e-commerce platform.
- The founder and largest shareholder of GIVEN Ainārs Sprīngis is a successful Latvian entrepreneur with 20+ years of experience in jewellery industry (as the founder of Grenardi) and retail.

GIVEN



Business overview

- GIVEN sells its products both in physical shops and through its online shops. Online shops enable the Group to capitalize on the continuous growth of online shopping and has provided crucial support during period(s) of Covid-19 restrictions, which restricted the operations of physical shops.
- In 2022 GIVEN became the market leader by the number of shops in the Baltics.
- There is a distinct industry seasonality in jewellery retail industry, where sales in December are usually significantly higher than in other months of the year.

Financial highlights

- The revenue of the Group reached a record high of EUR 2.5m (+528% yoy) in Q1 2022 showing a significant improvement compared to the previous year, when the results were affected by physical Covid-19 restrictions. There has been a constant quarter on quarter revenue growth since Q1 2021 and during FY 2021 the revenue amounted to EUR 6.5m (+47% yoy).
- The revenue for GIVEN is continuing to grow due to a higher number of shops, as well as same store sales growth (+6% during FY 2021), which indicates rising customer demand.
- Growth in sales and increased gross margins have improved the results for GIVEN – EBITDA during Q1 2022 reached EUR 0.4m (+48% yoy) and EUR 1.7m (+142% yoy) during FY 2021, showing a significant increase compared to the previous year.
- As at 31 March, 2022 the Group had inventory in the amount of EUR 6.0m (+59% yoy), which has been increasing together with a growing number of shops and expansion of operations in all three Baltic states. The inventory of GIVEN is liquid and mainly consists of gold (85% as of Q1 2022).
- The Group has a solid own capital base with a Capitalization ratio of 38% as at 31 March, 2022. The shareholders have invested additional funds in the Group during YTD 2022 through subordinated bonds.

Presence in all major cities in the Baltics – 42 shops in LV, 7 shops in EE and 6 shops in LT

Financial highlights, EUR th

	FY 2020	FY 2021	Q1 2021	Q1 2022
Revenue	4 427	6 511	403	2 529
Gross margin	50%	54%	50%	54%
EBITDA¹	702	1 701	269	399
Net profit¹	-141	477	145	10
Total assets	7 884	12 346	8 545	11 946
Inventory	3 491	6 090	3 767	5 980
Cash	41	694	48	717
Adjusted Equity²	3 152	4 449	3 590	4 559
Total borrowings	820	3 036	857	3 097
Capitalization ratio³	40%	36%	42%	38%
EBITDA / Interest expense	3.6x	5.2x	n/a	4.9x
Net Debt / EBITDA	1.1x	2.1x	n/a	1.5x

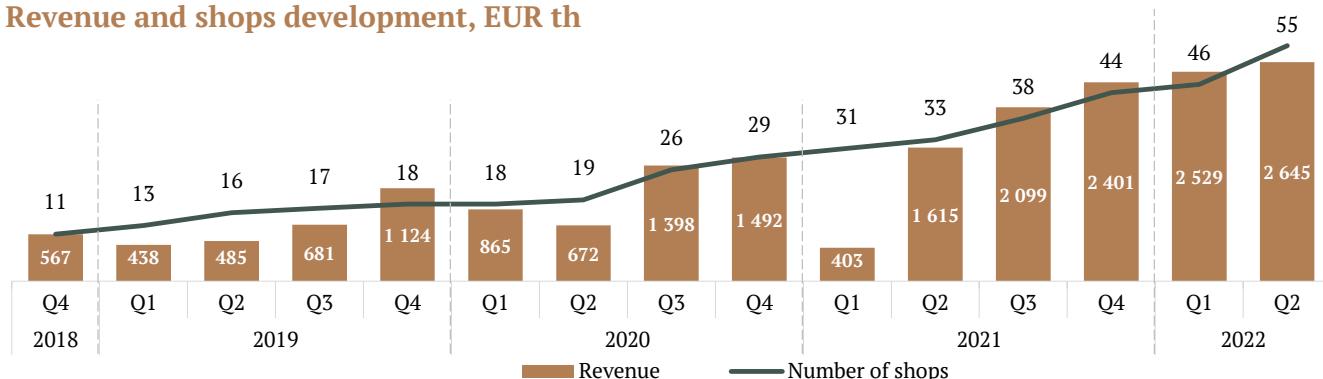
¹ Including Covid-19 related government grants for working capital in the amount of EUR 0.3m during Q1 2021 and EUR 0.6m during FY 2021

² Shareholder's Equity + Subordinated debt

³ (Shareholder's Equity + Subordinated debt) / Assets

Source: GIVEN presentations and financial reports

Revenue and shops development, EUR th



GIVEN bond issue



Term Sheet

Issuer	AS GIVEN Jewellery
Security type	Senior secured bonds
Offer type	Private placement
Use of proceeds	Investments in working capital
Collateral	<ul style="list-style-type: none"> Commercial pledge on assets of SIA GIVEN Latvia, GIVEN Estonia OÜ and GIVEN Lithuania UAB Corporate guarantee from SIA Given Latvia, Given Estonia OÜ and GIVEN Lithuania UAB
Issue size	EUR 4 000 000 (to be placed gradually by YE 2022)
Coupon rate	6.0% + 3M EURIBOR
Coupon frequency	Quarterly
Maturity	31.07.2025
Principal repayment	Maturity date, bullet
Call Option	@102% after 1 st year, @100.5% last 3 months before maturity
Nominal value	EUR 1 000
Minimum subscription	EUR 100 000
Listing	Nasdaq Baltic First North within 12 months after the Issue Date
Covenants¹	<ul style="list-style-type: none"> Interest coverage ratio² of min 2x Capitalization ratio³ of min 30% Inventory coverage ratio⁴ of min 1.4x
Arranger	Signet Bank AS
Collateral agent	ZAB Vilgerts SIA

¹ Full list of covenants can be found in the Terms of the Issue.

Covenants are calculated based on consolidated data

² EBITDA / Net Finance Charges, ratio for trailing twelve months

³ (Shareholder's Equity + Subordinated debt) / Assets

⁴ (Pledged Inventory + Cash) / Secured Financial Indebtedness

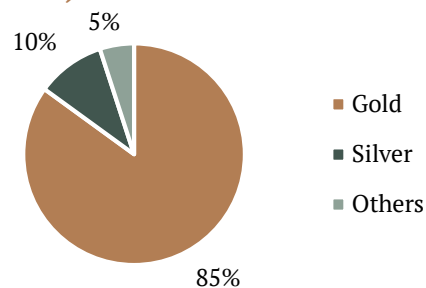
GIVEN shops and assortment



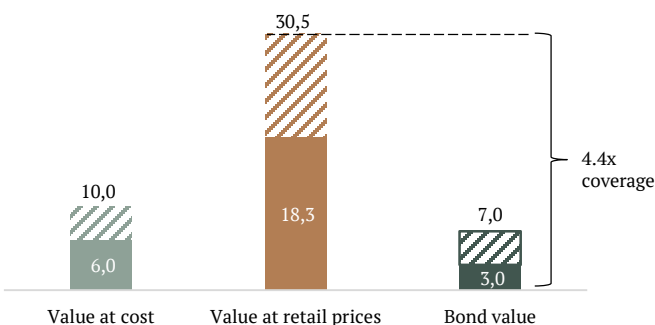
Secured bonds

- GIVEN plans a new bond issue to support the roll-out of its shop network. The proceeds will be, thus, primarily directed to purchase of new inventory of precious metals.
- GIVEN Jewellery LV0000860054 bonds in the amount of EUR 3m have been admitted to trading on the Nasdaq Baltic First North Market by Nasdaq Riga as of 20 May 2022. The existing secured bonds rank *pari-passu* with the new bonds.
- The new bonds are secured by a commercial pledge on assets of all subsidiaries. More than a half of the assets consist of liquid inventory, which is primarily gold and other precious metals. As of 31 March 2022, the pledged inventory and consolidated cash covered the outstanding secured bonds by more than 2x.
- The inventory is valued at cost, which is considerably below its sales value, thus, leaving a significant liquidity cushion for investors. Inventory at sales value covers the Group's secured bonds 4.4 times.
- As at 31 March 2022, GIVEN had subordinated bonds in the amount of EUR 2.7m (through which GIVEN can raise up to EUR 5.0m) and shareholder loans of EUR 0.1m, which are subordinated to the secured bonds. Additionally, GIVEN has a bank guarantee in the amount of EUR 0.25m.

Group inventory⁵, by key precious metals (31.03.2022)



Inventory⁵, (EUR m) as of 31 March 2022 and estimate at full bond placement



⁵ Inventory of SIA GIVEN Latvia, GIVEN Estonia OÜ and GIVEN Lithuania UAB is pledged to secure issued bonds

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When making an investment in bonds, investors undertake certain financial risks. The main risk factors that influence AS GIVEN Jewellery are macroeconomic risk, geopolitical risk, the ongoing global pandemic risk, regulatory risk, changes in customs regulations risk, taxation risk, anti-money laundering breach risk, privacy and data protection breach risk, risk of fluctuations of prices of precious metals, risk of available retail space, seasonality risk, risk of changes in consumer preferences, risk from use of social media and influencers, relations with key vendors risk, inventory management risk, risk of theft or misappropriation of funds and products in the stores, intellectual property risk, financial leverage risk, dependence on managing employees risk, operational risks, growth and expansion risk, competition risk, brand image risk, IT systems risk, E-commerce risk, credit risk of clients, natural disaster and other business disruption risk, and employee risk.

When investing funds in bonds, investors undertake the following risks related to debt securities: notes repayment risk, liquidity risk, delisting risk, price risk, early redemption risk, tax risk, resolutions of Noteholders risk, risk associated with registering the Collateral, risks associated with the Collateral Agent Agreement, risks associated with the value of the Collateral, risk that the Collateral and the Guarantees will be subject to certain limitation on enforcement and may be limited by the applicable law or subject to certain defences that may limit its validity and enforceability, risk that the enforcement of the Guarantee and the Collateral will be subject to the procedures and limitations set out in the Collateral Agent Agreement and Terms of the Notes Issue, risk that the rights of the Noteholders depend on the Collateral Agent's actions and financial standing.

The risks indicated in this section may reduce AS GIVEN Jewellery ability to fulfil its obligations and cause its insolvency in the worst-case scenario. This section may not feature all the potential risks, which may affect AS GIVEN Jewellery.