



Avia Solutions Group Overview





ASG is a global B2B shared services company, improving operations and margins of passenger and cargo aviation clients, using ASG's aircraft, maintenance, pilots, licenses and support network



One of the world's largest providers of flexible outsourced capacity solutions (including charter capabilities) for passenger and cargo aviation



ASG has two main service offerings within aviation: Logistics and Distribution Services and Support Services



ASG's Logistics and Distribution Services offer a compelling answer to the toughest problems in aviation – seasonality and high fixed costs



ASG's Support Services offer clients integrated solutions and support ASG's core Logistics and Distribution Services segment

€2.3bnFY23 Revenue

11
Air Operator
Certificates

200Aircraft in Network⁽¹⁾

500+
Maintenance, Repair
& Overhaul Licenses

>2,000Customers

BB-/BB S&P/Fitch Rating

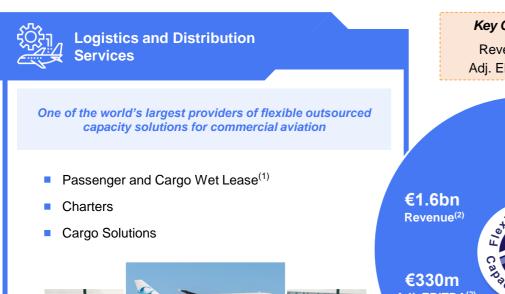
Source: Company information as of 31 December 2023 **Notes:**

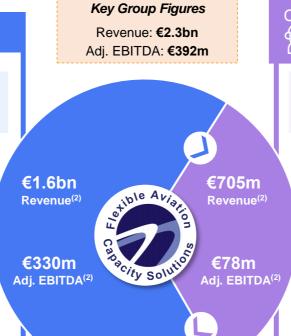
1. Includes owned, leased and those under executed LOIs



ASG Offers Comprehensive Solutions

Mission-Critical Aviation Services and Operational Resilience Underpin Comprehensive Customer Value Proposition







Comprehensive suite of complementary support services offering clients integrated solutions and supporting core capacity provision

- Aircraft Maintenance, Repair and Overhaul (MRO)
- **Ground Support Services**
- Aviation Training and Recruitment



- 1. Leasing of an aircraft including crew, maintenance and insurance to lessee 2. Divisional figures presented before intra-group eliminations as of FY 2023



...With Diverse Capabilities to Meet Various Outsourced Aviation Needs

Logistics and Distribution Services

Support Services

Shared Capacity Solutions - ACMI

- Offers custom leasing services from long-term, ad-hoc wet and damp leasing, to comprehensive air charter
- Assists airlines and corporate enterprises in meeting capacity challenges globally

Maintenance, Repair and Overhaul



- Wide global maintenance, repair and overhaul (MRO) network with more than 70 line stations, 16 bay hangars covering approximately 32.5k sq m⁽¹⁾
- Ensures availability
 and supports flexible
 procurement, conversion
 and teardown

ASG is addressing key constraints, pioneering a new and uniquely flexible shared capacity model to deliver compelling 'mission critical' outsourced solutions with:

- ✓ Global scale and reach
- ✓ Comprehensive, counterseasonal platform
- ✓ Innovative capacity solutions
- Tailored, on-demand service offering

Cargo Charter

- Arranges cargo air transportation for a wide range of goods and industries
- Serves various industries offering both ad-hoc and long-term freight solutions





Ground Handling

Plays a crucial role in enhancing efficiency, punctuality and safety of airline operators

Notes:

1. 16 existing facilities covering 32,497 sq. m, with further 9 facilities under construction covering 27,060 sq. m.



Pioneering a Service with an Asset-Light Model...



Established and Extensive Global Infrastructure

Supports Highly Flexible Operations

200

Aircraft(1)

Air Operator Certificates⁽¹⁾ 46

Countries



Integrated Customer Solutions

Underpinned by Full-Lifecycle Capabilities

#1

Global charterbroker

>70

Maintenance, repair & overhaul line stations⁽²⁾

>20k

25

Annual pilot training capacity

Airports covered



Large and Diversified Customer Base

Delivering Growth and Resilience

10 of top-10 >2,000

European airlines served⁽²⁾ Clients

~38%

Revenues from top-10 clients



Scalable, Asset-Light Model

Supports Profitable Expansion

~86%

Leased-in fleet⁽¹⁾

~3.7 years

Average lease term(1) ~2%

Capex as % of sales⁽³⁾

Source: Eurocontrol

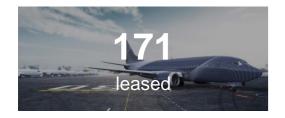
- As of 31 December 2023
- 2. Top-10 European airlines definition as per Eurocontrol Aircraft Operators' data (April 2024). Includes Ryanair, easyJet, Turkish Airlines, Lufthansa, Air France, KLM, Wizz Air, British Airways, Vueling, and SAS
- 3. Refers to maintenance capex only, based on FY 2023 figures

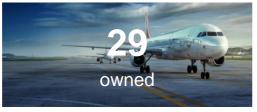


Sacity Solutions

Scaling the Business to Best Serve New and Existing Clients

Fleet Profile

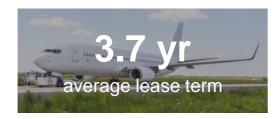
















Fleet Growth Over Time

2

December 2014

61

December 2019

200

December 2023



Global Airlines are Mired in Seasonality Challenges, which ASG Addresses

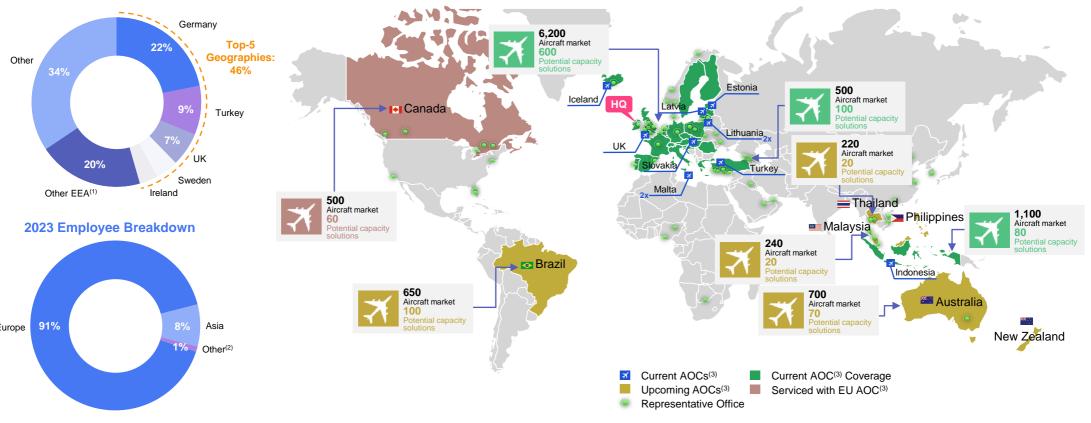




Extensive Global Infrastructure Supports Highly Flexible Business Model

Entrenched Foothold across Leading Aviation Markets – 100+ Physical Sites across 46 Countries and 11 Air Operator **Certificates (AOCs)**

2023 Revenue Breakdown

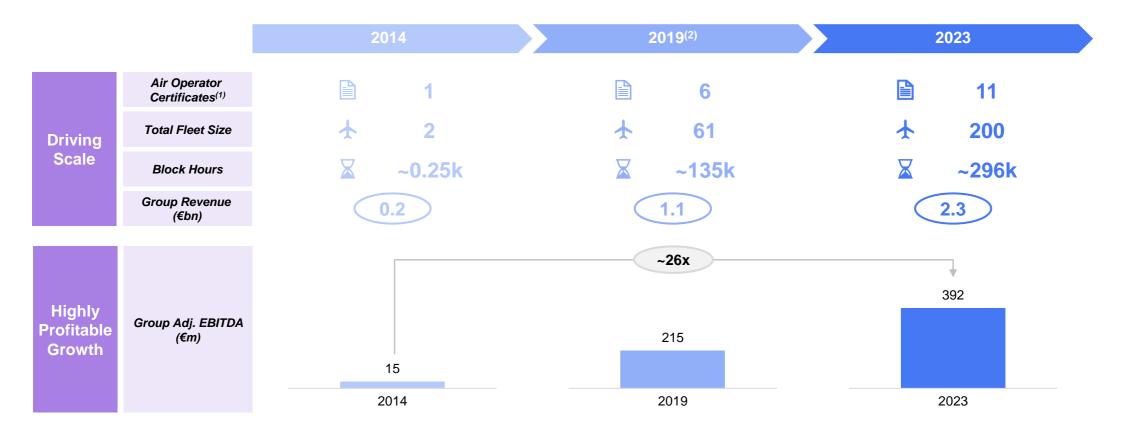


- Includes Hungary, Netherlands, Belgium, Luxembourg, Norway, Estonia, Poland, France, Lithuania
 Includes Americas, Australia and Pacific Islands and rest of world
- 3. Air Operator Certificates



Demonstrating Growth and Profitability over Time

Continuing Our Industry Leading Track Record of Taking Market Share and Driving Outsourcing Penetration Through Adoption of Our Unique Customer Solutions



Source: Annual Reports, Investor Presentations **Notes:**

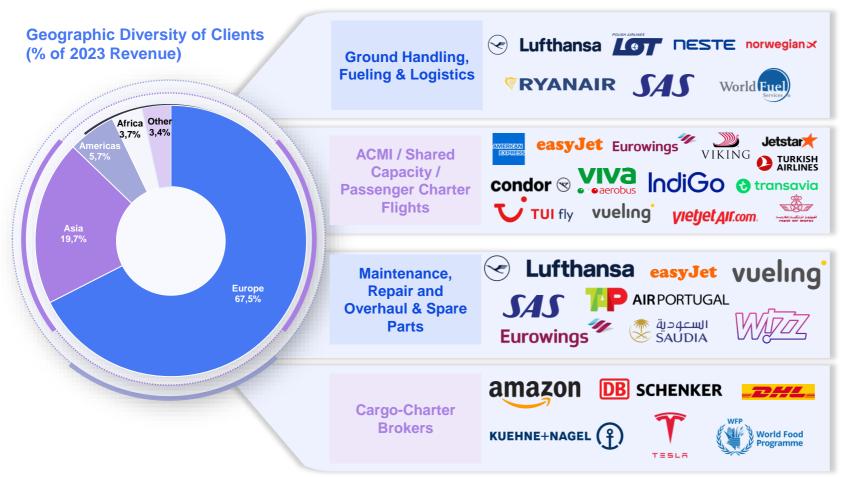
1. As of 31 December year-end

2. Financial information presented on a pro-forma basis



Solution of Choice to a Diversified Global Customer Base

Serving >2,000 Customers Where No Customer Contributes >6% Towards Group Revenue⁽¹⁾









Notes:

1. Based on FY 2023 revenues



Operated by Highly Experienced Management Team and Supported by Leading Investors

Highly Experienced Founder-Led Board of Directors



Gediminas Ziemelis Founder of Avia Solutions Group Chairman of the Board of Directors

• 18+ years at ASG



Jonas Janukenas CEO of Avia Solutions Group • 6+ years at ASG



Zilvinas Lapinskas CEO of FL Technics(2) • 10+ years at ASG



Linas Dovydenas CCO of Avia Solutions Group • 16+ years at ASG



Certares

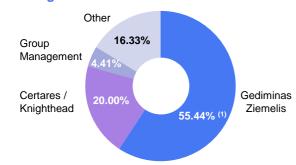
KNIGHTHEAD

Pascal Picano Aviation industry expert with 25+ years of experience Former CMO of Carlyle Aviation Partners



Tom Klein Senior Managing Director of Certares Former CEO and President of Sabre Inc.

Well-Aligned Shareholders



Strategic & Financial Backing of Travel Sector Leader



Source: Annual Reports, Certares website, Aum13F website

- 1. UBO share % as a natural person
- 2. ASG subsidiary providing maintenance, repair and overhaul (MRO) service
- 3. Represents all travel-related investments made by Certares since inception in 2012 through 31 December 2023. Count excludes Global Blue Holdings AG, Guardian Alarm, McClaren Group and Singer Vehicle Design, all of which are non-travel investments 4. Represents all travel-related investments held by Knighthead Capital Management, LLC per latest available data



Strong ESG Focus, Deeply Embedded in Operations









Annual ESG report highlights key initiatives and associated progress

ESG department reports
directly to the CEO, with
oversight from the Executive
Committee and Board of
Directors

Sustainalytics ESG Risk Rating 14.8 and S&P Global ESG Score of 35 above industry average

Internal policies cover approaches to environmental risk, aviation safety, code of conduct and business ethics, enterprise risk and information security

Friendly Initiatives

- Member of ESG-recognized industry forums (e.g., Ten Principles of the United Nations Global Compact, Sustainable Fuels Forum)
- Obtains 100% of electricity for its Vilnius HQ operations from renewable sources
- CO₂ footprint reduction via energy-efficient equipment and technologies

Proactive Employee Engagement with DE&I Oriented Growth

- Educational partnership programs focus on developing diverse candidate pool and provide tangible outcomes such as certifications and guaranteed employment
- Dedicated Internal Leadership Academy guides future and current leadership to promote core DE&I tenets

Mission-Driven Approach to Community Engagement

- Focuses on altruistic partnerships with reputable organizations fostering a more harmonious global community, specifically within developing countries
- Donates to NGOs that contribute to the well-being of children and society improvement

Structured and Comprehensive Enterprise Risk Management Approach

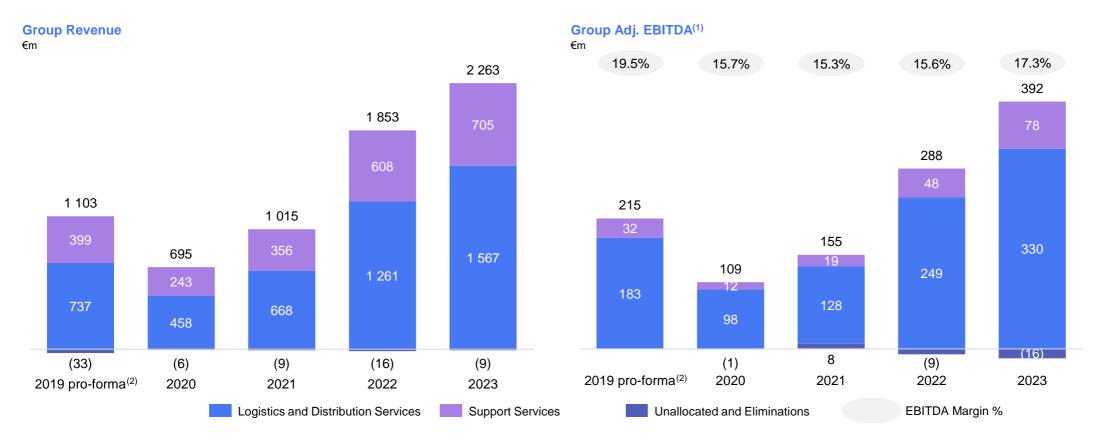
- Designed to ensure risks are managed and controlled in a systematic, proactive and cost-effective manner
- Climate-related risk assessments integrated holistically into Enterprise Risk Management policy

Source: S&P Global ESG Scores Report dated 1 February 2024





Expanding Revenue and EBITDA, with Improving Margins



Source: Annual Reports, Investor Presentations

1. Please refer to page 38 for a detailed overview of all EBITDA adjustments
2. Pro-forma for 2019 acquisitions of SmartLynx Airlines SIA, Avion Express UAB, AviaAM Leasing AB and Chapman Freeborn Holdings Limited

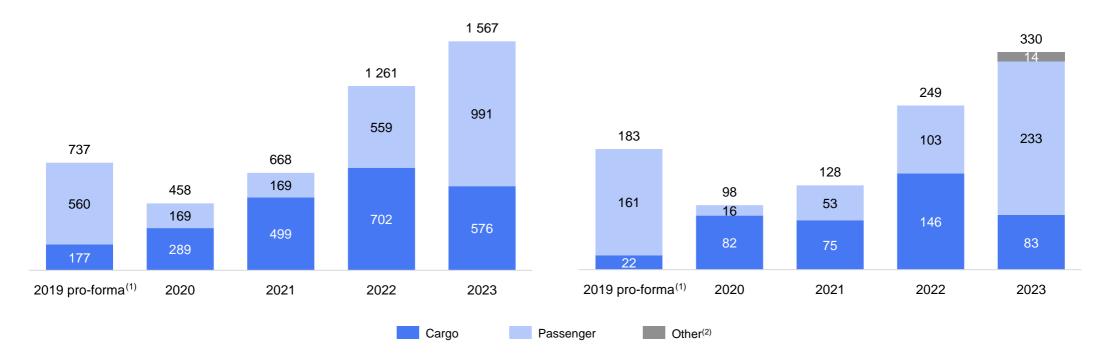


Zoom-in on Logistics and Distribution Services

Strong Passenger ACMI Recovery in 2023 and Continued Resilience of Cargo ACMI During and After the Pandemic

Logistics and Distribution Services Revenue

Logistics and Distribution Services Adj. EBITDA

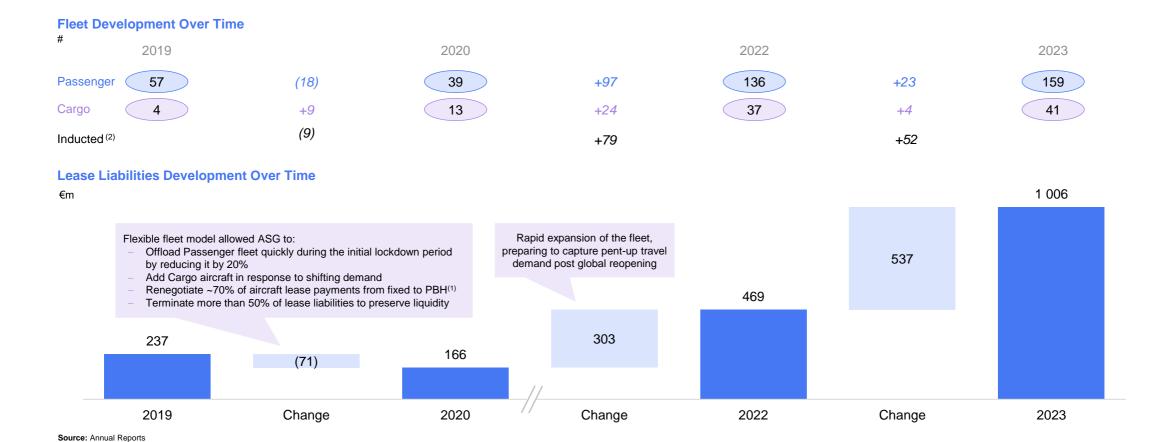


Source: Annual Reports, Investor Presentations



^{1.} Pro-forma for 2019 acquisitions of SmartLynx Airlines SIA, Avion Express UAB, AviaAM Leasing AB and Chapman Freeborn Holdings Limited 2. In 2023, recognized €14m EBITDA gain within the Logistics and Distribution segment from the sale of real estate assets

Leased-in Fleet Model Provides Flexibility Through Different Market Environments



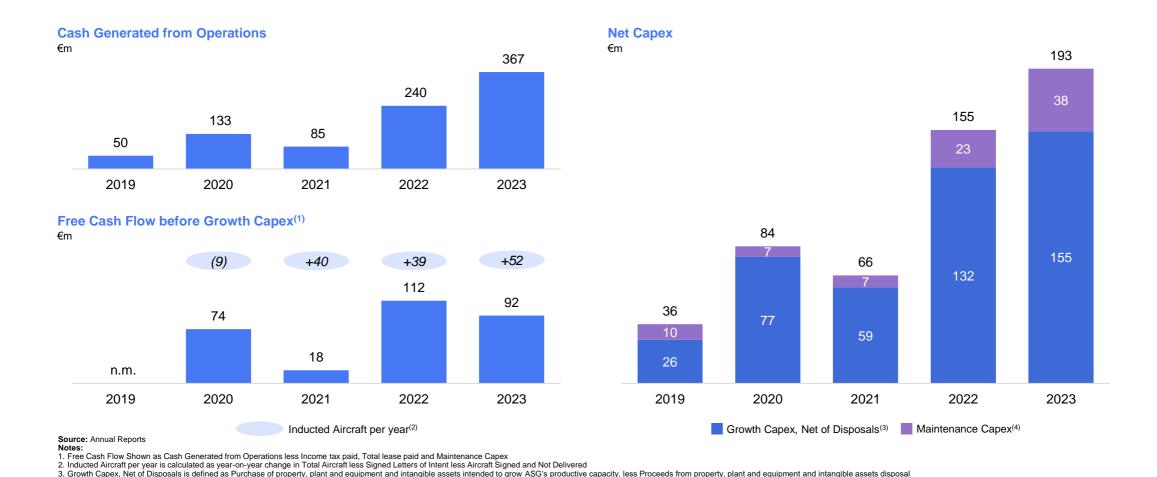


1. Power by the hour

2. Inducted Aircraft per year is calculated as year-on-year change in Total Aircraft less Signed Letters of Intent less Aircraft Signed and Not Delivered

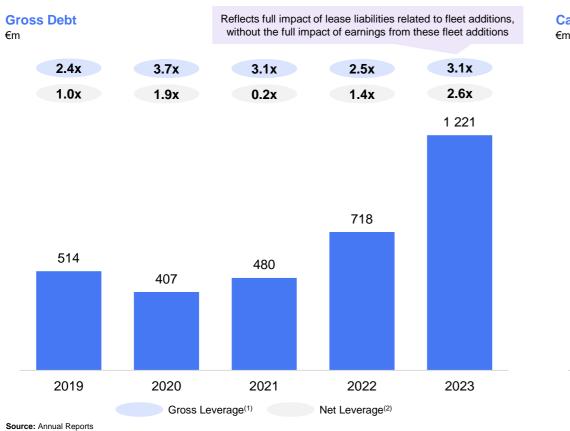
Accelerating Cash Flow Profile

4. Maintenance Capex is defined as Purchase of property, plant and equipment and intangible assets necessary to sustain current operations of ASG





Financial Indebtedness and Liquidity Profile



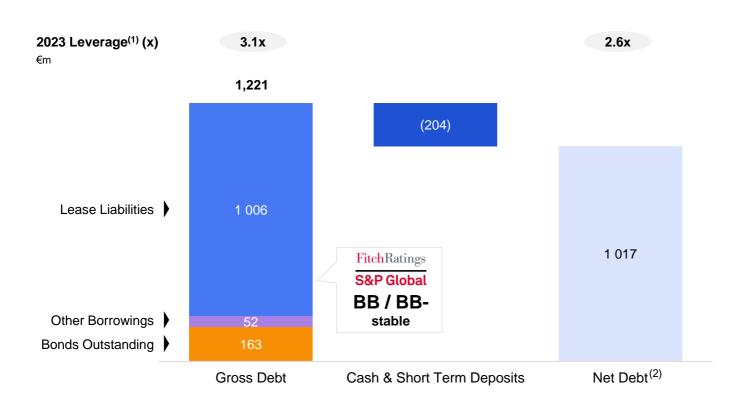
Cash and Liquid Assets(3)



- 1. Gross Leverage defined as Gross Debt divided by Adj. EBITDA
 2. Net Leverage defined as Net Debt divided by Adj. EBITDA. Net Debt excludes convertible preferred shares liability
- 3. Includes short-term bank deposits
- 4. Includes \$300m bond issuance in 2019 and €300m convertible preferred issuance in 2021



Prudent Financial Policy



Key Tenets of ASG's Financial Policy

- Conservative financial policy, avoiding excessive leverage and covenant compliance in all market conditions
- Prioritizing robust liquidity profile appropriate for future liquidity needs
- Prudent risk management and hedging policies in place
- Leaving room for selective accretive M&A that furthers ASG's defensible cyclicality-offsetting business model
- Shareholder returns are continually evaluated against ASG's credit profile

Source: Annual Reports

Debt vs. Adj. EBITDA adjusted for terminations and waived debt and other non-recurring expenses
 Net Debt does not include the convertible preferred shares liability





Adjusted EBITDA Reconciliation

| €m | Dec-2019 | Dec-2020 | Dec-2021 | Dec-2022 | Dec-2023 |
|---|----------|----------|----------|----------|----------|
| Breakdown of Reported vs. Adjusted EBITDA | | | | | |
| Reported EBITDA | 210 | 81 | 154 | 277 | 399 |
| Russia-Ukraine War impact | - | - | - | 13 | - |
| Lease modifications, terminations and waived debt | - | - | (23) | (7) | - |
| Sale of previously impaired debts | - | - | - | - | (20) |
| Other non-recurring expenses | 5 | 28 | 24 | 5 | 13 |
| Adjusted EBITDA | 215 | 109 | 155 | 288 | 392 |

Group's EBITDA is calculated as profit (loss) from continuing operations before income tax plus depreciation and amortisation, finance costs – net, and adjusted for the results of equity-accounted investees and significant non-recurring transactions.

EBITDA is presented because in the Group's opinion this is a useful measure of the results of operations. EBITDA is not defined by IFRS and should not be treated as an alternative to the profit (loss) categories provided for in IFRS as a measure of the operating results nor as a measure of cash flows from operating activities based on IFRS. Neither can it be treated as an indicator of liquidity.

ADJUSTMENT is an alternative performance measure used by ASG, which includes material charges or profits caused by movements in provisions related to assets, restructuring, or foreign exchange impacts as well as capital gains / losses from the disposal and acquisition of businesses, and other non-recurring items.



Income Statement

| €m | Dec-2021 | Dec-2022 | Dec-2023 |
|---|----------|-----------|-----------|
| Revenue | 1,014.9 | 1,852.7 | 2,262.8 |
| Other income | 3.3 | 2.8 | 3.5 |
| Operating Revenue | 1,018.2 | 1,855.5 | 2,266.2 |
| Growth, % | 45.9% | 82.6% | 22.1% |
| Cost of services and goods | (615.3) | (1,193.4) | (1,406.6) |
| Depreciation and amortisation | (74.3) | (114.8) | (239.3) |
| Employee related expenses | (200.2) | (306.6) | (395.8) |
| Other operating expenses | (68.5) | (79.9) | (97.4) |
| Impairment losses of financial assets | (12.4) | (12.3) | (0.9) |
| Other impairment-related expenses | (5.7) | (13.6) | (3.3) |
| Other gain (loss) | 38.2 | 27.0 | 36.6 |
| Operating Profit | 80.0 | 162.0 | 159.7 |
| Margin, % | 7.9% | 8.7% | 7.0% |
| Finance income | 2.9 | 3.9 | 24.7 |
| Finance costs | (39.7) | (83.3) | (115.0) |
| Share of profit of equity-accounted investees, net of tax | 1.5 | (55.1) | 2.7 |
| EBT | 44.6 | 27.4 | 72.1 |
| Margin, % | 4.4% | 1.5% | 3.2% |
| Income tax | (10.3) | (15.8) | (3.9) |
| Net Income | 34.4 | 11.7 | 68.2 |
| Margin, % | 3.4% | 0.6% | 3.0% |
| €m | | | |
| Adj. EBITDA (Management Accounts) | 155.1 | 288.2 | 392.1 |
| Margin, % | 15.3% | 15.6% | 17.3% |
| | | | |



Cash Flow Statement

| €m | Dec-2021 | Dec-2022 | Dec-2023 |
|--|----------|----------|----------|
| Net Income | 34.4 | 11.7 | 68.2 |
| Income tax expense | 10.3 | 15.8 | 3.9 |
| Depreciation and amortisation | 74.3 | 114.8 | 239.3 |
| Impairment-related expenses | 18.2 | 25.9 | 4.2 |
| Interest expenses | 33.4 | 47.7 | 82.5 |
| Currency translation differences | 14.5 | 7.0 | (16.7) |
| Discounting effect on financial assets | (1.3) | 3.3 | 3.0 |
| Fair value (gains) | (0.5) | 26.4 | 26.7 |
| Changes in other reserves | 0.3 | 0.3 | 1.1 |
| Loss of PPE disposals and PPE write-offs | (4.9) | (14.6) | (8.4) |
| Loss of other investment disposals | 0.4 | 0.1 | - |
| (Gain) from bond repurchase | (0.0) | (2.2) | (0.5) |
| (Gain) on termination/modification of lease agreements | (13.5) | (6.4) | (1.7) |
| (Gain) of subsidiaries disposal | (5.1) | (2.4) | (9.9) |
| Amortisation of government grants | (0.2) | (0.2) | (0.1) |
| Interest income | (1.5) | (3.5) | (6.9) |
| Share of loss of associates | (1.5) | 55.1 | (2.7) |
| Changes in operating assets and liabilities: | | | |
| Inventories | (26.8) | 3.3 | 6.9 |
| Trade and other receivables, contract assets | (140.5) | (42.2) | (76.5) |
| Security deposits placed | (14.4) | (28.3) | (36.0) |
| Accrued expenses for certain contracts | (0.1) | (1.4) | (0.1) |
| Trade and other payables, advances received/contract liabilities | 106.8 | 16.5 | 80.4 |
| Security deposits received | 2.7 | 9.3 | 10.7 |
| Cash generated from (used in) operating activities | 84.7 | 235.8 | 367.3 |
| Interest received | 1.7 | 2.3 | 5.3 |
| Interest paid | (27.6) | (44.2) | (79.8) |
| Interest tax paid | (16.2) | (20.4) | (24.5) |
| Net cash generated from (used in) operating activities | 42.7 | 173.5 | 268.2 |



Cash Flow Statement (Cont'd)

| €m | Dec-2021 | Dec-2022 | Dec-2023 |
|--|----------|----------|----------|
| Purchase of PPE and intangible assets | (70.3) | (159.1) | (213.8) |
| Proceeds from PPE and intangible assets disposal | 4.1 | 3.9 | 21.2 |
| Net Proceeds from aircraft sale leaseback | - | 17.3 | 6.6 |
| Purchase of other investment | (6.6) | (0.6) | (0.0) |
| Sale of other investment | 6.4 | 0.3 | 0.2 |
| Payments for acquired financial assets | - | - | (1.8) |
| Loans granted | (10.7) | (5.1) | (4.5) |
| Repayments of loans granted | 1.3 | 3.1 | 2.9 |
| Bank deposits placed | (225.9) | (1.6) | (1.5) |
| Repayments of bank deposits placed | 26.5 | 226.7 | - |
| Purchase of subsidiaries (Net of cash acquired) | (22.8) | - | (9.5) |
| Sales of subsidiaries (Net of cash disposed) | 6.4 | (0.1) | 20.1 |
| Investment into joint venture | (0.5) | - | - |
| Net cash generated from (used in) investing activities | (292.2) | 84.9 | (180.1) |
| Dividends paid | (0.3) | (30.3) | (26.0) |
| Issuance of convertible preferred shares | 300.0 | - | - |
| (Increase) / Decrease on non-controlling interest (no change of control) | - | (0.0) | (0.4) |
| Bank borrowings received | 22.1 | 11.1 | 1.1 |
| Repayments of bank borrowings | (4.1) | (3.9) | (3.9) |
| Other borrowings received | 8.4 | 1.6 | 1.0 |
| Repayments of other borrowings | (0.1) | (1.9) | (9.2) |
| Repurchase of bonds | (0.5) | (64.7) | (19.8) |
| Repayments of lease liabilities | (37.9) | (63.9) | (151.4) |
| Net cash generated from (used in) financing activities | 287.5 | (152.0) | (208.6) |
| FX Difference | - | 2.3 | (3.5) |
| Increase in cash and cash equivalents | 38.0 | 108.7 | (124.1) |
| Cash at the beginning of the year | 177.9 | 215.9 | 324.6 |
| Cash at the end of the year | 215.9 | 324.6 | 200.6 |
| | | | |



Balance Sheet

| €m | Dec-2021 | Dec-2022 | Dec-2023 |
|---|----------|----------|----------|
| Assets | | | |
| Non-Current Assets | | | |
| Property, plant and equipment | 414.4 | 776.3 | 1,410.6 |
| Investment property | 31.0 | 41.6 | 41.2 |
| Intangible Assets | 113.6 | 110.2 | 137.0 |
| Investments accounted for using the equity method | 51.6 | 0.3 | 0.3 |
| Deferred tax assets | 16.7 | 17.6 | 38.5 |
| Financial assets at fair value through profit or loss | 2.9 | 1.6 | 1.3 |
| Non-current derivative financial instruments | 4.7 | 5.5 | 2.8 |
| Long-term bank deposits | 2.3 | 0.9 | 0.9 |
| Non-current trade and other receivables | 49.7 | 81.1 | 112.6 |
| Current Assets | | | |
| Inventories | 73.6 | 89.9 | 126.3 |
| Trade and other receivables | 247.1 | 259.0 | 327.4 |
| Financial assets at fair value through profit or loss | 0.3 | 0.6 | 0.4 |
| Contract assets | 20.7 | 24.7 | 36.0 |
| Prepaid income tax | 1.7 | 4.4 | 3.7 |
| Short-term bank deposits | 225.1 | 1.5 | 2.9 |
| Cash and cash equivalents | 216.7 | 324.7 | 200.6 |
| Non-current assets classfified as held for sale | - | 14.2 | - |
| Total Assets | 1,472.1 | 1,754.3 | 2,442.3 |



Balance Sheet (Cont'd)

| €m | Dec-2021 | Dec-2022 | Dec-2023 |
|--|----------|----------|----------|
| Equity | | | |
| Share capital | 22.6 | 22.6 | 22.6 |
| Share premium | 282.2 | 282.2 | 10.0 |
| Other reserves | 0.6 | 0.9 | 2.0 |
| Treasury shares | (0.0) | (1.6) | - |
| Merger reserve | (0.5) | (0.5) | (0.5 |
| Fair value reserve | 2.0 | 3.9 | 3.5 |
| Cumulative translation differences | (3.2) | 2.4 | (9.1 |
| Retained earnings | 21.4 | 1.8 | 313.4 |
| Non-controlling interests | 3.3 | 4.1 | 6.0 |
| Total Equity | 328.4 | 315.6 | 347.9 |
| Liabilities | | | |
| Non-Current Liabilities | | | |
| Convertible preferred shares | 300.9 | 325.7 | 352.6 |
| Lease liabilities | 126.5 | 363.2 | 787.0 |
| Borrowings | 281.6 | 234.1 | 30.0 |
| Government grants | 0.3 | - | - |
| Security deposits received | 0.4 | 1.1 | 0.8 |
| Trade and other payables | 18.5 | 12.4 | 7.7 |
| Provisions | - | 8.8 | 15.8 |
| Deferred income tax liabilities | 11.6 | 11.2 | 17.9 |
| Derivative financial instruments | 5.9 | 0.2 | 1.5 |
| Current Liabilities | | | |
| Trade and other payables | 217.4 | 238.7 | 306.4 |
| Provisions | - | 19.3 | 36.1 |
| Lease liabilities | 54.2 | 106.3 | 219.1 |
| Borrowings | 17.3 | 14.3 | 184.7 |
| Contract liabilities | 77.6 | 57.3 | 98.2 |
| Security deposits received | 6.3 | 11.3 | 17.6 |
| Current income tax liabilities | 25.1 | 26.1 | 18.9 |
| Derivative financial instruments | | - - | 0.1 |
| Total Liabilities | 1,143.7 | 1,429.9 | 2,094.5 |
| Non-current liabilities classfified as held for sale | - | 8.8 | - |
| Total Liabilities and Equity | 1,472.1 | 1,754.3 | 2,442.3 |



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Glossary on Alternative Performance Measures (APM)

This presentation also contains certain "non-IFRS financial measures", i.e. financial measures that either exclude or include amounts that are not excluded or included in the most directly comparable measure calculated and presented in accordance with IFRS.

PRO-FORMA FOR 2019:

- a) In 2019, the Group was reorganized and grew substantially in size, through the completion of the acquisition of four different groups of companies: SmartLynx Airlines SIA, Avion Express UAB, AviaAM Leasing AB and Chapman Freeborn Holdings Limited (the "Reorganization");
- b) All pro-forma financial statements in this presentation are unaudited and present the Group's hypothetical results as if the Reorganization (as defined above) had taken place and was completed on 1 January 2019;
- c) The information provided in this presentation does not represent and is not intended to be presentation of consolidated financial information in accordance with IFRS, and does not contain all the necessary adjustments that may be required under IFRS and any applicable law. Accordingly, the information contained herein is not comparable to the consolidated periodical financial information released by the Group.

EBITDA: Group's EBITDA is calculated as profit (loss) from continuing operations before income tax plus depreciation and amortisation, finance costs – net, and adjusted for the results of equity-accounted investees and significant non-recurring transactions. EBITDA is presented because in the Group's opinion this is a useful measure of the results of operations. EBITDA is not defined by IFRS and should not be treated as an alternative to the profit (loss) categories provided for in IFRS as a measure of the operating results nor as a measure of cash flows from operating activities based on IFRS. Neither can it be treated as an indicator of liquidity.

ADJUSTMENT is an alternative performance measure used by ASG, which includes material charges or profits caused by movements in provisions related to assets, restructuring, or foreign exchange impacts as well as capital gains/losses from the disposal and acquisition of businesses.

CASH POSITION: ASG defines its consolidated gross cash position as the total of (i) cash and cash equivalents in banks and non-bank global payment providers, and (ii) up to 3 months deposits in banking financial institutions.

NET DEBT: For the purpose of capital risk management, the Group does not include the convertible preferred shares liability in the net debt calculation, since it is not subject to redemption via a cash outflow upon the expected conversion.

